



# Notice of Annual General Meeting and Explanatory Statement

## To Shareholders

**Date and Time of Meeting:** 9:00 am (Perth time)  
on Friday, 22 November 2019

**Place of Meeting:** The Office of Fortuna Advisory Group  
Suite 1.02, 110 Erindale Road  
Balcatta, Western Australia

### PURPOSE OF THIS DOCUMENT

This Notice of Annual General Meeting and Explanatory Statement has been prepared for the purpose of providing shareholders with all the information known to the Company that is material to the shareholders' decision on how to vote on the proposed resolutions at the Annual General Meeting. Shareholders should read this Notice of Annual General Meeting and Explanatory Statement in full to make an informed decision regarding the resolutions to be considered at this Annual General Meeting.

The Chairman of the Annual General Meeting will vote open proxies received in favour of all resolutions to be considered at the Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Statement is dated 15 October 2019.

### ASX

A copy of this Notice of Meeting and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its officers takes any responsibility for the contents of this document.

### ENQUIRIES

If you have any questions regarding the matters set out in this Notice of Annual General Meeting and Explanatory Statement, please contact the Company or your professional advisers.



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ABN 27 122 892 719

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## Notice of Annual General Meeting

The Annual General Meeting of shareholders of Alara Resources Limited ABN. 27 122 892 719 (**Alara or Company**) will be held at **Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia at 9:00am (Perth time) on Friday, 22 November 2019.**

### Agenda

#### 1. 2019 Annual Report

To consider and receive the 2019 Directors' Report, Financial Statements and Audit Report of the Company.

The 2019 Full Year Financial Report and Directors' Report (**2019 Full Year Report**) will be sent to shareholders who elected to receive a printed version, within the Company's 2019 Annual Report. Otherwise, electronic versions of the 2019 Annual Report may be viewed and downloaded from the Company's website: [www.alararesources.com](http://www.alararesources.com) or emailed to shareholders upon request to [info@alararesources.com](mailto:info@alararesources.com), when available.

#### 2. Resolution 1 – Adoption of 2019 Remuneration Report

To consider, and if thought fit, to pass the following resolution as an advisory non-binding resolution:

*"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2019 be adopted."*

**Note:** The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

**Voting Exclusion:** The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001 (Cth)*) (together, the **Restricted Voters**).

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report (which is included in the 2019 Annual Report). A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company, or a company the KMP controls. However, a Restricted Voter may cast a vote on Resolution 1 as a proxy, for a person other than a Restricted Voter, and either:

- (a) the Proxy Form specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting and the Proxy Form expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Shareholders should note that the Chair is appointed a proxy, or the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on Resolution 1, then on a poll for that item, the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting on this resolution.

#### 3. Resolution 2 – Re-Election of James Phipps as Director

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

*"That, for the purpose of clause 5.2 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, James Phipps], a Director, retires by rotation, and being eligible, is re-elected as a Director."*

#### 4. Resolution 3 – Election of Avi Sthapak as Director

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

*"That Avi Sthapak (having been appointed by the Board since the last AGM) being eligible, be elected as a Director of the Company."*

#### 5. Resolution 4 – Approval of 10% Placement Facility

To consider, and if thought fit, pass the following as a special resolution:

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the number of ordinary Shares on issue by way of placements over a 12 month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2; and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

**Voting Exclusion:** The Company will disregard any votes in favour of this Resolution by or for any person 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 Company) and any associate of such a person. However, the Company need not disregard a vote in favour if cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or it is cast by meeting chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### 6. Resolution 5 – Approve the Issue of up to 23,088,783 Shares to Progesys International FZC

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 23,088,783 fully paid, ordinary shares in the capital of the Company to Progesys International FZC at an issue price of \$0.037 per Share pursuant to an offer exempt from disclosure under section 708 of the Corporations Act 2001 (Cth), and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 5 by Progesys International FZC, Progesys International LLC and their associates.

