



CRIGEN RESOURCES LIMITED

ACN 644338018

Level 10, 20 Martin Place, Sydney NSW 2000, Australia

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of the Members of Crigen Resources Limited ACN 644 338 018 (**Crigen or the Company**) will be held on **Saturday 9th November 2024** at Shangri-La Rasa Sayang, Jalan Batu Ferringhi, Kampung Tanjung Huma, 11100 Batu Ferringhi, Pulau Pinang, Malaysia at **4:00pm Penang time (AGM or the Meeting) (7pm Sydney time) and also accessible via Zoom video conference.**

Shareholders, proxyholders and guests can attend in person or participate in the meeting online by using a computer, smartphone or tablet with a Zoom application.

TO ATTEND AND PARTICIPATE IN THE AGM ONLINE

Online attendance is via Zoom, which can be downloaded free of charge from [zoom.com](https://zoom.us)

The meeting ID on Zoom for the AGM is: 886 6870 1349

Passcode: 136160

Email enquiries: andrew.brown@abron.com.au

Zoom link: <https://us02web.zoom.us/j/88668701349?pwd=VVtKCD0j4Al1ay575GhZv4bKPLpv5n.1>

After logging into the meeting, you will be directed into a Zoom “waiting room” and fully admitted to the meeting upon the Company Secretary’s verification of your designated role as shareholder, proxy or guest.

BUSINESS

1. Chairman’s Address

Report on results and activities during the financial year.

2. Financial Statements for the year ended 30 June 2024

The audited financial statements of Crigen will be presented to the Meeting for review.

Note: Except as set out in resolution 1, there is no requirement for shareholders to approve these reports, and no resolution will be put to shareholders on this item of business. Sufficient time will be allowed at the Meeting to discuss the reports and to ask questions of the Directors and the Company’s auditor.

ORDINARY BUSINESS

3. Adoption of Remuneration Report

The Board of Crigen is submitting its Remuneration Report to shareholders for consideration and adoption by way of a **non binding** resolution. This resolution is put to members in accordance with section 250R(2) of the *Corporations Act* and the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*. The outcome of this resolution is advisory only and is not binding on the Company or the Directors for the 2024 year, but under certain circumstances, disclosed in the Explanatory Memorandum, may cause additional resolutions to be placed before the 2025 Annual General Meeting. The Remuneration Report is set out on pages 5 to 7 of the Crigen Annual Report for 2024. The report explains the board's policies in relation to the nature of remuneration paid to the Directors and management.

Resolution 1 - as an ordinary resolution:

That the Remuneration Report contained in the Crigen Resources Limited 2024 Annual Report be hereby adopted

Voting Exclusion Statement

As required by Section 250R(4) of the Corporations Act, the Company will disregard any votes cast under Resolution 1 by the Directors of the Company or their related entities and associated parties.

4. Re-election of Director – Mr. Shanil Nanayakkara

Clause 14.2 of the constitution of the Company requires each Director to be re-elected every three years and also that an election of Directors be held each year.

Shanil Nanayakkara will retire in accordance with clause 20.2 of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 2 - as an ordinary resolution:

That Shanil Nanayakkara be re-elected as a Director of the Company

5. Election of Director – Mr. Andrew Brown

Clause 14.4 of the constitution of the Company and clause 6.47 of NSX Listing Rules requires a Director elected to fill a casual vacancy be re-elected at the next AGM following their appointment.

Andrew Brown will retire in accordance with clause 14.4 of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 3 - as an ordinary resolution:

That Andrew Brown be re-elected as a Director of the Company

6. Approval of Proposed Issue of Ordinary Shares

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

Resolution 4 - as an ordinary resolution:

That for the purposes of NSX Listing Rule 6.25 and for all other purposes, approval is given for the allotment and issue of up to 50,000,000 ordinary fully paid shares in the Company on the terms and conditions as detailed in the Explanatory Memorandum (Proposed Issue of Shares).

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by:

- (a) A person who may participate in the Proposed Issue of Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) An associate of that person.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by the Chairman of the Meeting 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.

