



Hawthorn Resources Limited

ABN 44 009 157 439

Notice of 2024 Annual General Meeting and Explanatory Memorandum

**The Annual General Meeting is to be held on
Thursday 21 November 2024 at 11.00 a.m.
at Level 23, Rialto South Tower, 525 Collins Street, Melbourne Victoria 3000**

Important Notice

Shareholders who opted in writing to receive a printed Annual Report will receive this in the mail shortly.

**All shareholders can view the Annual Report either by visiting the Company's website at:
www.hawthornresources.com**

OR

by visiting the Company's webpage on the ASX website under the ASX Security Code "HAW"

THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to the action you should take, please consult with your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately

This AGM will be held as a physical meeting only. There will be no virtual or video-streamed access. If shareholders wish to attend the meeting, they must do so in-person.

IMPORTANT NOTICE

(a) General

You should read this Notice of Annual General Meeting and accompanying Explanatory Statement in its entirety before making a decision on how to vote on the Resolutions set out in the Notice. The Notice is contained on page 4 and the Explanatory Statement on page 9 and the proxy form for this AGM accompanies this Booklet.

(b) Defined Terms

Capitalised terms in this Booklet are defined either in the Glossary or where the relevant term is first used.

(c) Purposes of the Explanatory Statement

The purposes of the Explanatory Statement which forms part of the Notice of Annual General Meeting are to:

- (a) explain the terms and effect of each Resolution to Shareholders;
- (b) explain the manner in which each Resolution is to be considered and, if approved, implemented; and
- (c) provide such information as is prescribed by the Corporations Act, Corporations Regulations and ASX Listing Rules or as is otherwise material to the decision of Shareholders about how to vote on the Resolutions.

(d) Investment Decisions

This document does not take into account the investment objectives, financial situation or particular needs of any Shareholder or any other person. This document should not be relied on as the sole basis for any investment decision in relation to Shares. Shareholders should consider obtaining independent advice before making any decision in relation to the Resolutions. The Company is not licensed to provide financial product advice in relation to its Shares or any other financial products.

(e) Forward Looking Statements

Certain statements in this document relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from expected future results, performance or achievements expressed or implied by such statements. Such risks, uncertainties and other important factors include among other things, general economic conditions, specific market conditions, exchange rates, interest rates and regulatory changes. These statements reflect the expectations of relevant parties only as of the date of this Booklet.

(f) Glossary - In this document, including in the Notice:

AGM means the annual general meeting of Hawthorn Shareholders, notice of which is given in the Notice.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in Division 2 of Part 1.2 of the Corporations Act as if section 12(1) of that Act included a reference to this document and the Company was the designated body.

ASX means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange that it operates, as the context requires.

ATO means the Australian Taxation Office.

Auditor means the Company's auditor, Connect National Audit Pty Ltd.

Board means the board of Directors of the Company.

Booklet means this Booklet, comprising the Notice of Annual General Meeting and the Explanatory Statement.

Business Day has the meaning given in the Listing Rules.

Company or Hawthorn means Hawthorn Resources Limited ACN 009 157 439.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Eligible Shareholder means a Shareholder registered as such on the Record Date.

Employee Share and Option Plan or Plan means the Company's Employee Share and Option Plan.

Explanatory Statement means the explanatory statement contained in this Booklet in relation to the Resolutions to be considered at the AGM and which accompanies and forms part of the Notice.

Listing Rules means the Listing Rules of ASX.

Non-Executive Director means a Director other than Mr Mark G Kerr.

Notice means the notice of AGM contained in this Booklet.

NPAT means net profit after tax.

Ordinary Share or Share means a fully paid ordinary share in Hawthorn.

Ordinary Shareholder or Shareholder means a holder of at least one Ordinary Share.

Participant means a participant for the time being in the Plan.

Performance Right means an entitlement of a Participant to receive an Ordinary Share, subject to the satisfaction of applicable vesting conditions and performance hurdles.

Register of Members means the register of members of the Company.

Relevant Interest has the meaning given to that term in the Corporations Act.

Resolutions means the resolutions set out in the Notice.

Share Registry means the share registry engaged by the Company to maintain the Register of Members, being Link Market Services Limited.

Voting Entitlement Time means 7.00 p.m. Melbourne time on 19 November 2024.

Voting Exclusion Statement means a statement set out in the Notice in this Booklet under the heading 'Voting Exclusion Statement'.

A reference to **dollars, \$, AUD, cents, A\$ or \$A** is to the lawful currency of Australia.

Hawthorn Resources Limited

ABN 44 009 157 439

Notice of Annual General Meeting

Notice is given that the 2024 Annual General Meeting (**AGM** or **Meeting**) of Hawthorn Resources Limited (**Company**) will be held on:

Date: Thursday 21 November 2024

Time: 11.00 a.m.