#### 7. Resolution 6 – Removal of Auditor

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

*"That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Bentleys Audit & Corporate (WA) Pty Ltd as the current auditor of the Company effective from the end of this Annual General Meeting."*

#### 8. Resolution 7 – Appointment of Auditor

To consider, and if thought fit, pass the following as a special resolution:

*"That, for the purposes of section s327B(1)(b) of the Corporations Act and for all other purposes, Rothsay Auditing is appointed the Company's auditor, with effect from the end of this Annual General Meeting."*

Dated: 15 October 2019

  
By Order of the Board - Stephen Gethin - Company Secretary

# Explanatory Statement

This Explanatory Statement is provided to the shareholders of Alara Resources Limited (**Alara or Company or AUQ**) pursuant to and in satisfaction of the *Corporations Act (Cth) 2001 (Corporations Act)* and the Listing Rules of the Australian Securities Exchange (**ASX**). This Explanatory Statement is intended to be read in conjunction with the Notice of Annual General Meeting (**AGM**).

## 1. 2019 Full-Year Report

Section 317 of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, Financial Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained within the Company's 2019 Financial and Directors' Report (**2019 Full Year Report**) and also within its 2019 Annual Report.

A copy of the 2019 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2019 Full Year Report and 2019 Annual Report may be viewed and downloaded from the Company's website: [www.alararesources.com](http://www.alararesources.com) or the ASX website ([www.asx.com.au](http://www.asx.com.au)) under ASX Code: AUQ or emailed to shareholders upon request to [info@alararesources.com](mailto:info@alararesources.com), when available.

Shareholders will be provided with a reasonable opportunity as a whole to ask questions or make statements in relation to these reports and on the business and operations of the Company but no resolution to adopt the reports will be put to shareholders at the AGM.

## 2. Advisory Non-Binding Resolution 1 – Adoption of 2019 Remuneration Report

Resolution 1 seeks shareholder approval to adopt the 30 June 2019 Remuneration Report as disclosed in the Company's 2019 Annual Report (refer above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (being the Company's Directors and Executives identified in the Remuneration Report) (**KMP**), sets out remuneration details for each KMP and any service agreements and sets out the details of any performance based and equity based benefits provided to KMP (where applicable).

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

### Directors' Recommendations

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously<sup>1</sup> recommend that **Shareholders vote in favour of Resolution 1** to adopt the Remuneration Report.

### Voting Exclusion

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of AGM. In particular, the Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of this resolution.

The Company encourages Shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, in relation to each resolution, including Resolution 1. If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default), shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 1 by marking the appropriate Voting Direction box opposite that resolution. However, if the Chair of the Meeting is proxy under the Proxy Form and shareholders do not mark any of the Voting Direction boxes opposite Resolution 1, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1. Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

## 3. Ordinary Resolution 2 – Re-Election of Mr. James Phipps As Director

Resolution 2 seeks shareholder approval for the re-election of Mr Phipps as a Director of the Company.

The Board appointed Mr Phipps as a Non-Executive Director on 1 November 2014 and he was appointed Non-Executive Chairman on 31 July 2015. The Board considers Mr Phipps to be an independent director.

In accordance with Listing Rule 14.5 and clause 5.2 of the Constitution, at every annual general meeting an election of Directors must take place. Listing Rule 14.4 and clause 5.2 of the Constitution prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

The Director(s) to retire at an AGM are those Directors who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if two or more Directors have been in office for an equal length of time which is less than 3 years, by agreement between them or, in default of agreement, by ballot. The Managing Director is exempt from retirement and re-election.

Chairman James Phipps is the Director who has served the longest time in office since last being elected. Mr Phipps retires by way of rotation and, being eligible, offers himself for re-election as a Director. Mr Phipps' qualifications and experience are detailed in the Director's Report in the Company's 2019 Full Year Report.

### Directors' Recommendation

The Board (other than Mr Phipps<sup>2</sup>, who makes no recommendation in relation to his own re-election) supports the re-election of Mr Phipps to the Board of Directors of the Company and recommends that **Shareholders vote in favour of Resolution 2**.

## 4. Ordinary Resolution 3 – Election of Mr Avi Sthapak As Director

Resolution 3 seeks shareholder approval for the election of Mr Sthapak as a Director of the Company.