7. Approval of Performance Rights Plan

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

Resolution 5 - as an ordinary resolution:

That the Company's Performance Rights Plan ("**Plan**") described in the Explanatory Statement to the Notice calling this meeting be approved for all purposes (including the issue of securities under the Plan for the purposes of NSX Listing Rule 6:25 (2) (iv).

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by:

- (a) A person who may participate in the Performance Rights Plan and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) An associate of that person.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) It is cast by the Chairman of the Meeting 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.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the Annual General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 7pm (Sydney time) on Thursday 7 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

How to Vote

Members entitled to vote at the AGM may vote:

- by attending the Meeting via Zoom and voting in a poll conducted via Zoom; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice before the Meeting. A proxy may be an individual or a body corporate.

To vote at the Meeting, you or your proxy, attorney, representative or corporate proxy representative must attend the AGM at Shangri-La Rasa Sayang, Penang, Malaysia commencing at 16:00pm on Saturday 9 November 2024 (19:00pm Sydney time) or virtually via Zoom.

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless Crigen received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned Meeting.

Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote instead of that shareholder. The proxy does not need to be a Member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that Meeting.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.

If:

- a Member nominates the Chairman of the meeting as the Member's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Pursuant to section 250R(5) of the Corporations Act 2001, specific rules in relation to proxy voting pertaining to Resolution 1 are described at section 3.7 of the Explanatory Memorandum.

Proxies must be lodged not later than 48 hours before the Annual General Meeting i.e. 19:00 pm (Sydney time) on Thursday 7th November 2024 in any of the following ways:

By post to the share registry:
Automic Group
GPO Box 5193,
SYDNEY NSW 2001

By hand delivery to the share registry:
Automic Group
Level 5
126 Phillip Street
SYDNEY NSW 2000

By electronic lodgement:
in accordance with instructions provided on the proxy form.

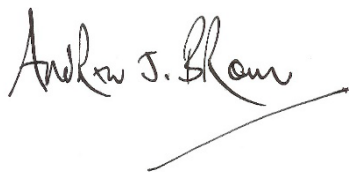
A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the Annual General Meeting, please contact the Company Secretary, Andrew Brown, on 0418 215 255 or andrew.brown@abron.com.au

Dated this Twenty-fifth Day of September 2024

By order of the Board of Directors

A handwritten signature in black ink that reads "Andrew J. Brown". The signature is written in a cursive style and is positioned above a long, thin horizontal line that extends to the right.

Andrew Brown
Company Secretary

EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at the Annual General Meeting of Crigen Resources Limited (**Crigen, Company**) to be held on will be held on **Saturday 9th November 2024** at Shangri-La Rasa Sayang, Jalan Batu Ferringhi, Kampung Tanjung Huma, 11100 Batu Ferringhi, Pulau Pinang, Malaysia, at **4:00pm Penang time (AGM or the Meeting) (7pm Sydney time) and also accessible via Zoom video conference.**

ORDINARY BUSINESS

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements

2.1 As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report, Directors' Report and Auditor's Report of the Company is contained within the Annual Report 2024 - which is available at the NSX's website www.nsx.com.au (stock code: CRG) - and will be laid before the Meeting.

2.2 Members will be provided with the opportunity to ask questions about the reports or about the Company generally but there will be no formal resolution put to the Meeting.

3. Remuneration Report

3.1 As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted must be put to a vote. The Report is contained within the Directors' Report in the Company's Annual Report 2024 which is available at the NSX's website at www.nsx.com.au

3.2 Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company, other than in respect of 3.3 – 3.5 below. In accordance with section 250SA of the Corporations Act, members of the Company will be provided with an opportunity to ask questions or make comments on the Remuneration Report.

3.3 As required by Section 250R(4) of the Corporations Act, interests in Crigen Shares held by Key Management Personnel and Directors of Crigen (as named within the Remuneration Report contained on pages 5 - 7 of the 2024 Annual Report) or their related parties or associates (together **Prohibited Persons**) will be excluded from voting on this Resolution.

However, the Company will not disregard a vote if the Prohibited Person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a Prohibited Person.

