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MIRAMAR RESOURCES LIMITED

ACN 635 359 965

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	10:00 am
DATE:	Thursday, 4 November 2021
PLACE:	Conference Room South Perth Bowling Club 2 Mends Street, South Perth WA 6151

The business of the Meeting 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 Meeting are those who are registered Shareholders at 10:00am on Tuesday, 2 November 2021.

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IMPORTANT INFORMATION

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 member appoints two (2) proxies and the appointment does not specify the proportion or number of the member'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.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but the Company will need to verify your identity. You can register from [insert time] on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 9322 3383.

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 635 359 965) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;
(b) a child of the member's spouse;
(c) a dependent of the member or the member's spouse;
(d) 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;
(e) a company the member controls; or
(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Miramar Resources Limited (ACN 635 359 965).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel (KMP) has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Official List means the official list of the ASX.

Proxy Form means the proxy form accompanying the Notice.

Related Party Option means an Option on the terms and conditions set out in Schedule B.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

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

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial period ended 30 June 2021 together with the declaration of the directors, the directors' report and the auditor's report (available at **www.miramarresources.com.au/investors/asx-announcements**).

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

> "That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF MR ALLAN KELLY

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 14.2 of the Constitution and for all other purposes, Allan Kelly, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN (ESOP)

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

> "That, for the purposes of ASX Listing Rule 7.2 (Exception 13), and for all other purposes, approval is given to the Company to adopt an Employee Incentive Option Plan (ESOP) and for the issue of 2,750,000 options under the ESOP in accordance with the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – ISSUE OF RELATED PARTY OPTIONS – ALLAN KELLY

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

> "That, subject to the passing of Resolutions 2 and 3, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 500,000 Related Party Options to Allan Kelly (or his nominee) under the Company's Employee Incentive Option Plan (**ESOP**) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – ISSUE OF RELATED PARTY OPTIONS – MARION BUSH

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

> "That, subject to the passing of Resolution 3, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 500,000 Related Party Options to Marion Bush (or her nominee) under the Company's Employee Incentive Option Plan (**ESOP**) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – ISSUE OF RELATED PARTY OPTIONS – TERRY GADENNE

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

> "That, subject to the passing of Resolution 3, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 500,000 Related Party Options to Terry Gadenne (or his nominee) under the Company's Employee Incentive Option Plan (**ESOP**) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion applicable to Resolution 4 to 6:

The Company will disregard any votes cast in favour of Resolutions 4 to 6 by or on behalf of any Directors, other than any Directors who are ineligible to participate in any employee incentive scheme in respect of which the approval is sought, and any associates of those Directors (**Resolution 4 to 6 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy or attorney for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement applicable to Resolution 4 to 6:

A vote on Resolution 4 to 6 must not be cast (in any capacity) by or on behalf of either of the following persons:

a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

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

> "That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 26 August 2021

By order of the Board

Allan Kelly
Executive Chairman

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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 Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at **www.miramarresources.com.au**.

2. RESOLUTION 1 –ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

As this is the Company's first annual general meeting since being admitted to the Official List, the remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Annual General Meeting.

3. RESOLUTION 2 –RE-ELECTION OF MR ALLAN KELLY

3.1 General

ASX Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Allan Kelly, who has served as an Executive Chairman since 6 August 2019, retires by rotation, and seeks re-election.

3.2 Qualifications and other material directorships

Mr Allan Kelly is the founding Director of Miramar Resources Limited.

Mr Kelly is a geologist, geochemist and manager with over 25 years' experience in mineral exploration, project development and gold production throughout Australia and the America, as well as management experience in the craft brewing and hospitality industries.

In 2009, Allan founded Doray Minerals Limited, which listed on the ASX in early 2010 and was the most successful IPO of that year following the discovery of the high-grade Wilber Lode gold deposit within the Andy Well Project in the Murchison Region

of Western Australia. Under Allan's management, Doray grew from an exploration IPO to an ASX 300 company with two high grade gold mines in less than 6 years.

Mr Kelly was awarded the AMEC "Prospector Award" in 2014, along with co-founder Heath Hellewell, for the discovery of the Andy Well gold deposits.

He holds a Bachelor of Science (Hons) and a Graduate Certificate in Business. He is a Fellow and former Councillor of the Association of Applied Geochemists (AAG), a Member of the Australian institute of Geoscientists (AIG) and a member of the Institute of Brewers and Distillers (IBD.

During the past 3 years Mr Kelly has also served as a director of the following other listed companies:

- Alloy Resources Limited (10 February 2017 – 1 May 2019)
- Riversgold Limited (24 February 2017 – 26 March 2019)

3.3 Independence

If re-elected the board does not consider Mr Kelly to be an independent Director.