The Board appointed Mr Sthapak as a Non-Executive Director on 1 January 2019. The Board considers Mr Sthapak to be an independent director.

<sup>1</sup> Mr Stephen Gethin, who is an alternate Director to Managing Director Mr Justin Richard, does not make a recommendation. Under the terms of his appointment, Mr Gethin's sole role is to act in Mr Richard's place at any Board meeting from which Mr Richard is absent.

<sup>2</sup> See footnote 1.

The Company's constitution requires a Director appointed by the Board since the last AGM to retire at the following AGM. Mr. Sthapak retires at this AGM under this rule. However, being eligible, he has offered himself for election as a Director of the Company.

Mr Sthapak's qualifications and experience are detailed in the Director's Report in the Company's 2019 Full-Year Report.

### Directors' Recommendation

The Board (other than Mr Sthapak<sup>3</sup>, who makes no recommendation in relation to his own election) supports the election of Mr Sthapak to the Board of Directors of the Company and recommends that **Shareholders vote in favour of Resolution 3.**

## 5. Special Resolution 4 – Approval of 10% Placement Facility

### 1. Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after their annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as at the time of this Notice of Meeting and expects to be such at the date of the Annual General Meeting.

The Company is seeking Shareholders' approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. As a special resolution, Resolution 5 requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative). If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Key objectives of the Company are to continue its focus on mining project development and mineral resources exploration activities in highly prospective acreage and vertical integration of new business opportunities in high equity positions that align with the Company's exploration portfolio of interests. The Company may use the 10% Placement Facility for one or more of: partially funding construction of a 1Mtpa<sup>4</sup> copper processing plant at the Company's flagship Washihi-Mazzaza Copper Project, acquiring exploration or development opportunities or investments or for exploration activities encompassing drilling and/or feasibility studies of the Company's other projects.

The Board believes that the 10% Placement Facility is beneficial for the Company as it will give the Company flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously<sup>5</sup> recommend that Shareholders vote in favour of this Resolution.

### 2. Summary of Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholders' approval by way of a special resolution at an annual general meeting.

#### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, being Shares and Options. However, Shares are the only class of Equity Securities that are quoted on an exchange - ASX.

#### (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 sets out the prescribed formula for calculating the number of Equity Securities which may be issued under the 10% Placement Facility.

#### (d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has 629,017,589 Shares on issue. Resolution 5 seeks Shareholders' approval to issue a further 23,088,783 shares to Progesys. Subject to Shareholders approving Resolution 5, immediately following the AGM the Company will have the capacity to issue approximately:

- (i) if Resolution 5 is passed:
  - 97,815,956 Equity Securities under Listing Rule 7.1; and
  - 65,210,637 Equity Securities under Listing Rule 7.1A; or
- (ii) if Resolution 5 is not passed:
  - 94,352,638 Equity Securities under Listing Rule 7.1; and
  - 62,901,759 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

#### (e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume-weighted average price (**VWAP**) of Equity Securities in the same class as those to be issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

<sup>3</sup> See footnote 1.

<sup>4</sup> Alara's ASX Announcement dated 24 January 2017 contains the information required by ASX Listing Rule 5.16 regarding the stated production target. All material assumptions underpinning the production target as announced on that date continue to apply and have not materially changed.

<sup>5</sup> See footnote 1.

- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or  
(ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

**3. Effect of passing a resolution under Listing Rule 7.1A**

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

**4. Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Any Equity Securities issued under the 10% placement facility under Listing Rule 7.1A if Resolution 5 is passed, will be issued at an issue price not less than the minimum issue price calculated in accordance with section 2(e) above.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised) to the extent Shareholders do not receive any Shares under the issue. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and  
(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The table shows the dilution of existing Shareholders on the basis of the market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at 14 October 2019.
- (d) The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Scenario – Shares Issued Outside Rule 7.1A	Number of Shares			Funds Raised if Issue Price is			Dilution <sup>4</sup>
	Total after column 1 issue	No. Issued in 10% Placement	New Total <sup>2</sup>	50% < current (\$0.011)	= current <sup>3</sup> (\$0.021)	50% > current (\$0.032)	
<b>1 Current</b>	629,017,589	62,901,759	691,919,348	\$629,018	\$1,258,035	\$1,887,053	9.09%
<b>2 50% increase<sup>1</sup></b>	943,526,384	94,352,638	1,037,879,022	\$943,526	\$1,887,053	\$2,830,579	39.39%
<b>3 100% increase<sup>1</sup></b>	1,258,035,178	125,803,518	1,383,838,696	\$1,258,035	\$2,516,070	\$3,774,106	54.55%

