

Notice of Annual General Meeting and Explanatory Memorandum

Laneway Resources Limited ACN 003 049 714

Date of Meeting: Monday, 30 November 2020

Time of Meeting: 2.00pm (Brisbane time)

Place of Meeting: HopgoodGanim
Level 7, Waterfront Place
1 Eagle Street
Brisbane QLD 4000

This is an important document. Please read it carefully.

If Shareholders wish to attend the Meeting in person they will need to contact the Company Secretary Mr Paul Marshall (Email: pmarshall@lanewayresources.com.au) in order for the Company to ensure it is able to maintain compliance with any COVID-19 related restrictions applicable as at the date of the Meeting.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of **Laneway Resources Limited ACN 003 049 714 (Company)** will be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000, on Monday, 30 November 2020 at 2.00pm (Brisbane time).

Terms used in this Notice of Meeting are defined in section 8 (Interpretation) of the accompanying Explanatory Memorandum.

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2020.

1. Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following Resolution, with or without amendment, as a non-binding Advisory Resolution of the Company:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2020 (as set out in the Directors' Report) is adopted.”

Note

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R(4) of the Corporations Act

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (**KMP**), details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy;
- the vote is not cast on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Notice of Annual General Meeting

Voting intention of the Chair

Shareholders should be aware that in relation to the Resolutions the subject of this Meeting, any undirected proxies given to the Chair will be cast by the Chair and counted in favour of Resolutions 1, 2 and 3 and will be cast by the Chair and counted against Resolutions 4 and 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

2. Resolution 2 – Re-election of Mr Peter Wright as a Director

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Mr Peter Wright, who retires by rotation in accordance with Rule 8.3 of the Company’s Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

3. Resolution 3 – Re-election of Mr Mark Baker as a Director

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Mr Mark Baker, who retires by rotation in accordance with Rule 8.3 of the Company’s Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

The following resolutions are NOT SUPPORTED by the Board:

4. Resolution 4 – Election of non-Board endorsed Director candidate Mr Robert Kilgannon

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Mr Robert Kilgannon, an external candidate, having nominated himself in accordance with the Company’s Constitution and being eligible is elected as a Director of the Company.”

5. Resolution 5 – Election of non-Board endorsed Director candidate Mr Roderick Young

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Mr Roderick Young, an external candidate, having nominated himself in accordance with the Company’s Constitution and being eligible is elected as a Director of the Company.”

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Paul Marshall
Company Secretary
30 October 2020

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Laneway Resources Limited ACN 003 049 714 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld 4000, on Monday, 30 November 2020 at 2.00pm (Brisbane time).

The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in FAVOUR of Resolutions 1, 2 and 3 and unanimously recommend that Shareholders vote AGAINST Resolutions 4 and 5. The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 1, 2 and 3 and against Resolutions 4 and 5.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 8.

2. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2020 was released to ASX on 29 September 2020.

Shareholders can access a copy of the Company's Annual Report at www.lanewayresources.com.au. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

3. Resolution 1 – Remuneration Report

3.1 Remuneration Report

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;

- (c) sets out remuneration details for each Key Management Personnel of the Company including details of performance related remuneration and any options or other securities granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

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 current and emerging market practices.

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

3.2 **Directors' Recommendation**

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution. In accordance with the Corporations Act, a vote on this Resolution is advisory only and does not bind the Directors or the Company.

3.3 **Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies**

Members of the Key Management Personnel (**KMP**), their Closely Related Parties and their respective proxies are restricted from voting on a Resolution which is connected directly or indirectly with the remuneration of a member of the KMP.

KMP has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Details of the restrictions on members of KMP and their Closely Related Parties and their proxies voting (in any capacity) are set out in the voting restriction statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the chair and counted in favour of this Resolution 1 subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

4. **Resolution 2 - Re-election of Mr Peter Wright as a Director**

4.1 **General**

Mr Wright was appointed as a Director on 1 November 2017 and is currently a Non-Executive Director of the Company.

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Rule 8.3 of the Company's Constitution and Listing Rule 14.4 requires that at each annual general meeting, one-third of the Directors in office (excluding directors appointed to fill casual vacancies or a Managing Director) must retire and, if eligible, stand for re-election, with Directors required to retire based upon length of tenure. Rule 8.3 of the Company's Constitution requires that a Director shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following their appointment, whichever is longer, without submitting for re-election.

Pursuant to Resolution 2, Mr Peter Wright is retiring in accordance with Rule 8.3 of the Company's Constitution and Listing Rule 14.4 and, being eligible for re-election, offers himself for re-election as a Non-Executive Director of the Company.