3.4 Board recommendation

The Board has reviewed Mr Kelly's performance since his appointment to the Board and considers that Mr Kelly's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Kelly and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN (ESOP)

4.1 General

The Company established an Employee Share and Option Plan (**ESOP**) in 2020. The objective of the ESOP is to attract, motivate and retain key employees and the Company considers that the adoption of the ESOP and the future issue of securities under the ESOP will provide selected employees with the opportunity to participate in the future growth of the Company, which will likely encourage them in carrying out their respective roles for the Company. Further, the ESOP gives the Company the flexibility to retain its cash reserves during the current uncertain economic and financial environment.

Resolution 3 seeks Shareholder approval for the adoption of the ESOP, and for the issue of securities under the ESOP, in accordance with Listing Rule 7.2 (Exception 13(b)).

4.2 ASX Listing Rule 7.1 and 7.2 (Exception 13)

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive plan if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 3 is passed, the Company will be able to issue securities under the ESOP to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the ESOP (up to the maximum number of securities stated in Section 3.4 below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the ESOP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 3 is not passed, the Company will be able to proceed with the issue of securities under the ESOP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities. The Directors recommend that Shareholders vote in favour of Resolution 3.

4.3 Technical information required by ASX Listing Rule 7.2 (Exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 3:

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(a) A summary of the terms and conditions of the ESOP is set out in Schedule A. In addition, a copy of the ESOP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the ESOP can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

(b) The Company has issued 50,000 Options under the ESOP since the Company was admitted to the Official List of ASX. These Options were issued under the Company's available placement capacity under Listing Rule 7.1 to employees of the Company (not Directors or related parties).

(c) The maximum number of Options proposed to be issued under the ESOP , following Shareholder approval, is 2,750,000 Options and will be in accordance with the terms and conditions set out in Schedule A. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

4.4 Voting exclusion

A voting exclusion statement for Resolution 3 is included in this Notice.

5. RESOLUTION 4 TO 6 – ISSUE OF RELATED PARTY OPTIONS

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 1,500,000 Options (**Related Party Options**) to each of Mr Allan Kelly, Ms Marion Bush, and Mr Terry Gadenne (together, the **Related Parties**) pursuant to the ESOP on the terms and conditions set out below.

The Directors, being Mr Allan Kelly, Ms Marion Bush, and Mr Terry Gadenne, are all entitled to participate in the ESOP.

Resolutions 4 to 6 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Options constitutes the giving of a financial benefit and Mr Allan Kelly, Ms Marion Bush, and Mr Terry Gadenne are Related Parties of the Company by virtue of being Directors of the Company.

As the Related Party Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options.

Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.3 ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Related Party Options to the Related Parties falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolutions 4 to 6 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14.

5.4 ASX Listing Rule 14.1A

If Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of Related Party Options to the Related Parties under the ESOP within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.14), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

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If Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Related Party Options and may need to find an alternative method to incentivise and motivate the Directors.

5.5 Technical information required by section 219 of the Corporations Act and ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Related Party Options to the Related Parties:

(a) the Related Party Options will be issued to the following persons:
   (i) Allan Kelly (or their nominee) pursuant to Resolution 4;
   (ii) Marion Bush (or their nominee) pursuant to Resolution 5;
   (iii) Terry Gadenne (or their nominee) pursuant to Resolution 6; and

(b) the maximum number of Related Party Options to be issued to the Related Parties (or their nominees) is:
   (i) 500,000 Related Party Options to Allan Kelly pursuant to Resolution 4;
   (ii) 500,000 Related Party Options to Marion Bush pursuant to Resolution 5; and
   (iii) 500,000 Related Party Options to Terry Gadenne pursuant to Resolution 6;

   each of whom falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;

(c) the Related Party Options will be issued on the terms and conditions as set out in Schedule B;

(d) a summary of the material terms and conditions of the ESOP is set out in Schedule A;

(e) no loan will be provided to the Related Parties with respect to the Related Party Options;

(f) no Related Party Options have previously been issued under the ESOP;

(g) the Related Party Options will be issued to the Related Parties no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date; the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised and the Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Related Party Options);

(h) the value of the Related Party Options and the pricing methodology is set out in Schedule C;

(i) the Related Party Options are unquoted Options. The Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder for the following reasons:
   (i) the Related Party Options are unquoted; therefore, the issue of the Related Party Options has no immediate dilutionary impact on Shareholders;
   (ii) the deferred taxation benefit which is available to the Related Parties in respect of an issue of Related Party Options is also beneficial to the Company as it means the Related Parties are not required to immediately sell the Related Party Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
   (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed;

(j) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:
   (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
   (ii) the remuneration of the Related Parties; and
   (iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

(k) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;

(l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares[1]	Options[2 3]
A Kelly	6,707,293	2,000,000
M Bush	435,000	1,360,000
T Gadenne	200,000	1,200,000

Notes:
1. Fully paid ordinary shares in the capital of the Company (ASX: M2R).
2. Unquoted Options exercisable at $0.20 each on or before 22 October 2022 (ASX: M2R).
3. Unquoted Options exercisable at $0.20 each on or before 26 June 2025 (ASX:M2R).