**Notes:**

- 1 The number of Shares on issue (formula variable A) may increase before an issue under Listing Rule (LR) 7.1A as a result of an issue of Shares that does not require Shareholders' approval (such as under a *pro rata* rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under LR 7.1, before any issue under LR 7.1A. In that case, the maximum number of Shares that could be issued under LR 7.1A would be 10% of the new number of shares.
- 2 After the issue in Column 1 (if any) plus the issue of a further 10% of the number of shares in existence after the issue (if any) in Column 1 under LR 7.1 A.
- 3 The closing price of Alara shares on ASX on 14 October 2019 – the last day on which shares were traded before the date of this Notice.
- 4 This is the percentage by which a Shareholder's voting and economic interest in the Company which they would hold after the issue (if any) in Column 1 and a further 10% issue under LR 7.1A would be lower than the interest they held before those issues. This is the same as the percentage of the Company's total shareholding after the issue represented by number of Shares issued.

The above table has been prepared on the following assumptions:

- (i) Variable A in Scenario 1 is 629,017,589, being the number of ordinary Shares on issue at the date of this Notice of Meeting.  
(ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.  
(iii) No Options (including any Listed Options issued under the 10% Placement Facility) are exercised resulting in the issue of Shares before the date of the issue of any Shares under LR 7.1A.  
(iv) Shareholders approve this Resolution 4 but *do not* approve Resolution 5.  
(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, and other assumed issues specified in Column 1 of the table. The table does not directly consider the effect of issues under the 15% placement capacity under LR 7.1. (The table does, however, include scenarios in which there has been a 50% increase, and a 100% increase, in the number of shares on issue before an issue under the 10% Placement Facility. Any prior issue or issues resulting in that hypothetical 50%, or 100%, increase could include an issue under 15% placement facility under LR 7.1).  
(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised resulting in the issue of Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (e) The following table sets out the same information as table in paragraph (d) above, but on the assumption that Resolution 5 (issue 23,088,783 Shares to Progesys FZC) is also passed.

Scenario – Shares Issued Outside Rule 7.1A	Number of Shares			Funds Raised if Issue Price is			Dilution <sup>4</sup>
	Total after Column 1	No. Issued in 10% placement	New total <sup>2</sup>	50% < current (\$0.011)	= current <sup>3</sup> (\$0.021)	50% > current (\$0.032)	
<b>1 Current</b>	652,106,372	65,210,637	717,317,009	\$652,106	\$1,304,213	\$1,956,319	9.09%
<b>2 50% increase</b>	978,159,558	97,815,956	1,075,975,514	\$978,160	\$1,956,319	\$2,934,479	39.39%
<b>3 100% increase</b>	1,304,212,744	130,421,274	1,434,634,018	\$1,304,213	\$2,608,425	\$3,912,638	54.55%

#### Notes

The notes to this table are the same as the notes to the table in paragraph (d) above.

The above table has been prepared on the same assumptions as the table in paragraph (d) above, with the following changes:

- (i) In assumption (i) change the number for Variable A from 629,017,589 to 652,128,700.
- (iv) Assumption (iv) is that Shareholders approve this Resolution 4 *and* approve Resolution 5.
- (v) In assumption (v) add that the effect of the issue of 23,088,783 Equity Securities to Progesys FZC under Resolution 5 is also shown.
- (f) The Company will only issue and allot any Equity Securities under LR 7.1A during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under LR 11.1.2 (a significant change to the nature or scale of the Company's activities) or LR 11.2 (disposal of the Company's main undertaking).
- (g) The Company may seek to issue the Equity Securities for the following purposes:
  - (i) non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by LR 7.1A.3; and/or
  - (ii) raising cash for use as consideration for an acquisition of a new asset or construction of improvements to an existing asset, such as but not limited to the construction of mine site infrastructure in relation to one or more of the Company's mineral properties. In such circumstances, the Company intends to use the funds raised towards development of mining and associated infrastructure for the Al Hadeetha Copper Project or any other mineral tenement in which it has an interest, an acquisition of new mineral assets or investments (including expenses associated with such acquisition), continued exploration, development and drilling and feasibility study expenditure on the Company's current exploration assets and/or general working capital, consistent with the Company's publicly stated strategy.

The Company will comply with the disclosure obligations under LRs 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
  - (i) the methods of raising funds that are available to the Company, including but not limited to: rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be or include the vendors of the new resources assets or investments.

- (i) The Company previously obtained Shareholder approval under LR 7.1A at last year's AGM held on 28 November 2018. The Company has not issued any Equity Securities during the 12 months preceding the date of this Meeting.
- (j) A voting exclusion statement is included in the Notice of Meeting.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities.

In these circumstances (and in accordance with the note set out in ASX LR 14.11.1 relating to ASX LRs 7.1 and 7.1A) for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Facility the subject of Resolution 5) Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

#### Directors' Recommendation

The Board supports the approval of the additional placement capacity and recommends that **Shareholders vote in favour of Resolution 4**.

#### 6. Ordinary Resolution 5 – Approve the Issue of 23,088,783 Shares to Progesys International FZC

Resolution 5 seeks Shareholders' approval of the issue by the Company of 23,088,783 Shares (**Progesys Shares**) at A\$0.037 per Share (a total of A\$854,285.00 – the **Issue Price**) to Progesys International FZC (**Progesys FZC**) pursuant to an agreement between Alara and Progesys International LLC (**Progesys Share Issue Agreement**).

The Progesys Shares will be issued to Progesys FZC in connection with a Project Management Consultancy Agreement (**PMCA**) between Al Hadeetha Resources LLC (**AHR**) and Progesys International LLC (**Progesys LLC**) under which Progesys LLC is providing project management services to AHR in relation to the design and construction of AHR's 1Mtpa<sup>6</sup> copper processing plant at the Washihi-Mazzaza Mining Licence in Oman. Alara holds a 51%

<sup>6</sup> Alara's ASX Announcement dated 24 January 2017 contains the information required by ASX Listing Rule 5.16 regarding the stated production target. All material assumptions underpinning the production target as announced on that date continue to apply and have not materially changed.

shareholding in AHR. Progesys FZC is related to Progesys LLC. Under the Progesys Share Issue Agreement the Progesys Shares will be held in escrow and released in two equal tranches, with each release requiring performance by Progesys LLC of a part of its obligations under the PMCA. The Progesys Shares will be issued within three months after the date of the AGM.

LR 7.1 provides, in summary, that a listed company may not issue or agree to issue equity securities in any 12 month period which exceed 15% of the number of fully paid ordinary securities of the company on issue at the beginning of the 12 month period, except with Shareholders' prior approval.

The issue of 23,088,783 Shares comprises approximately 3.67% of the Company's total issued share capital before the issue of the Progesys Shares. The issue of the Progesys Shares will not exceed the 15% limit under ASX LR 7.1. However, whilst prior Shareholder approval (under LR 7.1) is therefore not required for the issue of the Progesys Shares, the effect of the issue would be to reduce the Company's capacity to issue additional securities in the future under LR 7.1 without prior Shareholders' approval.

The Company is therefore seeking Shareholders' approval to the issue of the Progesys Shares for the purposes of ASX LR 7.1 in order to ensure that the Company retains the ability to issue Equity Securities numbering up to 15% of the number of Equity Securities on issue 12 months before any such future issue, to give the Company the maximum flexibility to raise funds by an equity issue should the need arise over the next 12 months.

