



**HAWK RESOURCES LIMITED**  
**ACN 165 079 201**

# **Notice of Extraordinary General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday, 14 February 2025**

Time of Meeting:  
**10.30AM (AEDT)**

Location:  
**Suite 1, Level 6, 350 Collins Street Melbourne VIC 3000**

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

# HAWK RESOURCES LIMITED

ACN 165 079 201

Registered office: Suite 1, Level 6, 350 Collins Street, Melbourne Victoria 3000

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of shareholders of Hawk Resources Limited (the "Company") will be held at Suite 1, Level 6, 350 Collins Street, Melbourne Victoria 3000 on Friday, 14 February 2025 at 10.30am (AEDT) ("Extraordinary General Meeting" or "Meeting").

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### ORDINARY BUSINESS

#### Resolution 1: Ratification of Prior Issue of Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 47,000,000 fully paid ordinary shares, as described in the Explanatory Statement which accompanied and formed part of this Notice."*

#### Resolution 2: Approval for Issue of Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 31,825,000 Shares to unrelated professional and sophisticated investors, as described in the Explanatory Statement which accompanied and formed part of this Notice."*

#### Resolution 3: Approval for Issue of Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up approximately 39,412,500 HWKO Listed Options to unrelated professional and sophisticated investors who participated in the Placement the subject of Resolutions 1 and 2, as described in the Explanatory Statement which accompanied and formed part of this Notice."*

#### Resolution 4: Approval of Issue of Placement Securities to Mr Tom Eadie, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 1,175,000 Placement Shares and 587,500 Attaching Options to Mr Tom Eadie, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."*

#### Resolution 5: Approval for Issue of Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 12,500,000 options to Cygnet Capital Pty Limited (or its nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."*

By order of the Board



Nova Taylor

Company Secretary

Dated: 14 January 2025

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

### 3. Proxies

#### **All voting will be conducted by poll.**

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Wednesday, 12 February 2025 at 10:30am (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

### 4. Asking questions

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to [nova@jmc corp.com.au](mailto:nova@jmc corp.com.au). We will attempt to address the more frequently asked questions at the Meeting.

### 5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 6. How the Chair will vote undirected proxies

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

### 7. Voting Exclusion Statement:

The Corporations Act and the Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

#### **Resolutions 1 to 5**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (b) Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (c) Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

- (d) Resolution 4 by or on behalf of Mr Tom Eadie (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (e) Resolution 5 by or on behalf of Cygnet Capital Pty Limited (or its nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **8. Enquiries**

Shareholders are invited to contact the Company Secretary, Nova Taylor on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Resolution 1: Ratification and approval of prior issue of Shares

On 3 December 2024, the Company announced that it had received commitments from sophisticated investors for a placement of 80,000,000 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.025 (2.5 cents) per Placement Share to raise \$2,000,000 before costs (**Placement**). The first tranche of the Placement Shares being 47,000,000 Placement Shares were issued on 12 December 2024 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1 (28,000,000 Shares) and 7.1A (19,000,000) (**Tranche 1 Placement Shares**).

Tranche 2 comprising 33,000,000 Shares (**Tranche 2 Placement Shares**) that are to be issued subject to shareholder approval. Shareholder approval for the issue of the Tranche 2 Placement Shares is being sought under Resolution 2 of this Notice.

Subject to receipt of shareholder approval, participants in the Placement as described for Resolutions 1 and 2 are to receive one (1) attaching HWKO Listed Option for every two (2) Placement Shares issued under the Placement, with each attaching Option exercisable at an exercise price of \$0.05 each and with an expiry date 1 October 2026 (**Attaching Options**). Shareholder approval for the issue of the Attaching Options is being sought under Resolution 3 of this Notice.

Non-executive Chair, Mr Tom Eadie (and/or his nominee(s)), has agreed to participate in the Placement and subscribe for \$29,375 being 1,175,000 Placement Shares and 587,500 Attaching Options. Shareholder approval for the issue of these Placement Shares and Attaching Options to Mr Eadie is being sought under Resolution 4 of this Notice.

Cygnnet Capital Pty Limited (**Cygnnet**) was engaged as lead manager of the Placement and the Company has agreed to pay Cygnnet a capital raising fee of 6% of the amount raised under the Placement as well as 12,500,000 HWKO Listed Options (**Lead Manager Options**). Resolution 5 seeks shareholder approval to issue the Lead Manager options to Cygnnet (and/or their nominee(s)).

### ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

At the 2024 AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25% (**Placement Capacity**).

The issue of the Tranche 1 Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the Placement Capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rules 7.1 and 7.1A (provided the previous issue did not breach Listing Rules 7.1 and 7.1A) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rules 7.1 and 7.1A.

If Shareholders approve Resolution 1, the Tranche 1 Placement Shares the subject of Resolution 1 will no longer use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A. If Shareholders do not approve Resolution 1, the Tranche 1 Placement Shares the subject of Resolution 1 will continue to use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 1 in accordance with ASX Listing Rule 7.5:

- The Company issued the Placement Shares to unrelated sophisticated investors identified by Cygnnet or the Company.

- There were no related parties, key management personnel, substantial holders, advisor or associates of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 47,000,000 fully paid ordinary shares.
- The Placement Shares were issued prior on 12 December 2024.
- The Placement Shares were issued for \$0.025 per Placement Share.
- Funds raised from the issue of T1 Placement Shares the subject of this Resolution 1 have been and will primarily be applied towards advancing the Company's existing portfolio of projects and identifying and assessing new business opportunities.
- A voting exclusion statement as set out in the Notice applies to Resolution 1.

#### ***Director recommendation***

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

#### **Resolution 2: Approval for Issue of Shares**

On 3 December 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 2 seeks the required Shareholder approval for the proposed issue of 31,825,000 Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by Cygnet or the Company.

#### ***Listing Rule 7.1***

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting without using the Company's 15% Placement Capacity.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- The Company intends to issue the Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by Cygnet or the Company.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 2.
- The number of securities to be issued is 31,825,000 fully paid ordinary shares (Tranche 2 Placement Shares).
- The Tranche 2 Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The issue price of the Tranche 2 Placement Shares will be \$0.025 per Tranche 2 Placement Share.
- Funds raised from the issue of Tranche 2 Placement Shares the subject of this Resolution 2 will primarily be applied towards advancing the Company's existing portfolio of projects and identifying and assessing new business opportunities.
- A voting exclusion statement as set out in the Notice applies to Resolution 2.

#### ***Director recommendation***

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

### **Resolution 3: Approval for Issue of Options**

On 3 December 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Subject to the passing of Resolutions 1 and/or 2, Resolution 3 seeks the required Shareholder approval for the proposed issue of 39,412,500 Attaching Options to unrelated professional and sophisticated investors identified by Cygnet or the Company who participated in the Placement the subject of Resolutions 1 and 2.

#### **Listing Rule 7.1**

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The effect of Resolution 3 will be to allow the Company to issue the Attaching Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% Placement Capacity.

The proposed issue of the Attaching Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, the Company's 10% Placement Capacity), effectively increasing, subject to exercise of the Attaching Options into Shares, the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Attaching Options and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Attaching Options:

- The Company intends to issue the Attaching Options to unrelated professional and sophisticated investors identified by Cygnet or the Company who participate in the Placement the subject of Resolutions 1 and 2.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 3.
- The number of securities to be issued is 39,412,500 Attaching Options.
- The Attaching Options will have an exercise price of \$0.05 (0.5 cents) and expire on the date of 1 October 2026. Upon exercise, entitle the holder to one fully paid ordinary share in the Company. The Attaching Options otherwise have terms as set out in Annexure A.
- The Attaching Options will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The Attaching Options will be issued for nil consideration as free-attaching to Placement Shares on the basis of one Attaching Option for every two Placement Shares.
- While no funds will be raised from the issue of the Attaching Options, any funds raised from the exercise of the Attaching Options the subject of this Resolution 3 (if any) will be used for working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 3.

#### **Board recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

### **Resolution 4: Approval of Issue of Placement Securities to Mr Tom Eadie, Director of the Company**

On 3 December 2024, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 4 seeks the required Shareholder approval for the proposed issue and allotment of 1,175,000 Placement Shares and 587,500 Attaching Options (**Eadie Securities**) to Mr Tom Eadie, a Director of the Company (and/or his

nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors, raising \$29,375.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Tom Eadie is a director of the Company, Mr Tom Eadie is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Eadie Securities to Mr Tom Eadie (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Eadie Securities and will raise funds of \$29,375 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Eadie Securities and funds of \$29,375 will not be raised as part of the Placement.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issue of the Eadie Securities to Mr Tom Eadie is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Eadie Securities to Tom Eadie, a Director of the Company (and/or his nominee(s)).
- Mr Tom Eadie is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies.
- The number of securities to be issued is 1,175,000 Placement Shares and 587,500 Attaching Options, comprising the Eadie Securities.
- The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. The Attaching Options will have an exercise price of \$0.05 (5 cents) and expire on 1 October 2026. Upon exercise, entitle the holder to one fully paid ordinary share in the Company. The Options otherwise have terms as set out in Annexure A.
- The Eadie Securities will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Placement Shares will be issued at \$0.025 (2.5 cents) per Placement Share. The Attaching Options will be issued for nil consideration as free-attaching to Placement Shares on the basis of one Attaching Option for every two Placement Shares issued.
- Funds raised from the issue of Placement Shares the subject of this Resolution 4 primarily be applied towards advancing the Company's existing portfolio of projects and identifying and assessing new business

opportunities. While no funds will be raised from the issue of the Attaching Options the subject of this Resolution 4, any funds raised from the exercise of the Attaching Options (if any) will be used for working capital requirements.

- The Eadie Securities are proposed to be issued to Tom Eadie, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Eadie Securities will not be made under a written contract nor is it intended to remunerate or incentivise Mr Eadie.
- A voting exclusion statement as set out in the Notice applies to Resolution 4.

## **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Eadie Securities (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Scott Caithness, and Peter Williams) carefully considered the issue of the Eadie Securities to Mr Tom Eadie and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Eadie Securities to Mr Tom Eadie fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Eadie Securities to Mr Tom Eadie requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

## **Board recommendation**

The Directors (with Mr Tom Eadie abstaining) recommend that shareholders vote in favour of Resolution 4.

## **Resolution 5: Approval for Issue of Options**

Resolution 5 seeks shareholder approval for the issue of 12,500,000 HWKO options to Cygnet (or its nominee(s)) as part fees for lead manager services provided by Cygnet in connection with the Placement.

### *ASX Listing Rule – Resolution 5*

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If shareholders approve Resolution 5, the Company will be able to issue the 12,500,000 Options. If shareholders do not approve Resolution 5, the Company will not be able to issue the 12,500,000 Options and the Company may need to negotiate an alternate means of payment for the services which may utilise the Company’s cash reserves.

The following information is provided for Resolution 5 in accordance with ASX Listing Rule 7.3:

- The Company will issue the Options the subject of Resolution 5 to Cygnet (or its nominee(s)), who is not a related party of the Company.
- The maximum number of securities to be issued is 12,500,000 Options.
- The Options will have an exercise price of \$0.05 (5 cents) and expire on 1 October 2026. Upon exercise, each option will entitle the holder to one fully paid ordinary share in the Company. The Options otherwise have terms as set out in Annexure A.

- The Options the subject of Resolution 5 are to be issued shortly after the Meeting and, in any event, no more than three months after the date of the Meeting.
- The Options the subject of Resolution 5 are to be issued for nil cash consideration as part fees for lead manager services provided by Cygnet in connection with the Placement.
- The Options the subject of Resolution 5 are to be issued pursuant to a Capital Raising Mandate entered into between Hawk and Cygnet on 29 November 2024 (the **Mandate**). Pursuant to the Mandate Cygnet provided lead manager services to the Company for the Placement. In consideration for these services the Company agreed to pay Cygnet a cash fee equal to 6% (plus GST) of funds raised under the Placement as well as the 12,500,000 options the subject of this resolution. The Mandate also includes the following rights and obligations:
  - a) the Company obtaining all necessary approvals and waivers to enter into the Mandate; and
  - b) the Lead Manager will have the right to appoint one Non-Executive Director to the board of the Company.

The Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

- The Options are being issued as part fees for lead manager services provided by Cygnet in connection with the Placement. Funds raised from the issue of shares on exercise of Options (if any) will be applied to meeting working capital requirements of the Company at the time of exercise.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

#### ***Director recommendation***

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHES**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Hawk Resources Limited ABN 55 165 079 201;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

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## ANNEXURE A – TERMS AND CONDITIONS OF OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one new Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.005 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on 1 October 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders of the Company during the currency of the Options without exercising the Options.

**(k) Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**(l) Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.30am (AEDT) on Wednesday, 12 February 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