(m) the total remuneration package paid from the Company to the Related Parties and their associates for the previous two financial years are set out below.

Related Party	2021 Financial Year[1]	2020 Financial Year
A Kelly	$262,203	Nil
M Bush	$147,713	Nil
T Gadenne	$70,815	Nil
Total	**$480,731**	**Nil**

Notes:

1. Comprising Directors' fees/salary of $295,222, a superannuation payment of $28,207, other payments of and share-based payments of $157,302 (including an increase of $157,302, being the value of the Related Party Options).

if the maximum number of Related Party Options are issued to the Related Parties are exercised, a total of 1,500,000 Shares would be issued. This will increase the number of Shares on issue from 56,850,100 to 58,350,100 (assuming that assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate 2.64% comprising 0.9% by Mr Kelly, 0.9% by Ms Bush and 0.9% by Mr Gadenne.

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

(n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	$0.415	22 October 2020
Lowest	$0.160	4-9 August 2021
Last	$0.205	15 September 2021

(o) the primary purpose of the grant of the Related Party Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;

(p) each Director has a material personal interest in the outcome of Resolutions 4 to 6 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 4 to 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 4 to 6 of this Notice; and

(q) in forming their recommendations, each Director considered the experience of each other Related Party, the existing and proposed contribution of each Related Party to the Company and the current market practices when determining the number of Related Party Options to be issued; and

(r) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4 to 6.

6. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

6.1 General

Broadly speaking, and subject to a number of exceptions, ASX 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.

However, under ASX Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $11,543,571 (based on the number of Shares on issue and the closing price of Shares on the ASX on 15 September 2021.

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

6.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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 by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 7.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the following purposes:

(i) continued exploration expenditure on the Company's current Projects;

(ii) consideration and acquisition of new projects (including expenses associated with such an acquisition);

(iii) administration; and

(iv) general working capital.

(d) **Risk of voting dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 15 September 2021.

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 7.1A Mandate.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)

		Dilution			
			Issue Price		
			$0.103	$0.205	$0.308
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	50% decrease	Issue Price	50% increase
			Funds Raised		
Current	56,310,100	5,631,010	$577,179	$1,154,357	$1,731,536
50% increase	84,465,150	8,446,515	$865,768	$1,731,536	$2,597,303
100% increase	112,620,200	11,262,020	$1,154,357	$2,308,714	$3,463,071

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

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The table uses the following assumptions:

1. There are currently 56,310,100 Shares on issue as at the date of this Notice of Meeting. They consist of both restricted and freely tradeable fully paid ordinary shares.
2. The issue price set out above is the closing price of the Shares on the ASX on 15 September 2021.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Related Party Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A. During the 12 month period preceding the date of the Meeting, being on and from 4 November 2020, the Company has not issued any Equity Securities under Listing Rule 7.1A.2.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

(i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and

(ii) the information required by Listing Rule 3.10.5A for release to the market.

6.3 Voting Exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

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SCHEDULE A – SUMMARY OF EMPLOYEE SHARE OPTION PLAN (ESOP) TERMS AND CONDITIONS

The Company has established the Employee Share Option Plan (**ESOP**) in order to provide an incentive for employees to participate in the future growth of the Company. The ESOP will be administered in accordance with the ESOP rules, which are summarised below.

Eligibility

Participants in the ESOP may be:

(i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a **Group Company**);

(ii) a full or part time employee of any Group Company;

(iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or

(iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under paragraphs (i), (ii), or (iii) above,

who is declared by the Board to be eligible to receive grants of Options under the ESOP (**Eligible Participants**).

Offer

The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the ESOP and upon such additional terms and conditions as the Board determines.

Plan limit

The Company must have reasonable grounds to believe, when making an offer in reliance of the Class Order, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.

Issue price

Unless the Options are quoted on the ASX, Options issued under the ESOP will be issued for no more than nominal cash consideration.

Vesting Conditions

An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.

