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**HAWK RESOURCES LIMITED**  
**ACN 165 079 201**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.00am (AEST)  
**DATE:** Tuesday, 30 June 2026  
**PLACE:** Suite 1, Level 6, 350 Collins Street  
MELBOURNE VIC 3000

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

***This Notice 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 11.00am (AEST) on 28 June 2026.***

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## BUSINESS OF THE MEETING

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### AGENDA

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**1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE PLACEMENT PARTICIPANTS - LISTING RULE 7.1**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 48,000,000 Shares to the Placement Participants, on the terms and conditions set out in the Explanatory Statement.”*

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**2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE PLACEMENT PARTICIPANTS - LISTING RULE 7.1A**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 52,000,000 Shares to the Placement Participants, on the terms and conditions set out in the Explanatory Statement.”*

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**3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO THE PLACEMENT PARTICIPANTS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Options to the Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**4. RESOLUTION 4 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE TOP-UP PLACEMENT PARTICIPANTS**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company’s agreement to issue up to 30,000,000 Shares to the Top-Up Placement Participants (or their nominees), on the terms and conditions set out in the Explanatory Statement.”*

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**5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO THE TOP-UP PLACEMENT PARTICIPANTS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options to the Top-Up Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO CYGNET CAPITAL PTY LTD**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Options to Cygnet Capital Pty Ltd (or its nominees), on the terms and conditions set out in the Explanatory Statement.”*

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**By order of the Board**

A handwritten signature in black ink, appearing to read "Justin Mouchacca", with a horizontal line underneath.

**Justin Mouchacca**  
**Company Secretary**  
Dated: 29 May 2026

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

<b>Resolution 1 - Ratification of prior issue of Shares to the Placement Participants - Listing Rule 7.1</b>	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 2 - Ratification of prior issue of Shares to the Placement Participants - Listing Rule 7.1A</b>	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 3 - Approval to issue Options to the Placement Participants</b>	The Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 4 - Ratification of Agreement to issue Shares to the Top-Up Placement Participants</b>	The Top-Up Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 5 - Approval to issue Options to the Top-Up Placement Participants</b>	The Top-Up Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 6 - Approval to issue Options to Cygnet Capital Pty Ltd</b>	Cygnet Capital Pty Ltd (or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolutions by:

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

## **Voting by proxy**

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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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 8360 3321.***

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## EXPLANATORY STATEMENT

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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.

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### 1. BACKGROUND TO RESOLUTIONS

#### 1.1 Entitlement Offer

As announced on 13 May 2026, the Company is undertaking a pro-rata non-renounceable entitlement offer to eligible Shareholders on the basis of one (1) Share for every eight (8) Shares held, at an issue price of \$0.03 per Share, with one (1) free-attaching Option for every two (2) Shares subscribed for and issued, to raise up to \$1,966,610 (before costs) (**Entitlement Offer**).

#### 1.2 Placement

In that same announcement, the Company confirmed that it had received firm commitments from sophisticated and professional investors (**Placement Participants**) to raise approximately \$3,000,000 (before costs) through the issue of 100,000,000 Shares at an issue price of \$0.03 per Share (**Placement**). The Placement Participants will also be entitled, subject to Shareholder approval, to one (1) free-attaching Option, exercisable at \$0.07 each on or before 30 November 2028, for every two (2) Shares subscribed for and issued under the Placement. Subject to the ASX Listing Rules, the Company will apply for quotation of the Options.

The Placement is comprised of the following:

- (a) an aggregate of 100,000,000 Shares which were issued on 26 May 2026 to the Placement Participants, pursuant to the Company's existing placement capacity under Listing Rules 7.1 and 7.1A, ratification of which is sought under Resolutions 1 and 2; and
- (b) subject to Shareholder approval under Resolution 3, up to 50,000,000 Options which will be issued free-attaching to the Shares under the Placement on a 1:2 basis.

#### 1.3 Top-Up Placement

The Company, in consultation with Cygnet Capital Pty Ltd, also reserves the right to raise up to a further \$900,000 (before costs) through the issue of up to 30,000,000 additional Shares at \$0.03 per Share, together with up to 15,000,000 free-attaching Options (on the basis of one (1) Option for every two (2) Shares subscribed for and issued) (**Top-up Placement**). There is no guarantee that the Top-Up Placement will proceed, and the extent to which it does will depend on demand.