Prior to submitting himself for election, Mr Wright has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board also considered whether Mr Wright had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that Mr Wright (if elected), will continue to be an independent Director.

4.2 Qualifications and other material directorships

Peter Wright has over 20 years' experience in the financial markets with a focus on investment in the resources sector. He is currently a Partner at Bizzell Capital Partners Pty Ltd, a Brisbane based corporate advisory and funds management firm and an Executive Director of ASX listed Bass Metals Limited.

Mr Wright holds a Bachelor of Commerce and a Bachelor of Economics from ANU in Canberra and a Graduate Diploma in Applied Finance and Investment.

4.3 Directors' Recommendation

For the reasons set out above, the Directors, with Mr Wright abstaining, unanimously recommend Shareholders vote in favour of Resolution 2.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of this Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

5. Resolution 3 - Re-election of Mr Mark Baker as a Director

5.1 General

Mr Baker was appointed as a Director on 2 October 2014 and is currently a Non-Executive Director of the Company.

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Rule 8.3 of the Company's Constitution and Listing Rule 14.4 requires that at each annual general meeting, one-third of the Directors in office (excluding directors appointed to fill casual vacancies or a Managing Director) must retire and, if eligible, stand for re-election, with Directors required to retire based upon length of tenure. Rule 8.3 of the Company's Constitution requires that a Director shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following their appointment, whichever is longer, without submitting for re-election.

Pursuant to Resolution 3, Mr Mark Baker is retiring in accordance with Rule 8.3 of the Company's Constitution and Listing Rule 14.4 and, being eligible for re-election, offers himself for re-election as a Non-Executive Director of the Company.

Prior to submitting himself for election, Mr Baker has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board also considered whether Mr Baker had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that Mr Baker (if elected), will continue to be an independent Director.

5.2 **Qualifications and other material directorships**

Mark is a media industry executive and former senior editorial executive with Fairfax Media. Mark has extensive experience working across Asia and in government relations at a national and state level. He is a board member of the Defence Reserves Support Council (Victoria), has a Bachelor of Arts degree and is a Graduate of the Australian Institute of Company Directors.

5.3 **Directors' Recommendation**

For the reasons set out above, the Directors, with Mr Baker abstaining, unanimously recommend Shareholders vote in favour of Resolution 3.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of this Resolution 3, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

The following resolutions are NOT SUPPORTED by the Board:

With respect to the persons below, who have nominated themselves for election as a Director, the Company understands that under the ASX Listing Rules, ASX will require any appointment would be subject to the receipt of satisfactory outstanding checks. The Company has not yet fully completed the appropriate checks required prior to making an appointment to a ASX listed company board which would usually include checks as to the person's character, experience, education, criminal record and bankruptcy history.

6. Resolution 4 - Election of non-Board endorsed Director candidate Mr Robert Kilgannon

6.1 General

Rule 8.3 of the Company's Constitution provides that no person other than a retiring Director or a Director vacating office is eligible to be elected a Director at any general meeting unless a notice of the Director's candidature is given to the Company at least 30 Business Days before the meeting.

The Company lodged with ASX, on 8 October 2020, a notice advising of the closing date for any nominations for the 2020 AGM. Laneway has received a nomination from an external candidate, Mr Robert Kilgannon.

6.2 Information regarding the candidate

Mr Kilgannon has provided the following statement in relation to his nomination. The information provided in the statement has not been edited, verified or substantiated by the Company and the comments made by Mr Kilgannon are not endorsed by the Company.

Statement provided by Mr Kilgannon

Mr Robert Kilgannon is currently a practising solicitor with over 25 years' corporate experience in Merchant Banking (including a senior dealer position in the money market and exposure to gold forward sales), Heavy Vehicle operations and Legal practice. He holds a Master of Commerce (Property Investment and Development), Graduate Diploma of Legal Practice, Diploma in Law, Associate Diploma of Applied Science (Building), Certificate IV in Assessment & Workplace Training, and Certificate III in Transport & Distribution (Road Transport) and is a member of AMPLA.

6.3 Directors' Recommendation

The Board is unanimously of the belief that it is not in the best interests of the Company and its shareholders that Mr Kilgannon be elected as a Director and recommends that shareholders vote **against** the nomination of Mr Robert Kilgannon for election as a Director of Laneway. The Chairman of the meeting intends to vote undirected proxies against Mr Kilgannon's election.