- 3.4 As required by Section 250U of the Corporations Act in the event that 25% of the votes cast in respect of this Resolution are opposed to the passing of the Remuneration Report and if members make comments at the Meeting, then in the following year the Board of the Company must report on any proposed responses to those comments, or explain why the Board of the Company does not propose any response.
- 3.5 Furthermore, as required by Section 250U and Section 250V of the Corporations Act, if 25% of the votes cast at the 2024 and 2025 AGMs (or two consecutive AGMs beyond that period) oppose the adoption of the Remuneration Report, then at the 2025 (or second) AGM, the Company must give members the option to pass a resolution (**Spill Resolution**) requiring that the entire board (except the Managing Director) stand for re-election at a further general meeting. This meeting must take place within ninety days after the AGM. Passing of the Spill Resolution, which is not subject to the same voting exclusion provisions as Resolution 1, will require that 50% or more of votes cast are in favour of such a Spill Resolution.
- 3.6 The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and in relation to current and emerging market practices.
- 3.7 In respect of undirected proxies, if the Chairman of the meeting is appointed (or taken to be appointed) as a proxy, the shareholder can direct the Chairman of the meeting to vote for or against, or to abstain from voting on Resolution 1 (Adoption of Remuneration Report) by marking the appropriate box opposite item 1 in the proxy form. Pursuant to section 250R(5) of the Corporations Act 2001, if the Chairman of the meeting is a proxy and the relevant shareholder does not mark any of the boxes opposite Resolution 1, the relevant shareholder will be expressly authorising the Chairman to exercise the proxy in relation to Resolution 1. **The Chairman intends to exercise such proxies by voting them in favour of the adoption of the Remuneration Report.**

4. Re-Election of Director

- 4.1 In accordance with Clause 14.2 of the Company's Constitution, one third of the Directors must retire from office at each Annual General Meeting of the Company. Shanil Nanayakkara is opting to retire by rotation. In accordance with Clause 14.2 of the Company's Constitution, Shanil Nanayakkara is eligible and has duly offered himself for re-election.
- 4.2 Shanil has over 20 years' senior management experience in both Australia and the United Kingdom providing strategic guidance in relation to the Australian operations of numerous significant international businesses.

Shanil has helped safeguard businesses in commercial and financial difficulty across a range of industries (including legal, financial services and construction), implementing and managing rescue plans, and ultimately seeing them flourish. Mr Nanayakkara co-founded Australian Presence Legal, a boutique commercial law firm based in Sydney.

During the past three years, Shanil has not served as a Director of any other public companies.

Recommendation

The Directors (other than Shanil Nanayakkara) recommend that Members vote in favour of Resolution 2.

5. Re-Election of Director

- 5.1 In accordance with Clause 14.4 of the Company's Constitution, a Director elected to fill a casual vacancy be re-elected at the next AGM following their appointment. Andrew Brown was appointed a Director on 10 April 2024 and so in accordance with Clause 14.4 of the Company's Constitution, Andrew Brown has offered himself for re-election.
- 5.2 Andrew has 44 years experience in Australian and global equity markets as a stockbroker, corporate investor and funds manager. Andrew has an honours degree majoring in economics and econometrics from the University of Manchester, England and is a Graduate of the Australian Institute of Company Directors.

In the past three years Andrew has been a Director of East 72 Holdings Limited, a public Company. Andrew has also previously been a Director of 14 ASX listed companies in areas ranging from financial services, investment to resources exploration and development.

Recommendation

The Directors (other than Andrew Brown) recommend that Members vote in favour of Resolution 3.