Vesting

The Board may in its absolute discretion by written notice to a Participant (being an Eligible Participant to whom Options have been granted under the ESOP or their nominee where the Options have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Options due to:

(i) Special Circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being:

(A) a Relevant Person ceasing to be an Eligible Participant due to:

(I) death or total or permanent disability of a Relevant Person; or

(II) retirement or redundancy of a Relevant Person;

(B) a relevant person suffering severe financial hardship;

(C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant Offer made to and accepted by the Participant; or

(D) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant; or

(ii) a change of control occurring; or

(iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

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Lapse of an Option

An Option will lapse upon the earlier to occur of:

(i) an unauthorised dealing in the Option;

(ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option in the circumstances set out in paragraph relating to Vesting and Vesting Conditions or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;

(iii) in respect of unvested Option only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option in the circumstances set out in paragraph relating to Vesting and Vesting Conditions or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;

(iv) in respect of vested Options only, a relevant person ceases to be an Eligible Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;

(v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;

(vi) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option;

the expiry date of the Option.

Shares

Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions from the date of issue, rank on equal terms with all other Shares on issue.

Sale Restrictions

The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.

Not transferrable

Subject to the ASX Listing Rules, Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.

No Participation Rights

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

Change in exercise price of number of underlying securities

Unless specified in the offer of the Options and subject to compliance with the ASX Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.

Reorganisation

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

Trust

The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the ESOP to effect the establishment of such a trust and the appointment of such a trustee.

Amendments

Subject to express restrictions set out in the ESOP and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the ESOP, or the terms or conditions of any Option granted under the ESOP including giving any amendment retrospective effect.

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SCHEDULE B – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

(a) Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
(b) Exercise Price	Subject to paragraph (i), the amount payable upon exercise of each Option will be the volume weighted average sale price for the five (5) trading days before approval by shareholders PLUS a premium of 50%.
(c) Vesting Conditions	12 months of continuous service as a Director following the date of issue of the Options.
(d) Expiry Date	Each Option will expire at 5:00 pm (WST) on the date that is four (4) years from the date of approval. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
(e) Exercise Period	The Options are exercisable at any time on and from the satisfaction of the relevant vesting condition set out in paragraph (c) above until the Expiry Date.
(f) 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 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.
(g) 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.
(h) Timing of issue of Shares on exercise	Within 15 Business Days after the later of the following: (i) the Exercise Date; and (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 20 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 paragraph (h)(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.
(i) Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
(j) Lapse of an Option	If the holder ceases to be engaged by the Company any unexercised options will lapse, unless exercised, within three month of the holder ceasing to be engaged by the Company unless the Board resolves otherwise.
(k) 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.
(l) 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 during the currency of the Options without exercising the Options.
(m) 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.
(n) Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE C–
VALUATION AND METHOLDOLOGY OF RELATED PARTY OPTIONS

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 4 to 6 have been independently valued.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	
Valuation date	26 August 2021
Market price of Shares	$0.215
Exercise price	$0.323[1]
Expiry date (length of time from issue)	4 years
Risk free interest rate	0.51%[2]
Volatility (discount)	79.23%[3] (no discount)[4]
Indicative value per Related Party Option	$0.105
Total Value of Related Party Options	**$157,302**
- Mr Allan Kelly (Resolution 4)	$52,434
- Ms Marion Bush (Resolution 5)	$52,434
- Mr Terry Gadenne (Resolution 6)	$52,434

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.

1. The actual deemed exercise price will be the volume weighted average sale price for the five (5) trading days before approval by shareholders + 50% premium. Based on historical and current market trends, the Company has taken the assumption that the current market price + 50% premium is the best estimate of the exercise price.
2. A risk-free rate used for the purpose of the analysis is the five year Australian Government bond rate as at 23 August 2021 being 0.51%;
3. The expected volatility reflects the actual volatility since listing on ASX. This may not necessarily be the actual outcome.
4. The options to be issued have restricted marketability as they cannot be traded on an active market. Therefore, a discount of 50% has been applied to the valuation to reflect the value of the options and the non-marketable nature of the options.

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MIRAMAR RESOURCES LTD.

ACN 635 359 965

Proxy Voting Form

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

Holder Number:

Lodgement Only

Your proxy voting instruction must be received by **10:00am (WST) on Tuesday, 2 November 2021,** 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 KMP.

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://automic.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

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBCHAT: https://automicgroup.com.au/

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

STEP 1 - How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Miramar Resources Limited, to be held at **10:00am (WST) on Thursday, 4 November 2021 in the Conference Room, South Perth Bowling Club, 2 Mends Street, South Perth WA 6151** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3 and 4 to 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3 and 4 to 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES
The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report			
2. Re-Election of Mr Allan Kelly			
3. Adoption of Employee Share Option Plan (ESOP)			
4. Issue of Related Party Options – Allan Kelly			
5. Issue of Related Party Options – Marion Bush			
6. Issue of Related Party Options – Terry Gadenne			
7. Approval of 7.1A Mandate			

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

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