22 April 2020

Dear Shareholder

2020 Annual General Meeting

Manas Resources Limited’s 2020 Annual General Meeting (AGM) is scheduled to be held at 2:00pm (AWST) on Friday, 29 May 2020 at Level 2, 389 Oxford Street, Mount Hawthorn, Western Australia. The Notice of Meeting and proxy form is enclosed.

The Board recognises the importance of the AGM as an opportunity for shareholders to meet and engage with the directors. Due to the potential health risks and government restrictions in response to the COVID-19 pandemic, it is no longer possible for shareholders to attend this year’s AGM in person.

However, to encourage and facilitate shareholder participation, Manas will webcast the AGM live to registered shareholders. Shareholders will be able to watch the webcast and ask questions online by following the necessary instructions.

We encourage shareholders to continue to participate in the AGM and engage with the Board by:
(a) lodging a completed proxy form in accordance with the instructions on the enclosed proxy form (including Online voting). To be valid, your Voting Form or electronic voting instructions must be received by 2.00pm (AWST) on Wednesday, 27 May 2020. All voting will be conducted by poll using proxy instructions received in advance of the meeting.
(b) attending the live AGM webcast. Please visit the Manas website at www.manasresources.com.au in order to register for attendance at the AGM webcast.
(c) submitting questions in advance of the AGM by emailing them to info@manasresources.com by 5.00pm (AWST) on Wednesday, 27 May 2020. Shareholders attending the AGM webcast will still be able to submit questions online during the course of the AGM.

Should it become necessary to provide any further instructions on how to access the AGM webcast, such details will be advised to shareholders via the Company’s website and the ASX Company Announcement Platform at www.asx.com.au (ASX:MSR) prior to the AGM.

Authorised for release by:

Alan Campbell
Chairman
NOTICE OF ANNUAL GENERAL MEETING

– and –

PROXY FORM

DATE AND TIME OF MEETING:
Friday, 29 May 2020 at 2pm

VENUE:
Level 2, 389 Oxford Street, Mount Hawthorn
Western Australia 6016

These documents should be read in their entirety. If shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.
ACN 128 042 606

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of Manas Resources Limited (“Manas” or the “Company”) will be held on Friday, 29 May 2020 commencing at 2pm at Level 2, 389 Oxford Street, Mount Hawthorn, Western Australia 6016.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Report for the Year ended 31 December 2019

To receive and consider the financial report of the Company for the year ended 31 December 2019, together with the reports by the directors and auditors thereon.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with section 250R(2) of the Corporations Act 2001 (Cth) (“the Corporations Act”):

“To adopt the Remuneration Report as set out in the Directors' Report section of the Annual Report for the financial year ended 31 December 2019.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion applies and is described on the next page

3. Resolution 2 – Re-Election of Mr Susmit Shah as a Director

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That Mr Susmit Shah, who retires in accordance with Clause 3.6 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”
4. **Resolution 3 – Approval of 10% placement facility**

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

**Voting Exclusion:** The Company will disregard any votes cast in favour of this special resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair on the resolution as the chair decides; or

(c) a holder acting solely in a nominee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
   (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**GENERAL BUSINESS**

5. To transact any other business which may lawfully be brought forward.

**Voting Exclusion and Explanatory Notes**

**Resolution 1 Voting Exclusion:** Voting restrictions apply to Resolution 1 under the Corporations Act.

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

(a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report;

(b) a Closely Related Party of such a member.

However, a person (the “Voter”) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the Voter is the chair of the Meeting and the appointment of the chair as proxy:
   (i) does not specify the way the proxy is to vote on the resolution; and
   (ii) 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 key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

If you wish to appoint a member of the key management personnel (which includes each of the Directors and the Chair) as your proxy, please read the voting exclusion above and in the proxy form carefully. **Shareholders are encouraged to direct their proxies how to vote (as opposed to issuing an open proxy).**
How the Chair will vote available proxies

The Chair of the Meeting intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The proxy form expressly authorises the Chair to exercise undirected proxies in favour of remuneration related resolutions.

Default to the Chair

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote those proxies as directed.

Registered Shareholders

A registered shareholder may attend the Meeting in person or may be represented thereat by proxy. In accordance with section 249L of the Corporations Act, shareholders are advised that:

- the proxy need not be a shareholder of the Company;
- each shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion; and
- a shareholder who is 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. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

Accordingly, if you are a registered shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy in accordance with the instructions contained in the form and return it in accordance with the following:

Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be sent or delivered to the Company’s share registry, Automic Registry Services, not less than 48 hours before the time of the Meeting (or resumption of the adjourned Meeting) at which the person named in the instrument proposes to vote. Shareholders are able to submit their Proxies online or they can be sent or delivered to Automic Registry Services and lodgement details are provided in the Proxy Form that accompanies this Notice.

