

Notice of Annual General Meeting and Explanatory Memorandum

Laneway Resources Limited ACN 003 049 714

Date of Meeting: Monday, 31 January 2022

Time of Meeting: 3.00pm (Brisbane time)

Place of Meeting: Laneway Resources
Level 21
110 Mary 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.

Each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote online (www.linkmarketsecurities.com.au) or by lodging the proxy form attached to this Notice in accordance with the instructions set out on that form by no later than 9.00am on 29 January 2022.

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 Laneway Resources, Level 21, 110 Mary Street, Brisbane, Qld 4000, on Monday, 31 January 2022 at 3.00pm (Brisbane time).

Terms used in this Notice of Meeting are defined in section 7 (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 2021.

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 2021 (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 Richard Anthon 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 Richard Anthon, 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 Bradley Gordon 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 Bradley Gordon, who was appointed to the Board following the last annual general meeting of the Company and who retires in accordance with Rule 8.1 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

The following resolution is 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.”

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 December 2021

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 Laneway Resources, Level 21, 110 Mary Street, Brisbane, Qld 4000, on Monday, 31 January 2022 at 3.00pm (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 Resolution 4. The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 1, 2 and 3 and against Resolution 4.

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 7.

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 2021 was released to ASX on 30 September 2021.

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 Richard Anthon as a Director**

4.1 **General**

Mr Anthon was appointed as a Director on 28 June 1996 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 Richard Anthon 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 Anthon 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 Anthon 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 Anthon (if elected), will continue to be an independent Director.

4.2 Qualifications and other material directorships

Rick is a non-executive director of the Company. He holds a Bachelor of Arts and a Bachelor of Laws from the Australian National University. Rick has over thirty-five years' experience in corporate and commercial law. He has worked both as a Director and adviser to numerous resource companies and has extensive project planning, acquisition and development, capital raising and corporate governance skills.

Other Listed Company Directorships in the past three years:

- Greenwing Resources Ltd (formerly Bass Metals Ltd) (appointed October 2013)
- Armada Minerals Ltd (appointed June 2021)

4.3 Directors' Recommendation

For the reasons set out above, the Directors, with Mr Anthon 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 Bradley Gordon as a Director

5.1 General

Mr Gordon was appointed as a Non-executive Director on 14 December 2020 and as Managing Director on 1 March 2021.

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

Under Rule 8.1 of the Company's Constitution, the Board has the power at any time to appoint any person as a Director. A Director appointed under this Rule shall hold office until the next annual general meeting of the Company and is then eligible for re-election. Mr Bradley Gordon was appointed as a Director by the Board on 14 December 2020.

Pursuant to Rule 8.1 of the Company's Constitution, Mr Gordon retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Prior to submitting himself for election, Mr Gordon 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 Gordon 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 Gordon (if elected), will not be an independent Director as he is engaged in an executive position by the Company.

5.2 **Qualifications and other material directorships**

Brad Gordon is a seasoned resource industry executive with 30 years' experience in the gold, copper and mineral sands industries with operational and gold industry experience, both in large scale open pit mining and underground operations. As CEO he grew LSE listed Acacia Mining Ltd's market capitalisation from approximately £450 million to £2.5 billion (A\$800 million to A\$4.5 billion), transforming the business into a significant cash generating operation.

Mr Gordon was CEO of Intrepid Mines for 5 years during which its market capitalisation increased to A\$1.4 billion through a series of corporate deals with the value primarily driven by the discovery and development of the world-class Tujuh Bukit gold-copper-silver project in Indonesia. He was also previously CEO of Emperor Mines in Fiji and Managing Director of Placer Dome Asia Pacific. Mr Gordon holds a Mining Engineering degree from the Western Australia School of Mines (Curtin University) and an Executive MBA from INSEAD, France.

Other Listed Company Directorships in the past three years:

- Firefinch Ltd (appointed April 2021)
- Aus Tin Mining Ltd (appointed May 2021)

5.3 **Directors' Recommendation**

For the reasons set out above, the Directors, with Mr Gordon 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 resolution is NOT SUPPORTED by the Board:

With respect to the person below, who has 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.

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

I am 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. I hold 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 am a member of the Energy & Resources Law Association.

If elected to the Board I will advance the following:

Share Consolidation

Under section 254H of the Corporations Act, a company may consolidate its securities if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

LNy urgently needs such a of re-organisation of capital. As the American political strategist Lee Atwater said simply and succinctly: "perception is reality". Our price, at fractions of a cent, condemns us to being classed as a 'penny dreadful' in the eyes of many potential investors.

And worse.

There are further 'mechanical' reasons why LNY should consolidate: in my view at 1 for 10.

If an investor wishes to buy LNY presently where the bid is \$0.005 and the offer is \$0.006, the buyer is faced with a 'spread' of 20% to take the offer. 20%, in the current investment environment, represents a good deal more than two years of solid returns on capital. Who wants to start out 'down' that much because of the spread?

If we consolidate 1 for 10, then there would be 10 additional price points for the investor, with 'spreads' in the region of 2%; entirely more palatable, and the consolidation would not change your share of LNY; how big your 'slice of the pie' is so to speak.

The proposed consolidation would not result in any change to the substantive rights and obligations of existing shareholders. LNY's balance sheet and tax position would remain unaltered as a result of the consolidation

As I've outlined, it simply makes us more investor friendly.

Reduce the number of Directors on the Board

My view is that, in all the circumstances of LNY's market capitalization, turnover, business activity and with one eye on the practices of comparable miners on the ASX, LNY would be better served by a Board of 3 Directors.

Clearly Brad (the miner) has a place there, as does Steve (the financier). That leaves one place. This should be filled by a person qualified in the Law. Other senior skills can be engaged as required.