ASX LR 7.3 sets out a number of matters which must be included in a notice of meeting requesting shareholder approval under LR 7.1. In accordance with ASX LR 7.3, the following information is provided to shareholders to assist them to assess whether to approve Resolution 5:

- (a) 23,088,783 Shares will be issued by the Company to Progesys FZC (**Progesys Shares**).
- (b) The Company will issue the Progesys Shares by the date three months after the date of this AGM, that is by 19 February 2020.
- (c) The Progesys Shares will be issued at a price of A\$0.037 per Share.
- (d) The Progesys Shares will be issued to Progesys FZC.
- (f) The funds raised from the issue of the Progesys Shares (after paying any expenses of the issue) will be applied towards the costs of advancement of exploration, evaluation and development of the Company's resource projects and for general working capital purposes.
- (g) The Progesys Shares will be fully paid, ordinary Alara shares issued on the same terms as the other Shares currently on issue by the Company.
- (h) Progesys FZC is not a related party or an associate of the Company.

#### Directors' Recommendations

The Directors believe that a "refreshment" of the Company's capacity to issue up to 15% of the securities of the Company on issue in a 12 month period under ASX LR 7.1 is in the best interests of the Company and unanimously recommend that **Shareholders vote in favour of Resolution 5**.

#### Voting Exclusion

In accordance with ASX LRs 7.5 and 14.11, the Company will disregard any votes cast on Resolution 5 by Progesys LLC, Progesys FZC and any associate of either of those companies.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 7. Resolution 6 – Removal of Auditor

Resolution 6 is an ordinary resolution seeking the removal of Bentleys Audit & Corporate (WA) Pty Ltd (**Bentleys**) as the auditor of the Company. Under Section 329 of the Corporations Act, an auditor may be removed at a general meeting of Shareholders provided that the Company has received a Notice of Intention to remove the auditor (**Notice of Intention**). A copy of the Notice of Intention (which is also the notice proposing the nomination of the new auditor) is attached to this Notice of Meeting (**Attachment A**).

The Company proposes to remove Bentleys as its auditor in order to enable it to appoint Rothsay Auditing (**Rothsay**) as the Company's new auditor. Resolution 7 seeks Shareholders' approval of the appointment of Rothsay as the Company's new auditor.

The Directors have resolved to change auditors in order to achieve significant savings in audit fees. There have been no significant disagreements with Bentleys about the accounting or audit treatment of any significant issue which is required to be recorded in the Company's Financial Report. There has been no discussion with Rothsay about the approach that it may take to any accounting or audit issue that may arise in relation to the audit of the Company's Financial Report.

#### Directors' Recommendation

The Directors support the removal of Bentleys as auditor of the Company so that Rothsay Auditing may be appointed as the new auditor (see Resolution 7). Accordingly, the Directors recommend that **Shareholders vote in favour of Resolution 6**.

#### 8. Resolution 7 – Appointment of New Auditor

Resolution 7 seeks 'Shareholders' approval for the appointment of Rothsay Auditing ABN 15 008 939 446 (**Rothsay**) as the Company's auditor as a special resolution.

Under s327B(1)(b) of the Corporations Act, if there is a vacancy in the position of auditor, Shareholders may appoint an auditor at the AGM.

In accordance with the Corporations Act a Shareholder has nominated Rothsay subject to Shareholders first passing Resolution 6 to remove Bentleys as the Company's auditor. A copy of the nomination (which is also the notice proposing the removal of the outgoing auditor) is attached to this Notice of Meeting (**Attachment A**). Rothsay has consented in writing to being appointed as the Company's auditor. A copy of that consent is attached to this Notice (**Attachment B**).

Rothsay is a well-respected auditor, founded in 1991. Its auditors conduct the audits of many ASX-listed companies. Founder Graham Swan is a past member of the Accounting Standards Review Committee. Rothsay has 6 partners and some 40+ staff with offices in Sydney and Perth<sup>7</sup>.

#### Directors' Recommendation

The Directors support the appointment of Rothsay as auditor of the Company and recommend that **Shareholders vote in favour of Resolution 7**.

<sup>7</sup> This paragraph is a summary of information provided by Rothsay Auditing.