6. Approval of Proposed Issue of Shares

- 6.1 Approval is being sought under NSX Listing Rule 6.25(1) for the issue of up to 50,000,000 ordinary shares, representing 24.7% of the Company's existing capital, to sophisticated investors. It is intended to allot the Proposed Issue of Shares at the Offer Price.
- 6.2 It is intended, if possible, to allot the Proposed Issue of Shares within twelve months commencing 10th November 2024, being the day after which the Company's current authorisation to issue Shares concludes.
- 6.3 The following table illustrates the issues of Shares which Crigen has undertaken since the listing of the Company on NSX in September 2022:

date	purpose	number	price
19 September 2022	Listing	198,235,520	\$0.10
29 September 2023	Working capital	296,562	\$0.10
19 October 2023	Working capital	261,250	\$0.10
1 November 2023	Working capital	230,000	\$0.10
4 December 2023	Working capital	196,875	\$0.10
19 March 2024	Working capital	230,000	\$0.10
29 April 2024	Working capital	206,875	\$0.10
21 May 2024	Working capital	206,000	\$0.10
30 May 2024	Working capital	194,000	\$0.07
2 July 2024	Working capital	2,285,486	\$0.07
18 September 2024	Working Capital	483,092	\$0.069

6.4 The Offer Price will be determined by the Directors with regard to:

- proximate trading prices – if any - of the Company's Shares quoted on NSX;
- performance of the Company; and
- assessment by the Directors of Crigen's capital requirements.

The Directors undertake to ensure that potential investors in the Proposed Issue of Shares are appraised of these facts..

6.5 Subject to certain circumstances, outlined under NSX Listing Rule 6.25(2), NSX Listing Rule 6.25(1) prevents a Company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

6.6 By approving the issue of Shares pursuant to the Proposed Issue of Shares, the Company will retain the flexibility to issue further equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

6.7 The Proposed Issue of Shares may not necessarily be made at one time, but may be made in smaller tranches, which may attract different Offer Prices.

6.8 Relevant information relating to the Proposed Issue of Shares:

Number and date	Up to 50,000,000 shares within twelve months commencing 10th November 2024
Issue price	Offer Price dependent upon proximate trading prices of Crigen Shares quoted on NSX
Terms	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Allottees	Sophisticated investors
Use of funds	Working capital and expansion of wellness clinics .

6.9 Dilution of existing holders

The following table illustrates the percentage dilution to existing shareholders of Crigen in the event that they do not participate in the Proposed Issue of Shares at any stage between 10 November 2024 and 9 November:

New shares issued	Resulting shares on issue	% dilution to non participating existing shareholders	Comments
0	202,825,660	Nil	No Shares issued
12,500,000	215,325,660	5.8%	25% of Proposed Issue of Shares
25,000,000	227,825,660	11.0%	50% of Proposed Issue of Shares
37,500,000	283,177,045	15.6%	75% of Proposed Issue of Shares
50,000,000	252,825,660	19.8%	All of Proposed Issue of Shares
80,351,385	215,325,660	28.4%	All of Proposed Issue of Shares plus 15% placement capacity based on issued capital twelve months prior.

Recommendation

The Directors recommend that Members vote in favour of Resolution 4.

7. Approval of Performance Rights Plan

- 7.1 Approval is being sought under NSX Listing Rule 6.25 (2) (iv) for the implementation of a Performance Rights Plan issue of securities of the Company in relation to an employee incentive scheme, where it is intended that senior management of the Company will be able to be remunerated in the Ordinary Shares of Crigen.
- 7.2 It is intended that the Performance Rights Plan would involve the issuance of Ordinary Shares of Crigen in lieu of bonus payments which would arise from an assessment by the board of Directors, excluding the relevant individuals, of senior management and executive performance over the preceding twelve months.
- 7.3 Under NSX Listing Rule 6.25 (2) (iv) issues of securities pursuant to an employee incentive scheme are *inter alia* excluded from the 15% limitation on the issue of new securities over a twelve month period, enshrined in NSX Listing Rule 6.25(1) providing such incentive scheme and the issues of securities were previously approved by shareholders.
- 7.4 shareholder approval mainly in respect of bonus payments which would of up to 50,000,000 ordinary shares, representing 24.7% of the Company's existing capital capital, to sophisticated investors. It is intended to allot the Proposed Issue of Shares at the Offer Price.
- 7.5 If this resolution is approved by Shareholders, it will enable the securities issued by the Company under the Performance Rights Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue (within the 15% in 12 months rule) under Listing Rule 6.25 (1) for a twelve month period.
- 7.6 As at the date of this notice, the Performance Rights Plan is be established and there are no performance rights on issue.