Prioritise processing over drilling

Although encouraged by recent drilling results my view is that LNY should prioritise cashflow over exploration at this point. The funds generated from the last mining campaign need to be applied to the processing options canvassed below rather than expanding the Ore Reserve. There'll be plenty of time for that later; the second half 2022.

Clean, Green Gold

I take a pragmatic view on the environment. It's not an issue of 'believing' or 'not believing' in climate change; and I don't know if that's all that relevant here anyway. What I do know is that there is a clear and unstoppable trend towards enterprises such as LNY becoming more environmentally friendly through sustainable practices.

And, as you very well know 'the trend is your friend'!

The Clean Mining gold recovery process, developed by Australia's CSIRO, replaces cyanide and mercury with a safer, less hazardous chemical reagent. This alternative gold recovery solution is non-toxic and dissolves fine gold out of ores into a solution, which can then be recovered through further processing.

The gold recovery agent is an inorganic compound – non-toxic, non-flammable and water soluble. While others have identified similar compounds previously, the Clean Mining technology, developed by the CSIRO, is applicable to a range of ores for responsible mining operators.

Clean Mining technology is particularly attractive to socially and environmentally responsible junior producers who don't want the compliance and rehabilitation costs associated with cyanide (the CIL process than LNY ore processors use). Clean Mining, for example, offers a mobile/transportable and scalable plant design that is ideally suited to small, high-grade deposits that might otherwise be stranded.

In terms of process, there are six stages through to deployment:

1. Feasibility Study
Clean Mining works with LNY to undertake a feasibility study of our intended site/s. This considers our site specifics, such as power and water availability, grade and ore type/s, tonnage estimations and more.
2. Laboratory Testing
To determine the right equipment for optimal gold recovery, Clean Mining would conduct laboratory testing of our supplied ore.
3. Technology & Equipment
After considering our site and ore qualities, as well as our budget, Clean Mining would recommend the equipment required to support our gold mining operations. Clean mining recommendations would provide details and budget estimates, where relevant, covering:
 - All aspects of plant design.
 - Mining licence approval requirements.
 - Plant installation and commissioning parameters, plus ongoing maintenance, upgrade and refurbishment that should be anticipated.
 - Operating procedures for your specific equipment setup.
 - End of mine plant de-commissioning and re-location requirements.
4. Plant Manufacture & Commissioning
Clean Mining offers a turn-key approach to plant assembly. They manufacture, install, commission and test our plant onsite.
5. Know How
Plant and equipment training would be conducted with a Clean Mining staff member or a fully trained contractor in our region. The training covers:
 - Testing processes to review the efficiency of non-toxic gold recovery agent.
 - Plant and equipment operation.
 - Process and procedural documentation.
 - Occupational health, safety and engineering (OHSE) compliance and monitoring.
 - Plant optimisation.
 - Chemical optimisation and re-usability.
 - Mine closure and rehabilitation processes and requirements.

Clean Mining offers comprehensive support for all clients.

6. Reagent / Chemicals

Clean Mining would supply the reagent and all other chemicals used in the gold recovery process to our site. The reagent is a premium chemical formulation, tailored to meet our site and ore type to ensure we achieve optimal gold recovery outcomes. The reagent and chemicals would be supplied by Clean Mining for the life of the mine.

If viable for LNY this is a massive positive:

- Think Federal and State grants.
- Oodles of positive (and free) media coverage
- Expand the pool of investors, attracting ethical investors to invest in LNY gold mining and processing
- From LNY recent tweet: “The company’s plan longer term is to grow the resource beyond 1 million ounces, at which size it should be able to justify the development of a processing plant onsite” These Clean Mining plants can be scaled (and made mobile) to be appropriate for the Ore reserves we have currently, without the need to further prove up the Mineral resource.
- From LNY 2020 Annual Report: “One of the Whittle run scenarios generated a much larger shell containing 120,000 t of high-grade material at 5.7 g/t Au for 120,000 Oz Au. This size of operation is not currently possible to mine due to the current granted Environmental Authority conditions.” Leverage: one could easily imagine the favourable treatment an application for an expanded Environmental Authority incorporating this technology may receive.
- From LNY 17 August 2020 ASX Announcement: “Additional environmental studies are currently being undertaken which will facilitate obtaining approval for the necessary amendments.” This process could be incorporated into the studies, on Clean Mining being considered viable.

This does not have to be an either/or to a Georgetown toll processing option or traditional onsite plant.

I would invite the Clean Mining Co/Clean Earth Technologies group to present to the Board of Directors as a matter of priority, so that an informed view could be formed as to viability.

Director’s remuneration

I personally undertake to use all post tax remuneration received by me by virtue of being a LNY director to buy LNY shares during the director trading window period.

This statement is made on the facts disclosed and known to me at 24 December 2021

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. 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 30 September 2021.

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 30 September 2021 entitled “Independent Auditor’s Report to the Members”.

Balance Sheet means the Consolidated Balance Sheet for the Company as at 30 June 2021 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 30 September 2021 contained within the Annual Report.

Directors’ Report means the document dated 30 September 2021 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 Laneway Resources, Level 21, 110 Mary Street, Brisbane, Queensland 4000 on Monday, 31 January 2022 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 2021.

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 2021.

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 2021 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 29 January 2022. 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
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 07 3108 3500 Overseas: +61 7 3108 3500



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 **3:00pm (Brisbane time) on Monday, 31 January 2022 at Laneway Resources, Level 21, 110 Mary Street, 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 Resolution 4.

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*

1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Richard Anthon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Bradley Gordon 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)

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 **3:00pm (Brisbane time) on Saturday, 29 January 2022**, 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:



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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**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.**