## Glossary

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In this Explanatory Statement, the following terms have the following meaning:

**2019 Annual Report** means the Company's annual report for the year ended 30 June 2019, which can be downloaded from the Company's website at [www.alararesources.com](http://www.alararesources.com).

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 724 791) or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules, Listing Rules or LRs** means the official Listing Rules of ASX.

**Board** means the board of directors of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations.

**Company** means Alara Resources Limited (ABN 27 122 892 719).

**Constitution** means the Company's constitution.

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

**Director** mean a director of the Company.

**Equity Securities** has the meaning given in the Listing Rules.

**Explanatory Statement** means the explanatory statement to this Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those 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.

**Meeting** means the meeting convened by the Notice.

**Notice or Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

**Option** means an option to acquire a Share.

**Remuneration Report** means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2019 Annual Report.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

## Time and Place of AGM and how to Vote

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### Venue

The Annual General Meeting of the shareholders of Alara Resources Limited will be held at the office of **Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia at 9:00am (Perth time) on Friday, 22 November 2019.**

### Voting Rights

*(subject to the voting exclusions noted in the Notice of AGM)*

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

### Voting in Person

To vote in person, attend the meeting on the date and at the place set out above.

### Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- by mail to Alara Resources Limited, PO Box 963, Balcatta WA 6914;
- by hand delivery to Alara Resources Limited, Office of Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia; or
- by e-mail to [cosec@alararesources.com](mailto:cosec@alararesources.com).

so that it is received **not later than 9:00 am (Perth time) on Wednesday, 20 November 2019.**

Proxies received after that time will not be effective.

### Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

### Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 4:00pm (Perth time) on Wednesday 20 November 2019 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.



14 October 2019

The Board of Directors  
Alara Resources Limited  
C/- Suite 1.02, 110 Erindale Road  
Balcatta WA 6021  
AUSTRALIA

Dear Directors

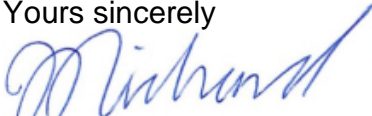
**Notice of Intention: Removal and Nomination of Auditor**

I, Justin Richard, being a Shareholder of Alara Resources Limited (**Company**) request that the Company consider and, if thought fit, pass the Resolutions below at its 2019 Annual General Meeting:

- 1 Bentleys Audit & Corporate (WA) Pty Ltd, the Company's current auditor, be removed under section 329(1A) of the *Corporations Act 2001 (Cth)* (**Corporations Act**) (**Resolution 1**); and
- 2 subject to the passage of Resolution 1, Rothsay Auditing (A.B.N 15 008 939 446) (**Rothsay**) being qualified and having consented to act as the Company's auditor, be appointed as the Company's auditor under s327B and s327D of the Corporations Act,

to take effect immediately after the AGM.

Yours sincerely



**Justin Richard**  
Shareholder and Managing Director

Attachment B  
**R**OTHSAY

Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005  
P.O. Box 8716, Perth Business Centre WA 6849  
Phone (08) 9486 7094 www.rothsayresources.com.au

14<sup>th</sup> October 2019

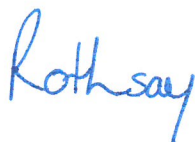
The Directors  
Alara Resources Limited  
110 Erindale Road  
Balcatta WA 6021

**Re :            CONSENT TO ACT**

We hereby consent to act as auditors of Alara Resources Limited should we be appointed.

We further confirm that we will be able conduct an effective audit of the financial statements in accordance with the Auditing Standards before the reporting deadline.

We confirm we satisfy the independence obligations outlined in the Corporations Act 2001 and the Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Board in APES 110.



Rothsay Auditing



Graham R Swan  
Registered Company Auditor 4153

# PROXY FORM

## Annual General Meeting

**Alara Resources Limited**  
 A.B.N. 27 122 892 719  
 Website: www.alararesources.com

**LODGE YOUR VOTE**  
 By Mail: Alara Resources Limited  
 PO Box 963  
 Balcatta WA 6914  
 By Email: cosec@alararesources.com

ENQUIRIES: (08) 9420 2411 or cosec@alararesources.com

{Name1}  
 {Name2}  
 {Name3}  
 {Name4}  
 {Name5}  
 {Name6}, {POSTCODE}

Our Reference: AUQ / {S-REG} / {SEQUENCE}  
 Shareholding as at 22 October 2019: {CURRENT\_UNITS}  
 Current Election to Receive Hard Copy Annual Report: {ANNUAL\_REPORT}

### A. Appointment of Proxy

I/We being a member/s of Alara Resources Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting

OR

Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Alara Resources Limited to be held at **Office of Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia at 9:00am (Perth time) on Friday, 22 November 2019.**

and at any adjournment of such Annual General Meeting.

#### IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default), you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below, you are, in effect, directing the Chair to vote "For" Resolutions 1 to 7 (inclusive) as the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 7 (inclusive).

#### YOUR ACKNOWLEDGEMENTS ON REMUNERATION RELATED RESOLUTION

Chair's intention to vote undirected proxies: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Direction to Chair for voting on Resolution 1: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default), but I/we have not marked any of the boxes opposite Resolution 1 in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of key management personnel for the Company.

### B. Voting directions to your proxy – please mark to indicate your directions

RESOLUTIONS	For		Against		Abstain*
(1) Adoption of Remuneration Report	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>
(2) Re-Election of Mr. J Phipps as a Director	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>
(3) Election of Mr. A Sthapak as a Director	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>
(4) Approval of 10% Placement Facility	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>
(5) Approval of Progesys Share Issue	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>
(6) Removal of Auditor	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>
(7) Appointment of New Auditor	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

\* 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.

### C. Change of Address and Annual Report Election (refer notes 1 and 2 overleaf)

- mark  if you want to make any changes to your address details
- mark  if you wish to receive a printed Annual Report by post
- mark  if you wish to receive an electronic Annual Report by email and specify your email address below

### D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name	Contact Daytime Telephone	Date
Email Address	{EMAIL}	

## INSTRUCTIONS FOR COMPLETING PROXY FORM

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### 1. Change of Address

Your pre-printed name and address is shown as it appears on the share register of Alara Resources Limited. If this information is incorrect, please mark the box at **Section C** of the proxy form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. Annual Report Elections

Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:

- (a) make a written request for a hard copy annual report to be mailed to you; or
- (b) make a written request for an electronic copy of the annual report to be emailed to you.

If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.

### 3. Voting on Remuneration Matters

The Company will disregard any votes cast on Resolution 1 (Adoption of Remuneration Report) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company, or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution 1 as a proxy, for a person other than a Restricted Voter, and either:

- (a) you directed the KMP the way they are to vote on Resolution 1; or
- (b) if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolution 1 under the Proxy Form even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Shareholders may also choose to direct the Chair to vote against these resolutions or to abstain from voting.

4. You may direct your proxy how to vote by marking one of the voting-direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.

5. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

6. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.

7. A proxy need not be a shareholder of the Company.

8. 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.

9. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

### 10. Signing Instructions

You must sign this form as follows in the spaces provided at **Section D**:

<b>Individual:</b>	Where the holding is in one name, the holder must sign.
<b>Joint Holding:</b>	Where the holding is in more than one name, all of the shareholders should sign.
<b>Power of Attorney:</b>	If you are signing under a Power of Attorney, you must lodge an original or certified copy of the appropriate Power of Attorney with your completed Proxy Form and produce a properly executed original (or certified copy) of that Power of Attorney at the General Meeting.
<b>Companies:</b>	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i> ) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### 11. Lodgement of a Proxy

This Proxy Form (and the original or certified copy of any Power of Attorney under which it is signed) must be received at the address below not later than **9:00am (Perth time) on Wednesday, 20 November 2019** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting. **Proxy Forms may be lodged** by posting, delivery or e-mail to the addresses below:

**BY POST:**  
Alara Resources Limited  
PO Box 963  
Balcatta WA 6914

**BY DELIVERY:**  
Alara Resources Limited  
C/- Fortuna Advisory Group  
Suite 1.02, 110 Erindale Road  
Balcatta, Western Australia

**BY E-MAIL:**  
[cosec@alararesources.com](mailto:cosec@alararesources.com)