

6 November 2024

Dear Shareholder

I have the pleasure of inviting you to the 2024 Annual General Meeting (**AGM**) of Northam Resources Limited (**Northam**) on Thursday, 28 November 2024 at 3:00pm (WST).

In order to encourage Shareholder participation, the AGM will be held as a virtual meeting. We are pleased to offer Shareholders the following ways of participating in the AGM:

- Attending the AGM online via the online platform. Shareholders can attend the meeting and vote, ask questions, and make comments in real-time using the online platform. Instructions on how to do so are included in the Notice of Meeting and are published on the Northam Resources website. The AGM will be conducted as a MS Teams online meeting held as a virtual meeting which you can participate in with the link below or by registering with pats@northamresources.com;

Link: <http://bit.ly/3Cngv4Y>

- Lodging a directed proxy in advance of the meeting. You can do this by emailing your completed Proxy Form to pats@northamresources.com. Instructions on how to appoint a proxy are detailed on the Proxy Form. Proxy Forms must be received no later than 3:00pm (WST) on Tuesday, 26 November 2024 to be valid for the AGM. Proxy Forms may be lodged online or returned by mail; and
- Lodging questions in advance of the meeting. Shareholders may submit questions to the Company Secretary via email pats@northamresources.com. Questions should be submitted no later than 3:00pm (WST) on Thursday, 21 November 2024.

We encourage all Shareholders to vote and ask questions in advance of the meeting. In the event that it is necessary for Northam to give further updates on the arrangements for the meeting, we will inform you through Northam website.

We will not be sending shareholders a hard copy of the Notice of Meeting by post ahead of the AGM unless requested.

I look forward to your attendance at the AGM.

Yours sincerely



Mat Longworth
Chairman
Northam Resources Limited

NORTHAM RESOURCES LIMITED
ACN 619 335 321
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting will be held at:

TIME: 3:00pm WST

DATE: Thursday, 28 November 2024

PLACE: The Annual General Meeting will be conducted as a MS Teams online meeting held as a virtual meeting which you can participate in with the link below or by registering with pats@northamresources.com.

Link: <http://bit.ly/3Cngv4Y>

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

The business of the AGM affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders at 3:00pm WST on 26 November 2024.

BUSINESS OF THE NOTICE OF MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the annual financial report and the auditor's report.

There is no resolution required on this item of business.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DANNY HANNA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Danny Hanna, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Dated: 6 November 2024

By order of the Board

Patrick Soh
Company Secretary

IMPORTANT NOTICE OF MEETING INFORMATION

Venue

The AGM will be conducted as a virtual meeting which you can participate in with the link below or by registering.

Shareholders who intend to join the AGM virtually are asked to pre-register their attendance prior to the date of the AGM using their full name and dial-in 15 minutes prior to the start of the AGM. The virtual AGM can be attended using the following details:

When: Thursday, 28 November 2024 at 3:00pm (WST)

Topic: Northam Resources Limited - 2024 AGM

Virtual Meeting registration: pats@northamresources.com

Virtual Meeting link: <http://bit.ly/3Cngv4Y>

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Questions from Shareholders

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions in relation to the AGM to the Company by **email to:** pats@northamresources.com by 3:00pm WST on Thursday, 21 November 2024.

Your questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the AGM to ask questions about, or make comments upon, matters in relation to the Company.

During the course of the AGM, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the AGM. Please note that individual responses may not be sent to Shareholders.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;

- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two (2) proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Attending the Meeting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual meeting through a MS Teams online meeting platform which you can participate in with the link below or by registering with pats@northamresources.com.

Link: <http://bit.ly/3Cngv4Y>

Shareholders attending the meeting virtually will be able to ask questions and the Company has made provisions for Shareholders who register their attendance before the start of the AGM to also cast their votes on the proposed resolutions.

The Directors strongly encourage all Shareholders to lodge a directed Proxy Form prior to the AGM.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 422 136 731 or email pats@northamresources.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

1. ANNUAL REPORT

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://northamresources.com/>; and
- (b) ask questions about, or comment on, the management of the Company.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – DANNY HANNA

2.1 General

Clause 15.2 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Clause 15.2 provides that one-third of the Directors and any other Director not in such one-third who has held office for 3 years or more (except the managing director) must retire from office at each annual general meeting (or if that is not a whole number, then the number nearest one-third). The Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

Danny Hanna, who has served as a Director since 15 July 2019, and was last re-elected on 31 January 2022, has been longest in office since last election and therefore retires by rotation and seeks re-election as a Director.