7.7 The Key features of the Crigen Resources Performance Rights Plan are tabulated below:

Crigen Resources Limited – Summary of the Performance Rights Plan (“Plan”) Rules

Description of the Plan

Crigen Resources Limited (“**Crigen**”) has established the Plan to assist in the motivation, retention and reward of executives. The plan is designed to align the interest of senior management with the interests of shareholders by providing eligible executives (being any person determined by the Board, other than a non-executive director) to receive an equity interest in Crigen through granting of performance rights. The Remuneration and Nomination Committee of the Board supports and advises the Board on the remuneration practices of Crigen .

Eligibility

Eligibility to participate in the Plan and the number of performance rights granted to each participating individual will be determined by the Board from time to time, subject to the discretion of the Board.

Terms and conditions

The Board has the discretion to administer the Plan. This includes conditions in relation to vesting, transfer and exercise of performance rights which may be applied differently to each participant of the Plan. The Board will determine the procedure for granting performance rights, including the form, size, term and content of any offer in accordance with the Plan Rules.

Grant of performance rights

Grants of performance rights to an eligible executive is determined from time to time in the Board's absolute discretion. The Board may only grant performance rights where an eligible executive continues to satisfy any relevant conditions imposed by the Board, which may include that the eligible executive continues to be an employee of Crigen or its subsidiaries at the relevant time. Unless the Board determines otherwise, no payment is required for the grant of a performance right.

Vesting conditions of performance rights

Performance rights will only vest and become exercisable where the vesting conditions have been satisfied. Vesting conditions will be determined by the Board and may, for example, include conditions relating to individual performance and continued employment service.

Exercise of performance rights

Provided the vesting conditions have been satisfied, a participant may exercise a performance right within 30 days of being notified by Crigen that the performance right has been vested by lodging an exercise notice to Crigen and complying with any other requirements under the Plan Rules.

Lapse of a performance rights

An unvested performance right will lapse on the earlier of the date specified upon grant; upon any unauthorised transfer of the performance right; where there is a failure to meet the performance conditions (as determined by the Board); upon the participant ceasing to be employed by Crigen or one of its subsidiaries (unless otherwise determined by the Board; 7 years from the date of grant; upon failure to exercise a vested performance right within 30 days of being notified by Crigen that the performance right has vested; or if the participant has acted fraudulently or dishonestly or is in breach of their obligations to Crigen).

Quotation and ranking of shares issued upon exercise of performance rights

Shares issued to a participant following vesting and exercise of the performance rights will rank equally with Crigen 's ordinary shares and Crigen will, as soon as reasonably practicable following the issue, submit an application to the ASX for quotation of those shares.

No hedging or transfer of performance rights

Participants in the Plan must not trade or deal with in any way their performance rights without the consent of the Board or except where required by law upon death of the participant.

Restrictions on transfer of shares issued upon exercise of performance rights

Participants are not entitled to trade in shares issued under the Plan without the prior consent of the Board until the earlier of 1 year after the date of grant of the performance rights; the date on which the participant ceases to be employed by Crigen or any of its subsidiaries; or such other date as the Board determines.

Limit on size of Plan

Subject to the rules of the Plan, the total of the following must not exceed 6% of the total number of shares on issue in Crigen at the time of the offer:

- the number of ordinary shares in Crigen which could be acquired by participants holding performance rights if all outstanding rights were vested;
- the number of the shares which could be acquired by participants under all employee incentive schemes of Crigen other than the Plan if all outstanding rights to acquire such shares have been exercised or vested; and
- the number of shares held by or on behalf of employees which are the subject of an employee incentive scheme.

Takeovers, compromise or arrangement and winding-up

Where there is a takeover bid of Crigen and the bidder and its associates acquires at least 50% of the voting shares in Crigen, any performance rights granted will vest provided that Crigen's pro rata performance is in line with any performance conditions, as determined by the Board. Any performance right granted which does not vest, will automatically lapse unless the Board determines otherwise.