The instrument appointing the proxy must be received by the Company at the address specified in the proxy form at least 48 hours before the time notified for the Meeting.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5.00pm WST on 27 May 2020 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD

S M Shah
Company Secretary
Perth, Western Australia
20 April 2020

*Members are encouraged to complete and return a proxy form. As physical access to the Meeting will be restricted in accordance with legislative requirements and directives from the Federal and WA State Governments, it is particularly important that Members make every effort to submit their proxy forms before the due date (refer to the Proxy Form for details).

All Resolutions will be determined by poll.
MANAS RESOURCES LIMITED (ACN 128 042 606)

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of shareholders of Manas Resources Limited (“Manas” or the “Company”) in connection with the business to be conducted at the Annual General Meeting to be held on Friday, 29 May 2020 at 2pm at Level 2, 389 Oxford Street, Mount Hawthorn, Western Australia 6016.

This Explanatory Statement should be read in conjunction with the accompanying Notice.

2. ANNUAL REPORT

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the Company’s audited financial statements for the financial year ended 31 December 2019, together with the report of the auditor thereon will be tabled at the Meeting, and shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

Representatives from the Company’s auditors, HLB Mann Judd, will be available to take shareholders’ questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company’s website at www.manasresources.com for you to download or read online. Alternatively, you can obtain a hard copy by contacting the Company.

3. RESOLUTION 1 – Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 31 December 2019 (the “Remuneration Report”). The Remuneration Report is a distinct section of the Annual Report which deals with the remuneration of directors and executives of the Company.

By way of summary, the Remuneration Report:

(a) explains the Company’s remuneration policy and the process for determining the remuneration of its directors and executive officers;

(b) addresses the relationship between the Company’s remuneration policy and the Company’s performance; and

(c) sets out the remuneration details for each director and executive officer named in the Remuneration Report for the financial year ended 31 December 2019.

The directors recommend that Shareholders vote in favour of the adoption of the Remuneration Report. As previously stated, this resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote on this resolution into consideration when reviewing the remuneration practices and policies of the Company in the future.

The Chairman of the Meeting will provide Shareholders with reasonable opportunity at the Meeting to ask questions about, or to make comments on, the Remuneration Report.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where Shareholders have appointed the Chair of the Meeting as their proxy, the Chair will vote in favour of Resolution 1 “Adoption of Remuneration Report” unless the Shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.
4. **RESOLUTIONS 2 – Re-election of Director**

In accordance with the requirements of the Company’s Constitution, ASX Listing Rules and the Corporations Act, one-third of the directors of the Company (other than the Managing Director) and those who were last re-elected more than three years ago as well as directors appointed by the Board since the last annual general meeting retire from office at this annual general meeting of the Company and, being eligible, offer themselves for re-election. On that basis, Mr Susmit Shah will retire at the Meeting and offers himself for re-election. Details of Mr Shah’s qualifications and experience are available in the Annual Report, on the Company’s website and are summarised briefly below:

Susmit Shah, a director of the Company since May 2017, is an accountant with more than 35 years’ experience. Over the past 25 years, Mr Shah has been involved with a diverse range of Australian listed public companies in company secretarial and financial roles. His experience includes negotiation and conduct of mining joint ventures, public flotations and mergers and acquisitions.

Mr Shah presently has an interest in 3,000,000 ordinary shares in the Company. He is not considered an independent Director. The Board supports his re-election as a director.

5. **RESOLUTION 3 – Approval of 10% placement capacity**

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at an annual general meeting to allow it to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the AGM (‘10% Placement Facility’). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1. If Resolution is approved the Company will have an additional 10% placement capacity during the period up to 12 months after the Meeting, without obtaining subsequent shareholder approval and without using the Company’s 15% annual placement capacity available under Listing Rule 7.1.

### 7.1 Conditions of Approval

Approval under Listing Rule 7.1A is subject to the following:

- (a) Shareholder approval by way of Special Resolution at an AGM; and
- (b) the Company qualifying as an Eligible Entity. The Company is an Eligible Entity if the Company is outside the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company qualifies as an Eligible Entity.

### 7.2 Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one (1) class of quoted Equity Securities, being fully paid ordinary shares (ASX: MSR).

### 7.3 Minimum Issue Price

The minimum price at which the Equity Securities may be issued for the purposes of Listing Rule 7.1A.3 is 75% of the volume weighted average price for Equity Securities in that particular class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within ten (10) Trading Days of the date in paragraph (a), the date on which the Equity Securities are issued.

### 7.4 Risks associated with the Issue

The possible risks associated with an issue of Equity Securities under Listing Rule 7.1A.2 may include:

- the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

Listing Rule 7.3A.4 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of the Company’s Shares and three different numbers of Shares on issue in the Company (Variable ‘A’ in Listing Rule 7.1 and 7.1A). For convenience, we will refer to the latter as Variable ‘A’.

Table A below shows the dilution of existing Shareholdings on the basis of the current market price of Shares and the current number of Shares for Variable ‘A’ calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table (*) also shows:
two examples where Variable ‘A’ has increased by 50% and 100%. The number of ordinary Shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and

two examples of where the issue price of ordinary Shares has decreased by 50% and increased by 100% as against the current market price.