2.2 Qualifications and other material directorships

Mr Hanna is a Member of the Australian Institute of Company Directors and has 30 years of extensive experience in the property development and construction industry. Mr Hanna is the founder of Hannas Group of Companies, a privately owned property and civil infrastructure company.

Mr Hanna has been involved in the construction and management of a wide and diverse range of significant infrastructure projects, including major substations, chemical dosing plants, roads, water treatment plants, major oil and gas facilities, and has been involved in the construction and management

of large waste recycling facilities, major residential developments as well as commercial and industrial properties.

Mr Hanna has successfully overseen exponential growth of his business in the past 35 years and has developed Hannas Group of Companies into a dynamic, diversified and respected company within the industry.

Mr Hanna has achieved this through assembling a highly skilled, expert team of professionals and instilling a driven team which deliver results, and will apply his learnings to the execution of the Company's growth strategy.

2.3 Board recommendation

The Board (other than Mr Hanna who has an interest in Resolution 1) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

GLOSSARY

AGM, Annual General Meeting or Meeting means the meeting convened by the Notice of Meeting.

Board means the board of Directors as at the date of this Notice of Meeting or (where the context requires it) at such other applicable time.

Chairman means the Chairman of the AGM.

Company or Northam means Northam Resources Limited (ACN 619 335 321).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company from time to time.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice or Notice of Meeting means this notice of Annual General Meeting including the Explanatory Statement.

Proxy Form means the proxy form enclosed with this Notice of Meeting.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered hold of a Share.

WST means Western Standard Time, as observed in Perth, Western Australia.

Northam Resources Limited

ACN 619 335 321

PROXY FORM

Company Secretary
Northam Resources Limited

By email: pats@northamresources.com

I/We (name of Shareholder)

of (address)

being a Shareholder/Shareholders of Northam Resources Limited hereby **APPOINT**

(name)

of (address)

and/or failing him(name)

of (address)

or failing that person name, or is no person is named, then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **28 November 2024 at 3:00pm (WST)** and at any adjournment of the Meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box below:

I/We direct my/our proxy to vote in the following manner:

Resolution 1: Re-election of Director – Danny Hanna

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. **The Chairman intends to vote undirected proxies in favour of the Resolution.**

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

This proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes.

Note, if a specific proportion of the Shareholder's voting rights is not specified then each proxy may exercise half of the Shareholder's voting rights. My total voting right is _____ Shares.

Signed this _____ day of _____ 2024

By:

IF THE SHAREHOLDER IS AN INDIVIDUAL OR JOINT HOLDER

Signature

Name

Signature

Name

IF THE SHAREHOLDER IS A COMPANY

Director/Sole Director and Secretary

Director/Secretary

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend, and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made, then each proxy may exercise half of the Shareholder's voting rights. Fractions will be disregarded.
3. The Proxy Form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by at least one of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the Proxy Form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of the Annual General Meeting, **that is by 3:00pm (WST) on 26 November 2024** by email stipulated in this Proxy Form.
6. If a person present at a general meeting represents personally or by proxy, attorney or representative more than one Shareholder, on a show of hands the person is entitled to one vote only even though he or she represents more than one Shareholder.
7. A joint holder may vote at a meeting either personally or by proxy, attorney or representative as if that person was the sole holder. If more than one joint holder tenders a vote in respect of the relevant shares, the vote of the holder named first in the register who tenders a vote, whether in person or by proxy, attorney or representative, must be accepted to the exclusion of the votes of the other joint holders.
8. Unless the Proxy Form provides differently, the proxy has the same rights to speak, demand a poll, join in demanding a poll or act generally at the Meeting as the Shareholder would have had if the Shareholder was present.
9. Unless otherwise provided in the Proxy Form, an appointment will be taken to confer authority:
 - a. even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, to do any of the following acts:
 - i. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - ii. to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - iii. to act generally at the meeting; and
 - b. even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.