7. Resolution 5 - Election of non-Board endorsed Director candidate Mr Roderick Young

7.1 General

Rule 8.3 of the Company's Constitution provides that no person other than a retiring Director or a Director vacating office is eligible to be elected a Director at any general meeting unless a notice of the Director's candidature is given to the Company at least 30 Business Days before the meeting.

The Company lodged with ASX, on 8 October 2020, a notice advising of the closing date for any nominations for the 2020 AGM. Laneway has received a nomination from an external candidate, Mr Roderick Young.

7.2 Information regarding the candidate

Mr Young has provided the following statement in relation to his nomination. The information provided in the statement has not been edited, verified or substantiated by the Company and the comments made by Mr Young are not endorsed by the Company.

Statement provided by Mr Young

To whom it may concern

In considering Laneway Directorship for this AGM Mr Roderick John Young B.Sc., B.Soc.Sc.(Hons), P.G. Dip Public Policy, agrees to stand. Mr Young obtained a B.Sc. in materials processing engineering, and led into two post graduate degrees, that focus on policy planning and public policy.

Biographical details setting out relevant qualifications, skill and experience: Being born in Australia, and holds both a New Zealand and Australian passports. Mr Rod Young, 51 year old, at the time of AGM 2020, married for 20 years, with an 18 year old son, heading off to medical school. His wife, who is a Chartered Accountant, has worked for a number of billion dollar organisations and speaks more than three languages here in New Zealand.

Personal statement: "It is with great pleasure to offer my time and expertise to the board and to the shareholders."

At aged 14 years old Mr Young was first elected Secretary/Treasure of his school council in the least earthquake prone place in New Zealand Raglan Area School. Moving to the Second largest school in New Zealand with some of the highest grads in Math and Science in the Nation wide exams he also represented the first fifteen Rugby for 4 years over both schools.

At university Mr Young studied intermediate medicine at Waikato University and qualified to attend Otago Medical school in dentistry but chose to work towards an undergraduate degree in Materials Processing Engineering.

Doing postgraduate study he was elected to the University Alumni with ex officio members including the Chancellor Rt. Hon. Jim Bolger and Vice-Chancellor of Waikato University in 1994 Bryan Gould, a New Zealand Rhodes Scholar who pursued a career in the UK as a diplomat, Oxford law don, television journalist and politician, a member of Labour's Shadow Cabinet and contested the Labour Party leadership in 1992 against Tony Blair."

Mr Young served also on the Elected Body as Mature Student Officer and was the Post Graduate Student President for 15 months 2003-2005 looking after all the Masters and PhD students' over seven faculties and enjoying his time with Deans' and Professors' across the University. He stood for the national body but with the rise of gender equity was defeated by an equally competent opponent.

Mr Young stood for Mayor of the largest area, 14%, District, with 9% of NZ population, producing 29% of GDP in New Zealand. This was the area Mr Young was setting up his Alluvial Gold mine operation he founded and operated over a decade. By way of side note Mr Young obtained 25% of the Mayoral vote against the longest serving female Mayor in New Zealand who gained a seventh three year term. "Frana Cardno was the Southland District mayor from 1992 until her retirement in October 2013 and was awarded a Companion of the New Zealand Order of Merit for services to local government. Finance minister and former Clutha-Southland MP, Rt. Hon. Bill English has shared his memories of former Southland District Council mayor Frana Cardno".

Mr Young has experience in gold and silver mining in New Zealand spanning back 25 years. With the use of computer technology Mr Young pioneered prospecting on screen and opened up the undiscovered regions of New Zealand, that only recent, aerial magnetometer mapping has confirmed, and did it with the use of old gold mining maps of gold finds and used photos of minerals maps overlaid this on google maps. Combining the three map types together set out a rich tapestry to decipher and with skill identified hidden prospective areas both on land and under the sea. Knowing how to form companies and secure gold and silver minerals rights has led to areas claimed with potentially billions of dollars of ore.

The resources Mr Young brings goes beyond the knowledge of 6 major caldera and 23 existing mines, it stretches past a rich cluster arrangement epithermal gold and silver deposits unque in the world, and it recognises the area historically that raised 7,000,000 ounces of gold and 70,000,000 ounces of silver and still operates as Waihi Mine. Laneway's claim is just up the road and Mr Young showed Laneway Staff to the areas with their rock hammers and magnification glass and introduced them around to the old knowledge in the area to get them started. He signed over mineral rights in Wellington to get the early Directors conversant with the staff and location of the Ministry of Government that holds these concessions.

