HAMPTON HILL MINING NL ACN 060 628 524

ANNUAL GENERAL MEETING

TIME: 11:30am (WST)

DATE: Monday 18 November 2024

PLACE: Country Women's Association of WA
Level 2, 1176 Hay Street, West Perth,
Western Australia

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Hampton Hill Mining NL will be held at the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Monday 18 November 2024 at 11:30am (WST).

The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the Directors' Declaration, the Directors' Report and the Auditor's Report.

2. RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – MR WILSON FORTE

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

"That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Wilson Forte, a Director, retires by rotation, and being eligible, is re-elected as a Director."

DATED: 15 OCTOBER 2024

BY ORDER OF THE BOARD

PETER RUTTLEDGE
COMPANY SECRETARY
HAMPTON HILL MINING NL

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the Country Women's Association of WA, Level 2, 1176 Hay Street, West Perth, Western Australia on Monday 18 November 2024 at 11:30am (WST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. It should be read in conjunction with the Notice of Meeting.

For those Shareholders who have not elected to receive a hard copy of the Annual Report, it can be accessed on the Company's website at **www.hamptonhill.com.au**.

FINANCIAL STATEMENTS AND REPORTS

The annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report and the auditor's report are presented for consideration at the Meeting.

The Company's website can be accessed at https://www.hamptonhill.com.au/Annual.htm for an electronic copy of the annual financial report.

The Chairman will allow a reasonable time for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, and the preparation and content of the auditor's report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit. Shareholders are not required to approve these reports.

RESOLUTION 1 – RE-ELECTION OF A DIRECTOR – WILSON FORTE

1.1 General

Clause 14.2 of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being shall retire from office, provided always that no Director except the Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his appointment, whichever is the longer, without submitting for re-election.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election. Accordingly, Mr Wilson Forte, who was last re-elected by Shareholders at the 2021 Annual General Meeting on 30 November 2021, retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

1.2 Qualifications and other material directorships

Mr Forte, BSc Hons (UWA), MAusIMM, MAIG, has been a Director of the Company since 30 August 1993.

Mr Forte is a Western Australian geologist with more than forty years' experience in mineral exploration in Australia, Southern Africa and Iran. For the past forty years he has mainly worked on the evaluation of gold and base metal projects in Western Australia. Mr Forte has held no other directorships of ASX listed companies.

1.3 Independence

Mr Forte is considered to be an independent Director of the Company.

1.4 Board recommendation

The Board supports the election of Mr Forte and recommends that Shareholders vote in favour of Resolution 1.

IMPORTANT INFORMATION

YOUR VOTE IS IMPORTANT
The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY
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 Shareholders at 5.00pm (WST) on 15 November 2024.

VOTING IN PERSON
To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY
If you do not wish, or are unable, to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a Shareholder.
To vote by proxy, please complete and sign the enclosed Proxy Form and return (with any power of attorney or other authority pursuant to which the proxy has been signed) by any of the following means:

- Hand delivery: Registered Office of Hampton Hill Mining NL
  Level 2, 9 Havelock Street, West Perth, WA 6005
- By mail: Hampton Hill Mining NL
  PO Box 689, West Perth, WA 6872
- By email: info@hamptonhill.com.au

Proxy Forms must be received by no later than 48 hours before the Meeting, being 11:30am (WST) on 16 November 2024.

You are entitled to appoint up to 2 proxies to attend the meeting (virtually) and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. 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 the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

VOTING BY POLL
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 who wish to vote by appointing a proxy are strongly urged to appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions are set out in the Proxy Form attached to the Notice of Meeting.

VOTING EXCLUSIONS
In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on certain resolutions by certain persons who are prohibited from voting on those resolutions. Details of any voting exclusions applicable to a specific resolution are set out in this Notice.

CORPORATE REPRESENTATIVES
Shareholders who are a body corporate may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority must be sent to the Company and/or registry in advance of the Meeting.
An appointment of corporate representative form is available from the website of the Company's share registry (www.automicgroup.com.au).

ENQUIRIES

Shareholders may contact the Company Secretary on +61 8 9481 8444 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the financial market operated by ASX Limited, as the context requires.

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

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Hampton Hill Mining NL (ACN 060 628 524).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

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

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 Company.

Shareholder means a holder of Shares in the Company.

Trading Days has the meaning given in the ASX Listing Rules.

WST means Australian Western Standard Time as observed in Perth, Western Australia.

HAMPTON HILL MINING NL

ACN 060 628 524

Level 2, 9 Havelock Street
West Perth WA 6005
Mailing Address:
PO Box 689, West Perth WA 6872

Telephone: 61 8 9481 8444
Facsimile: 61 8 9322 3456
Email: info@hamptonhill.com.au
Web: www.hamptonhill.com.au

Proxy Form

I/we.....(full name, block letters)

of.....being a member of **Hampton Hill Mining NL** hereby appoint

.....

or, failing him, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at **11:30am on Monday 18 November 2024,** and at any adjournment thereof in accordance with the directions indicated below.

MY/OUR INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is ☐ %

The proxy is directed to vote in relation to the resolutions referred to in the Notice as follows:

ORDINARY BUSINESS	**FOR**	**AGAINST**	**ABSTAIN**
Resolution 1: Re-election of Mr Wilson Forte as a director	☐	☐	☐

Chairman's Voting Intentions:

I/we understand that the Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

AUTHORISED SIGNATURE/S This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date

This form is to be used in accordance with the instructions overleaf

Instructions for completing and lodging this Proxy Form

1. In order to direct the proxy in relation to all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed “For”, “Against” or “Abstain”. Where no mark is made in any of the boxes for a resolution (that is no direction is given to the proxy) the proxy may vote as he sees fit. Please note that, if you mark the “Abstain” box for a particular resolution, your votes will not be counted in computing the required majority on a poll.

2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and, on a poll, to vote in their stead.

3. Where just one proxy is appointed, that proxy may vote both on a show of hands and on a poll. Where two proxies are appointed, neither proxy shall be entitled to vote on a show of hands and, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.

4. A proxy may, but need not, be a shareholder of the Company.

5. The Proxy Form must be signed by the shareholder or his attorney duly authorised in writing or, if the holder is a corporation, pursuant to Section 127(1) of the Corporations Act.

6. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must:

   either be deposited at the registered office of the Company, Level 2, 9 Havelock Street, West Perth, WA 6005,

   or be sent by post to Hampton Hill Mining NL, PO Box 689, West Perth, WA 6872,

   or be sent by email to info@hamptonhill.com.au

   in time to be received not later than 48 hours before the time fixed for the holding of the meeting.