
Mn Energy Ltd
ACN 169 719 993

NOTICE OF ANNUAL GENERAL MEETING

An annual general meeting of the Company will be held at The Executive Centre Level 25 108 St Georges Terrace Perth WA 6000 on 29 October 2021 at 10:30AM (WST).

*This Notice of Annual General Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from
their accountant, solicitor or other professional adviser prior to voting.*

IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE, QUESTIONS AND VOTING

The Company is aware that, at present, there may continue to be significant delays in parts of the Australian postal system as a result of the COVID-19 pandemic, which may potentially adversely affect both the receipt and return of proxy voting forms by Shareholders. Accordingly, the Board has sent by email the Notice of Annual General Meeting and Explanatory Memorandum to all Shareholders who have provided an email address to the Company. A copy of the Notice of Annual General Meeting and Explanatory Memorandum can also be accessed online at the following address: www.mnenergy.com.au/AnnualReports.

Shareholders are strongly encouraged to vote prior to the Meeting by appointing the Chair as their proxy.

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting regarding this Notice or the Company's Annual Report, in writing by email to Director Suraj Sanghani at suraj.sanghani@mnenergy.com.au by no later than 10.30am (WST) on 27 October 2021, two days prior to the Meeting. Shareholders will also be able to ask questions during the Meeting.

Enquiries

Shareholders are requested to contact Director Suraj Sanghani at suraj.sanghani@mnenergy.com.au if they have any queries in respect of the matters set out in this Notice of General Meeting or the Explanatory Memorandum.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Shareholders of Mn Energy Ltd (**Company**) will be held at The Executive Centre, Level 25 108 St Georges Terrace Perth WA 6000 on 29 October 2021 at 10:30AM (WST) (**Meeting or AGM**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of this Notice.

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 as Shareholders on 27 October 2021 at 10:30AM (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 5.

AGENDA

1. Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2021, together with the reports by directors and auditors thereon.

2. Resolution 1 – Re-Election of Ms Annette Spindler Crabbe as a Director

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

"That Mr Annette Spindler Crabbe, being a Director of the Company who retires in accordance with article 7.2(a) of the Constitution, be elected as a Director of the Company."

3. Resolution 2 – Re-Election of Mr Robert Shane Sebek as a Director

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

"That Mr Robert Shane Sebek, being a Director of the Company appointed as an additional Director under article 7.6(a) of the Company's Constitution and holding office until the next annual general meeting of the Company after his appointment in accordance with article 7.6(c) the Company's Constitution, be elected as a Director of the Company."

Dated 28 September 2021

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "M. Kitney". The signature is fluid and cursive, with a small dot at the end.

Mr Michael John Kitney
Chair

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Executive Centre, Level 25, 108 St Georges Terrace Perth WA 6000 on 29 October 2021 at 10:30AM (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Resolutions 1 and 2 – Re-election of Directors

3.1 General

Ms Annette Spindler Crabbe was appointed as Director on 21 May 2018. She will retire at the Meeting in accordance with article 7.2(a) of the Constitution and, being eligible, offers herself for re-election as a Director.

Mr Robert Shane Sebek was appointed as a Director by the Board, with effect on 1 August 2021. He will retire at the Meeting in accordance with article 7.6(c) of the Constitution and, being eligible, offers himself for re-election as a Director.

The Board (other than the relevant Director in relation to her or his own re-election) recommends that Shareholders vote in favour of the re-election of each Director.

The Chair intends to vote undirected proxies in favour of Resolutions 1 and 2.

3.2 Director's Profile – Ms Annette Spindler Crabbe (Resolution 1)

Ms Crabbe has worked exclusively in the private sector predominately with a family owned Mining Services business. Annette began her career as a Laboratory Technician, managing and running a lab facility at Auvex Resources Ant Hill manganese mine. Annette's role constituted the collection of samples from the site process streams, preparation of samples prior to analysis and analysing the content of manganese as well as impurities utilising an x-ray fluorescence to report grade control to the Site Manager for stockpile blending which ensured correct grades were shipped to world markets. After Auvex was taken over by Mineral Resources, Annette progressed to work in the company's crushing and processing plants initially as an Operator through to Managing the operations and maintenance of various sites.

Moving to England in 2015, Ms Crabbe was employed by Carey Group in their Civil Engineering Branch. Carey's is a privately-owned, industry leading Construction Company. Annette worked primarily in an Office Management Position based on Carey's flagship project, Battersea Power Station, and was relied upon to ensure the site was compliant with legal, environmental and health and safety regulations reporting to the Project Management team.

On moving back to Australia, Annette accepted an offer to complete a Bachelor of Commerce majoring in Finance and Economics at Curtin University and has received a Diploma of Business Management.

3.3 Director's Profile – Mr Robert Shane Sebek (Resolution 2)

Mr Sebek is a qualified geologist with 25+ years of experience in the resource sector including exposure to import/export analysis and negotiations. He has held senior mining and exploration positions in Western Australia and Victoria as well as consulting roles in the fields of precious metals refining and tenement management within all states in Australia.

Mr Sebek was the Managing Director of ASX listed Iron Mountain Mining Ltd (ASX:IRM) between 2008-2016 during which he oversaw the discovery and delineation of gold, bauxite and magnetite deposits and the acquisition and sale of bauxite, gold and iron ore projects. During this time, IRM was 100% organically funded resulting in zero capital dilution and maximum shareholder value. Prior to this, Mr. Sebek was employed as a Metals Analyst with Commonwealth Bank Australia providing technical and financial analysis on global and domestic mining and exploration projects.

Mr Sebek offers a full suite of geological, corporate and management services from initial project assessment to detailed investment analysis and evaluation as well as consultancy services for bulk commodity broking/trading.

4. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Company means Mn Energy Ltd ACN 169 719 993.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Meeting or **AGM** has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

PROXY FORM

MN ENERGY LTD
ACN 169 719 993

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at The Executive Centre, Level 25, 108 St Georges Terrace Perth WA 6000 on 29 October 2021 at 10:30AM (WST) and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions, to the extent permitted by all applicable voting exclusions and voting prohibitions.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-Election of Annette Spindler Crabbe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Robert Shane Sebek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in
relation to this Proxy Form:

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney to the Company, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to PO Box 2019, Mandurah DC, WA 6210; or
 - (b) email to Director Suraj Sanghani at suraj.sanghani@mnenergy.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.