
TRAKA RESOURCES LIMITED

ACN 103 323 173

NOTICE OF GENERAL MEETING

TIME: 11.00am (WST)

DATE: Wednesday 24 February 2021

PLACE: Second Floor,
9 Havelock Street, West Perth,
Western Australia 6005

In light of the current global outbreak of the Coronavirus (COVID-19), the Company has determined not to allow Shareholders to physically attend the Meeting.

The Company will publish a Virtual Meeting Guide on the ASX and the Company's website in the week prior to the General Meeting, outlining how Shareholders will be able to participate in the Meeting via the internet.

If the situation in relation to COVID-19 changes, the Company will provide an update ahead of the meeting by way of an ASX announcement.

This Notice of General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 1655.

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IMPORTANT INFORMATION

VIRTUAL MEETING

Due to restrictions on physical meetings as a result of COVID-19, Shareholders will not be permitted to attend the General Meeting in person. The Meeting will be accessible to Shareholders, proxies and corporate representatives on the internet via a virtual (Zoom) meeting.

The Company will publish a Virtual Meeting Guide on the ASX and Company's website in the week prior to the Meeting as to how Shareholders, proxies and corporate representatives will be able to participate and vote at the Meeting.

To facilitate an orderly and secure Meeting, Shareholders who wish to attend the virtual meeting must register their attendance with the Company by 5.00pm (WST) on Monday 22 February 2021 by emailing the Company Secretary at traka@trakaresources.com.au and including your Holder Name, Address and HIN or SRN. The Company will then provide you by email with the access details and password to participate in the Meeting via the virtual meeting.

The situation regarding COVID-19 continues to evolve. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates there may be in relation to arrangements for the Meeting.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 5.00pm (WST) on 22 February 2021.

VOTING IN PERSON

Due to restrictions on physical meetings as a result of COVID-19, Shareholders or their proxies or corporate representatives will not be permitted to attend the General Meeting in person.

VOTING BY PROXY

If you do not wish, or are unable, to attend the virtual Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.

To vote by proxy, please complete and sign the enclosed Proxy Form and return (with any power of attorney or other authority pursuant to which the proxy has been signed) by any of the following means.

- Hand delivery: Registered Office of Traka Resources Limited,
Ground Floor, 43 Ventnor Avenue, West Perth WA 6005
- By mail: Traka Resources Limited
PO Box 601, West Perth, WA 6872
- By fax: +61 8 9322 9144
- By email: traka@trakaresources.com.au

Proxy Forms must be received by no later than 48 hours before the Meeting, that is by 11.00am (WST) on Monday 22 February 2021.

You are entitled to appoint up to 2 proxies to attend the meeting (virtually) and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

VOTING BY POLL

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

Shareholders who wish to vote by appointing a proxy are strongly urged to appoint the Chairman of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chairman of the Meeting must follow your instructions. Lodgement instructions are set out in the Proxy Form attached to the Notice of Meeting.

Shareholders who wish to vote by poll during the virtual Meeting must first notify the Company Secretary of their intention by emailing the Company Secretary at traka@trakaresources.com.au by no later than 5.00pm (WST) on Monday 22 February 2021, two days prior to the Meeting, and provide their registered shareholding details and the Company Secretary will verify their Shareholding.

Shareholders who register in this manner will be able to submit their email poll votes immediately after the Chairman calls for a vote on each Resolution and up to a period of one hour after the Meeting ends. This means that the outcome of each Resolution may not be able to be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to count such poll votes submitted by email.

VOTING EXCLUSIONS

In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on certain resolutions by certain persons who are prohibited from voting on those resolutions. Details of any voting exclusions applicable to a specific resolution are set out in this Notice.

CORPORATE REPRESENTATIVES

Shareholders who are a body corporate may appoint a person to act as their corporate representative at the Virtual Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority must be received by the Company by no later than 5.00pm (WST) on Monday 22 February 2021.

An appointment of corporate representative form is available from the website of the Company's share registry (www.computershare.com.au).

HOW TO ASK QUESTIONS

Shareholders are able to submit written questions to the Company in advance of the Meeting. Questions may be submitted to the Company Secretary by email to traka@trakaresources.com.au. Questions should be submitted no later than 5.00pm (WST) on Monday 22 February 2021, two days before the Meeting. We will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders. Shareholders, proxyholders and corporate representatives who attend the Meeting by webinar will be given an opportunity to ask questions.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Traka Resources Limited will be held at Second Floor, 9 Havelock Street, West Perth, Western Australia on Wednesday 24 February 2021 at 11.00am (WST).