Mr Young will be a good fit on the Board of Directors, in my honest opinion, of Laneway Resources LTD and fully understands the commitment of governance and management of starting and operating gold mines in New Zealand's legislative environment. Opportunities abound as the Continental Shelf of Zealandia opens up to international recognition. Mr Young has knowledge of the 95% of an estimated \$20 trillion in Crown Minerals, and other resources, underwater, and 5% on land, and brings valuable geographical experience to Laneway. I ask for your vote and consent to serve you with all the fiduciary duty required to execute my role.

Two limited liability companies were created by Mr Young with 100% shareholder at times and acting as Managing Director, one in alluvial gold and platinum, and one hard rock gold and silver deposits. Both these interests have been sold down. To concentrate on the next stage of the industry. By way of disclosure Mr Young owns shares in New Talisman Gold Mine Limited. He holds a Directorship at the time of the AGM in RJY Consulting Ltd that is one of 195 Licence Fish Receivers in New Zealand. I look forward to being on the ballot of Laneway as Director at the AGM for the Shareholders to consider. I will be signing pledge to resign going forward to safe guard your interests as shareholders and it is always a difficult time to bring on a new Director. But the existing directorship will keep me in line and show me the ropes. I will be up to speed in no time. Kind regards. And thank you in advance for your vote. Kind regards Rod Young.

7.3 Directors' Recommendation

The Board is unanimously of the belief that it is not in the best interests of the Company and its shareholders that Mr Young be elected as a Director and recommends that shareholders vote **against** the nomination of Mr Roderick Young for election as a Director of Laneway. The Chairman of the meeting intends to vote undirected proxies against Mr Young's election.

8. Interpretation

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

Annual Report means the document entitled "Annual Report to Shareholders" for the Company released to the ASX on 29 September 2020.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires).

Auditor's Report means the document dated 29 September 2020 entitled "Independent Auditor's Report to the Members".

Balance Sheet means the Consolidated Balance Sheet for the Company as at 30 June 2020 contained within the Annual Report.

Board means the board of directors of the Company.

Chair means the person who chairs the Meeting.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition.

Company means Laneway Resources Limited ACN 003 049 714.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

Directors' Declaration means the declaration dated 29 September 2020 contained within the Annual Report.

Directors' Report means the document dated 29 September 2020 entitled 'Directors' Report' contained within the Annual Report.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Financial Benefit has the meaning given to that term in section 229 of the Corporations Act.

Key Management Personnel or **KMP** has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rule means the official listing rules of the ASX as amended from time to time.

Meeting, Annual General Meeting or **AGM** means the annual general meeting to be held at HopgoodGanim Limited, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000 on Monday, 30 November as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Official List means the official list of ASX.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Related Party has the meaning in section 228 of the Corporations Act.

Remuneration Report means the remuneration report as contained in the annual Directors' Report of the Company for the financial year ending 30 June 2020.

Resolution means a resolution as set out in the Notice of Meeting.

Securities has the meaning in section 92(1) of the Corporations Act.

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

Share Registry means Link Market Services Limited

Shareholder means a holder of Shares in the Company.

Statement of Cashflows means the consolidated Statement of Cashflows for the Company for the year ended 30 June 2020.

Statement of Financial Performance means the consolidated statement of Profit or Loss and Other Comprehensive Income for the Company for the year ended 30 June 2020 contained within the Annual Report.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Paul Marshall (**Company Secretary**):

Email: pmarshall@lanewayresources.com.au

Schedule 1 Proxy, representative and voting entitlement instructions

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Laneway Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Facsimile No: +61 2 9287 0309

Telephone Phone: 1300 554 474

Alternative online voting can be accessed at: www.linkmarketservices.com.au. Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

If Shareholders wish to attend the Meeting in person they will need to contact the Company Secretary Mr Paul Marshall (Email: pmarshall@lanewayresources.com.au) in order for the Company to ensure it is able to maintain compliance with any COVID-19 related restrictions applicable as at the date of the Meeting.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 28 November 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | Where the company has a Sole Director, who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place |

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Laneway Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Laneway Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Brisbane time) on Monday, 30 November 2020 at HoggoodGanim, Level 7 Waterfront Place, 1 Eagle St, Brisbane, QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote all available undirected proxies in favour of each of Resolution 1, 2 and 3 and against Resolutions 4 and 5.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Resolutions	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of non-Board endorsed Director candidate Mr Roderick Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Peter Wright as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Mr Mark Baker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of non-Board endorsed Director candidate Mr Robert Kilgannon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. 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 this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Brisbane time) on Saturday, 28 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Laneway Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**