Table A – Potential dilution effect on utilisation of ‘Additional 10% Placement Capacity’(*)

<table>
<thead>
<tr>
<th>Variable ‘A’ in Listing Rule 7.1A.2</th>
<th>Dilution</th>
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<tr>
<td></td>
<td>$0.002</td>
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<td>50% decrease in issue price</td>
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<td>Issue price</td>
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<td>$0.008</td>
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<td></td>
<td>100% increase in issue price</td>
<td></td>
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<tr>
<td>Current Variable ‘A’ 2,643,162,488</td>
<td>10% Voting Dilution</td>
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<tr>
<td></td>
<td>264,316,249 shares</td>
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<tr>
<td>50% increase in current Variable ‘A’ 3,964,743,732</td>
<td>10% Voting Dilution</td>
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<td>396,474,373 shares</td>
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<tr>
<td>100% increase in current Variable ‘A’ 5,286,324,976</td>
<td>10% Voting Dilution</td>
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<td>528,632,498 shares</td>
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<td>$2,114,530</td>
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</table>

(*) Table A has been prepared on the following assumptions:

(a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
(b) No options and Performance Rights are exercised into Shares before the date of the issue of Equity Securities.
(c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding as the date of the Meeting.
(e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
(f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
(g) The issue price of $0.002, being the closing price of the Shares on ASX at the time of this Notice.

7.5 10% Placement Period
The date up to which the Equity Securities may be issued pursuant to Listing Rule 7.1A.1 is the earlier of:
(a) the date that is 12 months after the date of the Meeting at which the approval is obtained;
(b) the time and date of the Company’s next annual general meeting; or
(c) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.

The approval pursuant to Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

7.6 The Purposes of Issue
The purposes for which the Company may issue Shares, including on a non-cash basis when considered appropriate, pursuant to Listing Rule 7.1A.1 include the following:

- Côte de Ivoire exploration and pre-development costs, including land acquisition, government and community relations, site works, ongoing exploration and working capital.
- Ongoing assessment of other surrounding projects outside the core exploration area.
- Ongoing future working capital purposes, including corporate advisory and capital raising services.

The Company will comply with the disclosure obligations and requirements under Listing Rules 7.1A.3, and 7.1A.4 upon issue of any Shares.

7.7 The Company’s Allocation Policy
The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of recipients of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
(a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue
in which existing Shareholders can participate;
(b) the effect of the issue of the Shares on the control of the Company;
(c) the financial situation and solvency of the Company; and
(d) advice from corporate, legal, financial and broking advisors (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company provided that such persons are Exempt Persons.

7.8 Shareholder Approval
The Company previously obtained Shareholder approval under Listing Rule 7.1A. at the 2019 Annual General Meeting.

7.9 Equity Securities issued or expected to be issued in the 12 months prior to the Meeting
In the period following the 2019 Annual General Meeting and to the date of this Notice, the Company has not issued any Equity Securities.

7.10 Compliance with ASX Listing Rules 7.1A.4
When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX a list of the recipients of the Equity Securities and the number of Equity Securities issued to each recipient (not for release to the market), in accordance with Listing Rule 7.1A.4

7.11 Board Recommendation
The Board recommends that Shareholders vote in favour of this Resolution.

A voting exclusion statement is included in this Notice.
GLOSSARY

**Annual General Meeting** or **Meeting** means the meeting convened by the notice.

**ASX** means ASX Limited.

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

**Board** means the current board of directors of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

a) a spouse or child of the member;

b) a child of the member's spouse;

c) a dependent 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 dealing with the entity;

e) a company the member controls; or

a person prescribed by the **Corporations Regulations 2001 (Cth)**.

**Company** means Manas Resources Limited (ACN 128 042 606).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the Explanatory Statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Performance Right** is a right to be issued a Share upon satisfaction of certain performance conditions and the expiry of a vesting period as determined by the Board.

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.
AGM Registration Card

Vote by Proxy: MSR

Your proxy voting instruction must be received by 2:00pm (WST) on Wednesday, 27 May 2020, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on ‘Meetings’. Use the Holder Number as shown at the top of this Proxy Voting form.

✓ Save Money: help minimise unnecessary print and mail costs for the Company.
✓ It’s Quick and Secure: provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
✓ Receive Vote Confirmation: instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company’s share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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. A proxy form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate ‘Appointment of Corporate Representative’ should be produced prior to admission. A form may be obtained from the Company’s share registry online at https://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish subject to current COVID-19 isolation and social distancing requirements. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.
Complete and return this form as instructed only if you do not vote online
We being a Shareholder entitled to attend and vote at the Annual General Meeting of Monas Resources Limited, to be held at 2.00pm (WST) on Friday, 29 May 2020 at Level 2, 389 Oxford Street, Mount Hawthorn, Western Australia 6016 hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy, 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 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions

1. Adoption of Remuneration Report
   - For
   - Against
   - Abstain

2. Re-Election of Mr Susmit Shah as a Director
   - For
   - Against
   - Abstain

3. Approval of 10% placement facility
   - For
   - Against
   - Abstain

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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).