The AGM will be held as a physical meeting (in-person only) where Shareholders and proxies can attend in person permitted under the Company's Constitution, the Corporations Act and Corporations Regulations. There will be no virtual or video streamed access.

ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the Consolidated Financial Report and the Reports of the Directors and of the Auditor for the financial year ended 30 June 2024 which are contained in the 2024 Annual Report.

2 Re-Election of Director

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

Resolution no. 1 – Mr Joseph Corrigan

"That Mr Joseph Corrigan a Director retiring in accordance with Clause 63 of the Constitution of the Company and the Listing Rules of ASX Limited, being eligible and having offered himself for re-appointment, is re-appointed as a Director of the Company".

3 Adoption of Remuneration Report

Resolution no. 2

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

"That the Remuneration Report for the year ended 30 June 2024 as disclosed in the Directors' Report be adopted".

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

Dated: 14 October 2024

BY ORDER OF THE BOARD

Tony Amato
Company Secretary

NOTES:

1 Voting Entitlements

The Board of Directors of the Company, pursuant to Section 1074E(2)(g) of the *Corporations Act 2001*, Regulation 7.11.37 of the *Corporations Regulations 2001* and ASX Settlement Operating Rule 5.6.1, and as the convenor of the meeting, has determined that the Shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears on the Register of Shareholders at 7.00 p.m. Melbourne time on 19 November 2024.

2 Voting in person

Shareholders wishing to vote in person or their attorneys or, in the case of a Shareholder or proxy which is a corporation, corporate representatives, will be provided with voting instructions at the meeting.

Voting by attorney

If a Shareholder executes or proposes to execute a document, or do any act, by or through an attorney which is relevant to that Shareholder's Shareholding in the Company, that Shareholder must deliver the instrument appointing the attorney to the Share Registry for notation.

Shareholders wishing to vote by attorney at the AGM must, if they have not already presented an appropriate power of attorney to the Company for notation, deliver to the Share Registry the original instrument appointing the attorney or a certified copy of it by 4.15 pm on 19 November 2024.

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Corporate Shareholders and Proxies

Corporate shareholders and proxies wishing to appoint a representative to attend and vote at the meeting on their behalf must provide the representative with:

- (a) a properly executed letter or certificate authorising the person to act as the corporate shareholder's or proxy's representative; or
- (b) a copy of the resolution of the corporate shareholder or proxy appointing the representative, certified by a secretary or director of the shareholder or proxy.

3 Proxies

A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specific proportion or number of the member's voting rights. If no proportions are specified, each proxy may exercise half the available votes. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

You may appoint a proxy to vote on your behalf by either:

- completing and returning the proxy form; or
- appointing a proxy online via www.linkmarketservices.com.au by following the instructions on that website.

For your proxy appointment to be effective:

- your proxy form must be received by the Share Registry (whether by mail Hawthorn Resources Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, Australia, by fax, or by lodging your proxy form online) by 2.00 p.m. (Melbourne time) on 19 November 2024; or
- if you choose to appoint a proxy online – this appointment must be done by 2.00 p.m. (Melbourne time) on 19 November 2024.

4 Explanatory Statement

An explanation of each resolution is included in the accompanying Explanatory Statement. The Explanatory Statement forms part of the notice of meeting.

5 Remuneration Report

At the 2023 AGM of the Company shareholders resolved to adopt the Remuneration Report. Of the votes cast at the 2023 AGM on the resolution, less than 25% of the votes cast were against adoption of the report. As such, a "first strike" was not recorded.

6 Voting Exclusion and Restriction Statements

There are no voting exclusions in relation to Re-election of Directors.

Voting exclusions apply in relation to voting on the Remuneration Report (resolution no. 2).

The Company will disregard all votes cast on the resolution to adopt the Remuneration Report by or on behalf of:

- (a) a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report (KMP); and
- (b) a closely related party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on the resolution by a KMP or a closely related party of a KMP if:

- (a) the vote is cast as a proxy;

- (b) the proxy:
 - (i) is appointed by writing that specifies how the proxy is to vote on the resolution; or
 - (ii) is the chair of the meeting and the appointment of the chair as proxy; and
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company; and
- (c) the vote is not cast on behalf of a member of the key management personnel of the Company or a closely related party of such a member.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include directors (both executive and non-executive) and certain senior executives.

A closely related party of a member of key management personnel is defined as:

- (a) a company the member controls;
- (b) the member's spouse, child or dependant or a child or dependant of the member's spouse; or
- (c) anyone else who is one of the member's family and may be expected to influence or be influenced by, the member in the member's dealings with the Company.

You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company must disregard.