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – MR GEORGE PETERSONS

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

“That Mr George Petersons, a Director, who will cease to hold office as a director of the Company immediately before the end of this general meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth) (“Corporations Act”), being eligible, be re-elected as a director of the Company with effect from the end of the meeting.”

Information about the candidate up for re-election as a director of the Company is set out in the Explanatory Statement.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JOSHUA PITT

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

“That Mr Joshua Pitt, a Director, who will cease to hold office as a director of the Company immediately before the end of this general meeting pursuant to section 250V(1) of the Corporations Act, being eligible, be re-elected as a director of the Company with effect from the end of the meeting.”

Information about the candidate up for re-election as a director of the Company is set out in the Explanatory Statement.

DATED: 21 JANUARY 2021

BY ORDER OF THE BOARD

PETER RUTTLEDGE
COMPANY SECRETARY
TRAKA RESOURCES LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at Second Floor, 9 Havelock Street, West Perth, Western Australia on Wednesday 24 February 2021 at 11.00am (WST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. It should be read in conjunction with the Notice of Meeting.

1 RESOLUTIONS 1 AND 2 – SPILL MEETING - DIRECTOR RE-ELECTIONS

1.1 Background

At the Company's 2020 AGM, the Company received a second "strike" on its remuneration report. Shareholders then approved an ordinary resolution requiring the Company to hold a general meeting of shareholders ("spill meeting") within 90 days of the passing of the resolution at which all of the directors of the Company (other than the managing director) who were in office when the directors' report (including the remuneration report) was approved at the 2020 AGM (and who remain in office at the start of the spill meeting) (**Existing Directors**), cease to hold office immediately before the end of the spill meeting and may stand for re-election.

Resolutions 1 and 2 seek Shareholder approval to re-elect the Existing Directors, being Mr George Petersons and Mr Joshua Pitt, at the spill meeting.

The Company has received no valid nominations for any other persons to be appointed as new directors of the Company at the spill meeting.

Under the Corporations Act, a public company such as Traka Resources Limited must have a minimum of three directors appointed at all times. Accordingly, if, at the close of the spill meeting, either of the Existing Directors of the Company is not re-elected, in accordance with the Corporations Act he will be appointed as a director, to make up the minimum number of three directors required under the Corporations Act.

1.2 Chairman's intention on voting undirected proxies

The Chairman currently intends to vote all undirected proxies FOR Resolutions 1 and 2.

1.3 Resolution 1 – Background on Existing Director - Mr George Petersons

Mr Petersons is an experienced prospector with over 30 years' history of identifying and acquiring prospective exploration ground. He is a founding director of the Company. He has established himself as a consultant to the industry with local and offshore mining interests in precious metals, potash and lithium. Mr Petersons is Managing Director of Future Minerals Company Limited (Thailand), a company involved in exploration and project development in South East Asia. Mr Petersons has held no other directorships of ASX listed companies during the last three financial years.

Mr Petersons is considered an independent director of the Company.

1.4 Resolution 2 – Background on Existing Director - Mr Joshua Pitt Bsc, MAusIMM, MAIG

Mr Pitt is a geologist with extensive exploration experience who has, for more than forty years, been a director of exploration and mining companies in Australia. Mr Pitt is involved in private mineral exploration and also in substantial resource investments. He was appointed a non-executive director of the Company in July 2003 and assumed the position of non-executive chairman in December 2019. He is the executive chairman of both Hampton Hill Mining NL (appointed a director in January 1997 and chairman in April 2012) and Red Hill Iron Limited (appointed a director in June 2005 and chairman in December 2019). He has held the position of non-executive director of Red Metal Limited since July 2003. Mr Pitt has held no other directorships of ASX listed companies during the last three financial years.

Mr Pitt is considered an independent director of the Company.

ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 9322 1655 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

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

ASX means ASX Limited or the financial market operated by ASX Limited, as the context requires.

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

Board means the 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.

Company means Traka Resources Limited (ACN 103 323 173).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

Notice of Meeting or **Notice of General Meeting** means this notice of General Meeting including the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice of Meeting.

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

Share means a fully paid, ordinary share in the Company.

Shareholder means a shareholder in the Company.

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