

TRAKA RESOURCES LIMITED

ACN 103 323 173

Ground Floor, 43 Ventnor Avenue
West Perth WA 6005

Mailing Address:

PO Box 601, West Perth WA 6872

Telephone: 61 8 9322 1655

Facsimile: 61 8 9322 9144

Email: traka@trakaresources.com.au

Web: www.trakaresources.com.au

Replacement Proxy Form

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

of.....

being a member of **Traka Resources Limited** 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 adjourned Annual General Meeting of the Company to be held at **11:00 am on Monday 14 December 2020**, 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: Adoption of Remuneration Report

Resolution 6: Spill Meeting

Chairman's Voting Intentions:

I/we understand that the chairman of the meeting intends to vote undirected proxies in favour of Resolution 1 and against Resolution 6.

Additional Instructions:

Resolution 1: Where I/we have not specified above how my/our proxy is to vote in relation to Resolution 1 and my/our proxy is a member of the key management personnel of the Company, or a closely related party of that member, I/we understand that:

- a) where my/our proxy is the chairman of the meeting, I/we hereby expressly authorise him to exercise my my/our proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company;
- b) where my/our proxy is not the chairman of the meeting, he is not permitted to cast my/our vote on this resolutions, and my/our vote will not be counted in computing the required majority if a poll is called on this item.

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 Replacement 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, subject to restrictions that may apply, such as in the case of Resolution 1 – see below. 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 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 Replacement 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 Replacement Proxy Form (and any power of attorney or other authority pursuant to which the Replacement Proxy Form has been signed) must:
 - either be deposited at the registered office of Traka, Ground Floor, 43 Ventnor Ave, West Perth, WA 6005;
 - or be sent by mail to Traka Resources Limited, PO Box 601, West Perth, WA 6872;
 - or be sent by facsimile to Traka at (08) 9322 9144;
 - or be sent by email to traka@trakaresources.com.au;in time to be received not later than 48 hours before the time fixed for the holding of the meeting.
7. Proxy voting by key management personnel on remuneration related resolutions:

Resolution 1 – Adoption of the Remuneration Report

In accordance with subsection 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, either

- (a) a member of the key management personnel of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

Subsection 250R(5) however provides that a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above, and either:

- (a) the person does so as a proxy, appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) the person is the chairman of the meeting, and the appointment of the chairman of the meeting as proxy
 - (i) does not specify how the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Subsection 250BD(2) however states that the above prohibition does not apply to the chairman of the meeting where the appointment of the chairman of the meeting as proxy expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with a member of the key management personnel of the Company.

Shareholders eligible to cast a vote on Resolution 1 are encouraged to specify how their proxy is to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 1 overleaf.
