
Mn Energy Ltd
ACN 169 719 993

NOTICE OF ANNUAL GENERAL MEETING

An annual general meeting of the Company will be held at Boardroom, 589 Stirling Highway, Cottesloe WA 6011 on 7 December 2022 at 10:00AM (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

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

Shareholders 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 10:00am (WST) on 5 December 2022, 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 Boardroom, 589 Stirling Highway, Cottesloe WA 6011 on 7 December 2022 at 10:00AM (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 5 December 2022 at 10:00AM (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 4.

AGENDA

1. Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2022, together with the reports by directors and auditors thereon.

2. Resolution 1 – Re-Election of Mr Michael John Kitney as a Director

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

"That Mr Michael John Kitney, 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 Simon Malcolm Andrew as a Director

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

"That Mr Simon Malcolm Andrew, 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."

4. Resolution 3 – Appointment of auditor

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Rothsay Audit & Assurance Pty Ltd, having consented to act as the Company's auditor, be appointed as auditor of the Company with effect from the date of the Meeting."

Dated 9 November 2022

BY ORDER OF THE BOARD



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 Boardroom, 589 Stirling Highway, Cottesloe WA 6011 on 7 December 2022 at 10:00AM (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

Mr Michael John Kitney was appointed as Director on 19 March 2020. He will retire at the Meeting in accordance with article 7.2(a) of the Constitution and, being eligible, offers himself for re-election as a Director.

Mr Simon Andrew was appointed as a Director by the Board, with effect on 1 August 2022. 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 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 – Mr Michael John Kitney (Resolution 1)

Mr. Kitney is an internationally experienced extractive metallurgist with in excess of 40 years' experience in resource evaluation and project development roles in Australia and internationally.

Most recently he held the role of Chief Metallurgist for Prospect Resources Limited, (ASX:PSC) responsible for lithium beneficiation process design and project feasibility study management. His prior appointment was as COO for Kasbah Resources Limited, responsible for all aspects of resource development, metallurgical development, project feasibility and stakeholder engagement for the Achmmach Tin Project in Morocco.

Metallurgical process testing and design include heavy mineral recovery using gravity methods, magnetic separation and base metal and lithium mineral flotation process design. Hydrometallurgical process experience includes bauxite refining, lithium chemicals production, gold extraction and recovery and copper leaching and recovery.

He has contributed to project development and construction throughout Africa, SE Asia, the CIS and Australia. He presently holds non-executive director positions with Breaker Resources NL (ASX:BRB), Scorpion Minerals Limited (ASX:SCN) and Monument Mining Limited (TSX:MMY). Mr. Kitney holds a Master of Science degree from WA School of Mines (Mineral Economics) and is a member of the AusIMM and Australian Institute of Company Directors.

3.3 Director's Profile – Mr Simon Malcolm Andrew (Resolution 2)

Mr Andrew has over 20 years' experience in financial markets in Asia and Australia. He has previously held senior management positions at various global investment banks including Deutsche Bank, Lehman Brothers, Merrill Lynch and BNP Paribas. These roles included leading the equity sales desk for BNP Paribas and heading the Refining and Petrochemicals sector research team at Deutsche Bank in Asia as well as spending 5 years as a research analyst at Hartley's covering the oil and gas and industrial sectors.

Mr Andrew is currently a director of ASX listed Mamba Exploration Limited (ASX: M24), Riversgold Limited (ASX:RGL), Recharge Metals Limited (ASX:REC) and Olympio Metals Limited (ASX:OLY).

Mr Andrew holds a Bachelor of Science (Chemistry) with second class Honours.

4. Resolution 3 – Appointment of auditor

4.1 General

The Company's previous auditor (Rothsay Auditing) has resigned, and ASIC has accepted that resignation.

Pursuant to section 327C of the Corporations Act, the Board has appointed Rothsay Audit & Assurance Pty Ltd as the Company's auditor to fill the casual vacancy in the office of auditor. Rothsay Audit & Assurance Pty Ltd has informed the Company that the audit report will continue to be signed by the same lead auditor, the same audit team will continue to be involved, and there will be no change in the conduct of the Company's audit.

An auditor appointed to fill a casual vacancy under section 327C of the Corporations Act holds office until the Company's next AGM. Accordingly, the appointment of Rothsay Audit & Assurance Pty Ltd as the Company's auditor will expire at the Meeting and the office of auditor will become vacant. The Company is required under section 327B(1)(b) of the Corporations Act to appoint an auditor to fill this vacancy.

Resolution 3 seeks Shareholder approval to re-appoint Rothsay Audit & Assurance Pty Ltd as auditor of the Company.

Rothsay Audit & Assurance Pty Ltd has given its written consent (which has not been withdrawn) to act as the Company's auditor.

In accordance with section 328B(1) of the Corporations Act, a current Shareholder has provided the Company with a written notice of the nomination of Rothsay Audit & Assurance Pty Ltd as the Company's auditor. A copy of this nomination is attached to this Notice at Schedule 1.

If Resolution 3 is passed, Rothsay Audit & Assurance Pty Ltd will remain as the Company's auditor.

The Board recommends that Shareholders vote in favour of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 3.

5. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

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.

SCHEDULE 1

Nomination of auditor

The Directors
Mn Energy Ltd
3 Colombo Street
Victoria Park WA 6100

Dear Directors

I, Michael John Kitney, being a member of Mn Energy Ltd (ACN 169 719 993) (**Company**), nominate Rothsay Audit & Assurance Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Act**) for appointment as auditor of the Company at the Company's 2022 annual general meeting.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Act.

Date: 9 November, 2022



Signature:
Michael John Kitney

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 Boardroom, 589 Stirling Highway, Cottesloe WA 6011 on 7 December 2022 at 10:00AM (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 Michael John Kitney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Simon Malcolm Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of auditor	<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: 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 3 Colombo Street, Victoria Park WA 6100; 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.