The Board may also determine in its absolute discretion that performance conditions of a participant have been satisfied on a pro rata basis over the period from the date of grant to the relevant date where a court orders a meeting to be held in relation to a compromise or arrangement, where there is a compulsory acquisition, or where a resolution or order is made for the winding up of Crigen. If no determination is made, or the Board decides otherwise, the performance rights do not vest and those rights will lapse.

If a Company obtains control of Crigen by way of a takeover bid or a scheme of arrangement, and the acquiring Company and Crigen agree, then participants may upon vesting of performance rights be provided with shares in the acquiring Company on substantially the same terms and conditions as the underlying shares to be issued in Crigen, subject to any appropriate adjustments.

Bonus issues, rights issues and reconstructions

If shares are issued pro rata to Crigen's shareholders by way of a bonus issue or Crigen undergoes any reorganisation of capital, the number of performance rights each participant is entitled to (or any amount payable on vesting performance rights) will be adjusted in a manner determined by the Board to ensure advantage or disadvantage accrues as a result.

Other terms

The Plan also contains terms having regard to Australian law for dealing with the amendment, administration, variation and termination of the Plan.

GLOSSARY OF TERMS

AGM	Annual General Meeting
Company	Crigen Resources Limited (ACN 644 338 018)
Corporations Act	Corporations Act 2001 (Cth)
Crigen	Crigen Holdings Limited (ACN 644 338 018)
Meeting	Annual General Meeting
Member	A Holder of Crigen Shares or their nominated proxy or corporate representative
NSX	National Stock Exchange of Australia or the financial market operated by NSX Limited, as the context requires
NSX Listing Rules	A Listing Rule of the NSX
Professional and Sophisticated Investors	Investors within the definition in Sections 708(8) or 708(11) of the Corporations Act
Proposed Issue of Shares	A proposed issue of 50,000,000 Shares to be made within twelve months commencing 10 November 2024 which are the subject of Resolution 4
Share	An ordinary share in Crigen
Shareholders	Holder of Crigen Shares

Note: In the notice of Meeting and Explanatory Memorandum, unless the context otherwise requires, the above terms have the meaning set opposite them.

Proxy Voting Form

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

CRIGEN RESOURCES LIMITED | ABN 56 644 338 018

Your proxy voting instruction must be received by **07.00pm (AEST) on Thursday, 07 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

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



CRIGEN RESOURCES LIMITED

ACN 644338018

Level 10, 20 Martin Place, Sydney NSW 2000, Australia

25 September 2024

IMPORTANT INFORMATION REGARDING THE 2024 ANNUAL GENERAL MEETING

Crigen Resources Limited (**Crigen** or **the Company**) advises that its 2024 Annual General Meeting will be held as follows:

Date: Saturday 9th November 2024

Time: 4pm (Penang time) / 7pm AEST

Place: Shangri-La Rasa Sayang, Jalan Batu Ferringhi, Kampung Tanjung Huma,
11100 Batu Ferringhi, Pulau Pinang, Malaysia

The Meeting will be held as a physical meeting, accordingly, Shareholders will be able to attend the Meeting in person. However, the Meeting can also be accessed via Zoom at the following link:

<https://us02web.zoom.us/j/88668701349?pwd=VVtKCD0j4Al1ay575GhZv4bKPLpv5n.1>

The Notice of Meeting can be accessed from the company announcements page for Crigen at [nsx.com.au](https://www.nsx.com.au)

The Company will not be posting hard copies of the Notice of Meeting unless a shareholder has made a valid election to receive such documents in hard copy. Notwithstanding this, if you would like to receive a hard copy of the Notice of Meeting, please contact the Company's share registry:

Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia), or hello@automicgroup.com.au

The Company's Annual Report is available at the company announcements page for Crigen at [nsx.com.au](https://www.nsx.com.au)

Shareholders may ask the Chair a question with regards to the business of the AGM in advance of the AGM, by submitting a question in writing to the Company Secretary at andrew.brown@abron.com.au . at least 48 hours before the commencement of the AGM.

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy form, to be submitted to the Company's share registry by no later than 7.00pm (AEST) on Thursday 7th November 2024 online or by post.

Andrew Brown
Company Secretary
Enquiries: 0418 215 255