If the Top-Up Placement proceeds, Shares (and accompanying Options) will be issued in the following order:

- (a) Shares will initially be issued to the Entitlement Offer's shortfall offer in reliance on the exception in Listing Rule 7.2 (Exception 3); and
- (b) to the extent demand under the Top-Up Placement exceeds the available shortfall, the balance of the Shares will be issued utilising the Company's remaining placement capacity under Listing Rule 7.1.

Any recipients of Shares and Options under the Top-Up Placement are hereinafter referred to as the **Top-Up Placement Participants**.

Resolution 4 seeks to ratify the agreement to issue the Shares under the Top-Up Placement.

#### 1.4 Use of funds

The Company intends to apply the funds raised under the Entitlement Offer, Placement and Top-Up Placement towards:

- (a) carrying out initial soil sampling and subject to results, follow-up soil sampling and initial drilling at its Olympus scandium project in Western Australia;
- (b) continuing drilling to delineate the near surface copper mineralisation which has been already intersected in Q2 2026 at its Cactus copper project in Utah, USA; and
- (c) commencing surface exploration at the recently acquired Meerkat copper project in Arizona, USA.

## 1.5 Lead Manager

The Company engaged Cygnet Capital Pty Ltd to act as lead manager to the Entitlement Offer, Placement and Top-Up Placement (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate, in consideration for the provision of lead manager services, the Company agreed to pay/issue:

- (a) a 2% management fee on all funds raised under the Entitlement Offer, Placement and Top-Up Placement;
- (b) a 4% capital raising fee on all funds raised under the Placement or Top-Up Placement; and
- (c) subject to Shareholder approval, 20,000,000 Options on the same terms as those issued under the Entitlement Offer, Placement and Top-Up Placement, approval of which is sought under Resolution 6.

The Lead Manager Mandate is otherwise on terms considered standard for an agreement of its nature.

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## 2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE PLACEMENT PARTICIPANTS - LISTING RULES 7.1 AND 7.1A

### 2.1 General

As set out in Section 0, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 100,000,000 Shares at an issue price of \$0.03 per Share to raise \$3,000,000 (before costs).

On 26 May 2026, 48,000,000 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 52,000,000 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

### 2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, 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 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

### 2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

## 2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

## 2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The Placement Participants, comprising professional and sophisticated investors who were identified through a bookbuild process, which involved Cygnet Capital Pty Ltd seeking expressions of interest to participate in the Placement from non-related parties of the Company.  The Company confirms that Dreaver Investments Australia Pty Ltd and Mathieson Downs Pty Ltd were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	100,000,000 Shares were issued on the following basis: (a) 48,000,000 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 52,000,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	26 May 2026.
<b>Price or other consideration the Company received for the Securities</b>	\$0.03 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.4 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued under customary placement agreements between the Company and the Placement Participants.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to these Resolutions.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

### 3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO THE PLACEMENT PARTICIPANTS

#### 3.1 General

As set out in Section 1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 50,000,000 Options to the Placement Participants (or their nominees). The Options will be exercisable at \$0.07 each on or before 30 November 2028 and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the customary placement agreements. In addition, the issue 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.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be in breach of its customary placement agreements and be required to reimburse the underlying value of the Options in cash.

#### 3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Placement Participants (or their nominees). The Company confirms that Dreaver Investments Australia Pty Ltd and Mathieson Downs Pty Ltd were issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Up to 50,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options are being issued for nil consideration as they are free-attaching to the Shares issued under the Placement on a 1:2 basis.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	No funds will be raised from the issue of the Options as they are being issued free-attaching to the Shares issued under the Placement on a 1:2 basis. Assuming all Options are issued and exercised into Shares, the Company will receive \$3,500,000 being the value of the exercise price, which it intends to apply in accordance with the proposed use of funds set out in Section 1.4.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under the customary placement agreements between the Company and the Placement Participants.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

#### 4. RESOLUTION 4 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO THE TOP-UP PLACEMENT PARTICIPANTS

##### 4.1 General

As set out in Section 1.3, in conjunction with the Entitlement Offer, the Company has agreed to place up to an additional 30,000,000 Shares to the Top-Up Placement Participants (or their nominees) to raise up to \$900,000 (before costs).

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue the Shares to the Top-Up Placement Participants (or their nominees).