7 Undirected Proxies

The chairman of the Company or if the chairman is not present at the meeting or unable or unwilling to act, another director will be appointed to chair the meeting.

The chairman of the meeting will vote all available undirected proxies in favour of on resolutions 1, 2, and 4 and will vote abstain any undirected proxies for resolution 3.

The Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each resolution.

8 Voting – General Comment

Each resolution will be moved, and then will be open to the meeting for discussion.

Following the completion of discussions the Chairman will inform the meeting of the details of the valid proxy voting received by the Company. The resolutions will then be put to the vote.

Voting at the AGM will be conducted by poll.

9 Questions and Comments by Members and Proxyholders at the AGM

Similarly, a reasonable opportunity will be given to shareholders and proxyholders to ask the Company's external Auditor, Connect, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditors' Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Connect via the Company, no later than 5 business days before the meeting, if the question is relevant to the content of Connect Audit Report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2024.

Relevant written questions for Connect must be received no later than 5.00 p.m. (Melbourne time) 14 November 2024. A list of those relevant written questions will be made available to shareholders attending the AGM. Connect will either answer the questions at the meeting or table written answers to them at the AGM. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the AGM.

Please send any written questions for Connect to the Company to Hawthorn Resources Limited, 6/11 Chester Street, Oakleigh VIC 3166, or email to cossec@hawthornresources.com by no later than 5.00 p.m. (Melbourne time) on 14 November 2024.

Hawthorn Resources Limited

ABN 44 009 157 439

Explanatory Statement

*This Explanatory Statement accompanies and forms part of the
Notice of Annual General Meeting dated 14 October 2024*

ORDINARY BUSINESS

Item 1 - Receive and Consider the Financial and Other Reports

This item of business is intended to provide members with the opportunity to raise and discuss any matter on the reports themselves and on the performance of the Company generally.

Item 2 – Re-election of Directors (Resolution 1)

Resolution 1 - Re-Election of Mr Joseph Corrigan - Non-Executive Director

First appointed to the Board on 24 November 2022.

Under ASX Listing Rule 14.5 the Company must hold an election or re-election of at least one director at its AGM. Consequently, Mr Joseph Corrigan, being the next director due for re-election is standing for re-election at the 2024 AGM.

Information about background and experience of Mr Joseph Corrigan are set out in the Director's Report on page 4 of the Financial Statements within the Annual Report and also available on the Company's website.

Mr Joseph Corrigan holds no other directorships of ASX listed entities and as disclosed within the financial statements has no interest in shares in the Company.

Item 3 - Adoption of the Remuneration Report (Resolution 2)

The Company must put to a vote a resolution to adopt the Remuneration Report as disclosed in the Directors' Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Directors' Report must include a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and other key management personnel. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report of the Company for the year ended 30 June 2024 is set out in of the Directors' Report as incorporated into the Company's 2024 Annual Report.

The vote on this resolution is advisory only and non-binding. However, if at least 25% of the votes cast on the resolution are voted against the Remuneration Report at the meeting (a "first strike"), then:

- (a) if comments are made on the report at the meeting, the Company's Remuneration Report for the following financial year will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this; and
- (b) if at the following year's annual general meeting, at least 25% of the votes cast on the resolution for the adoption of the Remuneration Report for that year are against adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting be called to consider the election of directors of the Company (**Spill Resolution**). If a Spill Resolution is passed,

all of the directors (other than the managing director, if any) will cease to hold office at a subsequent general meeting (**Spill Meeting**), unless re-elected at that meeting; such meeting to be held within 90 days of the Annual General Meeting (AGM) that passed the Spill Resolution.

If at the Spill Meeting, the resolutions are all passed against re-electing the relevant directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 directors. After the managing director, the remaining two positions will be filled by the directors whose re-election resolutions at the Spill Meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two directors, the Managing Director and any other director whose re-election has been confirmed at this Spill Meeting, can choose who is to become the third director, with such appointment to be confirmed by shareholders at the 2024 AGM.

At the 2023 AGM of the Company shareholders resolved to adopt the Remuneration Report for the year ended 30 June 2023. Of the votes cast at the 2023 AGM on the resolution less than 25% of the votes cast were against adoption of the Report. As such, a “first strike” was not recorded at the 2023 AGM.

The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting. As noted above the Remuneration Report is set out in the Directors’ Report contained in the Company’s 2024 Annual Report.

The report:

- explains the Board’s policies in relation to the nature and level of remuneration paid to directors, secretaries and senior managers within the Hawthorn Resources Limited group;
- discusses the link between the Board’s policies and the Company’s performance;
- provides a detailed summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- identifies the companies that the Company’s performance is measured against for the purpose of its long-term incentive plan;
- sets out remuneration details for each director and for each member of the Company’s senior executive management team; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors;

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.