##### 4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

##### 4.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 2.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

##### 4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the agreement to issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the agreement to issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

##### 4.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Top-Up Placement Participants, comprising professional and sophisticated investors who were identified through a bookbuild process, which involved Cygnet Capital Pty Ltd seeking expressions of interest to participate in the Top-Up Placement from non-related parties of the Company.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	Up to 30,000,000 Shares were agreed to be issued under the Top-Up Placement.
Terms of Securities	The Shares agreed to be issued were fully paid ordinary shares in the capital of the Company and were agreed to be issued on the same terms and conditions as the

REQUIRED INFORMATION	DETAILS
	Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	<p>The Shares were agreed to be issued in accordance with the priority structure described in Section 1.3, under which Shares will first be allocated to participants in the shortfall portion of the Entitlement Offer, with any excess demand to be satisfied by the issue of the balance under the Company's existing placement capacity utilising Listing Rule 7.1.</p> <p>In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>
<b>Price or other consideration the Company received for the Securities</b>	\$0.03 per Share agreed to be issued under Listing Rule 7.1.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.4 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Company has agreed to issue the Shares to the Top-Up Placement Participants on the terms set out in Section 1.3. On completion of the Entitlement Offer and subsequent shortfall, the Company or Cygnet Capital Pty Ltd (as applicable) will enter into customary placement agreements with the Top-Up Placement Participants to secure their respective investments under the Top-Up Placement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The agreement to issue did not breach Listing Rule 7.1.

## 5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO THE TOP-UP PLACEMENT PARTICIPANTS

### 5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 15,000,000 Options to the Top-Up Placement Participants (or their nominees). The Options will be exercisable at \$0.07 each on or before 30 November 2028 and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the customary placement agreements. In addition, the issue 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.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be in breach of its customary placement agreements

with each respective Top-Up Placement Participant and be required to reimburse the underlying value of the Options.

### 5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Top-Up Placement Participants (or their nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Up to 15,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options are being issued for nil consideration as they are free-attaching to the Shares issued under the Top-Up Placement on a 1:2 basis.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	No funds will be raised from the issue of the Options as they are being issued free-attaching to the Shares issued under the Top-Up Placement on a 1:2 basis. If all Options are issued and exercised, the Company will receive an additional \$1,050,000 being the value of the exercise price, which it intends to apply in accordance with the proposed use of funds set out in Section 1.4.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under the customary placement agreements between the Company and the Top-Up Placement Participants.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO CYGNET CAPITAL PTY LTD

### 6.1 General

As set out in Section 1.5, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 20,000,000 Options to Cygnet Capital Pty Ltd (or its nominees) in part consideration for the provision of lead manager services. The Options will have an issue price of \$0.0001 per option.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of its obligations under the Lead Manager Mandate. In addition, the issue 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.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be required to find alternative means of compensating Cygnet Capital Pty Ltd, including utilising the Company's cash reserves.

### 6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Cygnet Capital Pty Ltd (or its nominees).
<b>Number of Securities and class to be issued</b>	20,000,000 Options will be issued.
<b>Issue price</b>	\$0.0001 per option
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will have an issue price of \$0.0001 per option.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.5.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Hawk Resources Limited (ACN 165 079 201).

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

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

**Directors** means the current directors of the Company.

**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.

**Entitlement Offer** has the meaning given in Section 1.1.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** 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.

**Lead Manager Mandate** means the agreement between the Company and Cygnet Capital Pty Ltd.

**Listing Rules** means the Listing Rules of ASX.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

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

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

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

**Placement** has the meaning given in Section 1.2.

**Placement Participants** has the meaning given in Section 1.2.

**Proxy Form** means the proxy form accompanying the Notice.

**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.

**Security** means a Share, or Option (as applicable).

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

**Shareholder** means a registered holder of a Share.

**Top-Up Placement** has the meaning given in Section 1.3.

**Top-Up Placement Participants** has the meaning given in Section 1.3.

## SCHEDULE 1– TERMS AND CONDITIONS OF OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.07 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AEST) on 30 November 2028 ( <b>Expiry Date</b> ). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) 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</li> <li>(c) 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.</li> </ul> <p>If a notice delivered under 7(b) 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.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	<b>Participation in new issues</b>	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.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	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.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



# Proxy Voting Form

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

Hawk Resources Limited | ABN 55 165 079 201

Your proxy voting instruction must be received by **11:00am (AEST) on Sunday, 28 June 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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

