



PALADIN

Clean energy. Clear future.

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PALADIN ENERGY LTD
ABN 47 061 681 098
ASX:PDN
OTCQX: PALAF

28 October 2024

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Paladin Energy Ltd (ASX:PDN OTCQX: PALAF) (the **Company**) will be held in person on Friday, 29 November 2024 at 1.00pm (Perth time), at Corrs Chambers Westgarth, Level 6, Brookfield Place, Tower Two, 123 St Georges Terrace, Perth, Western Australia, 6000.

The Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from our website at: <https://www.paladinenergy.com.au/investors/asx-announcements/>.

Shareholders are encouraged to vote online at <https://www.investorvote.com.au/>, or please complete and return the Proxy Form in accordance with the instructions set out therein. Your proxy voting instruction must be received by 1.00pm (Perth time) on Wednesday, 27 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 259 129 (within Australia) or +61 3 9415 4867 (outside Australia).

Yours sincerely

Jeremy Ryan
Company Secretary

This announcement has been authorised for release by the Company Secretary of Paladin Energy Ltd.

PALADIN ENERGY LTD

ACN 061 681 098

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting

Friday, 29 November 2024

Time of Meeting

1:00pm (Perth time)

Place of Meeting

Corrs Chambers Westgarth, Level 6, Brookfield Place,
Tower Two, 123 St Georges Terrace, Perth, Western Australia, 6000

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Paladin Energy Ltd will be held at Corrs Chambers Westgarth, Level 6, Brookfield Place, Tower Two, 123 St Georges Terrace, Perth, Western Australia, 6000 on Friday, 29 November 2024 at 1:00pm (Perth time) for the purpose of transacting the following business.

AGENDA

BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the year ended 30 June 2024, together with the declaration of the Directors, the directors' report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2024.”

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

In accordance with the Corporations Act, the Company will disregard any votes cast on this resolution:

- (a) by or on behalf of either a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by a proxy if that proxy is a member of the Key Management Personnel at the date of the Meeting or a Closely Related Party of that member.

However, in each case above, votes will not be disregarded if they are cast as a proxy for a person who is entitled to vote on this resolution:

- (a) in accordance with a direction as to how to vote on the Proxy Form; or
 - (b) by the Chair pursuant to an express authorisation to exercise the proxy as the Chair decides even if this resolution is connected with the remuneration of the Key Management Personnel.
-

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PETER MAIN

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

“That Mr Peter Main, who stands for re-election in accordance with Listing Rule 14.5 and, being eligible, offering himself for re-election, be re-elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR PETER WATSON

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

“That Mr Peter Watson, who stands for re-election in accordance with Listing Rule 14.5 and, being eligible, offering himself for re-election, be re-elected as a Director.”

Other Business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board.

A handwritten signature in black ink, appearing to read 'Jeremy Ryan', with a stylized flourish at the end.

Jeremy Ryan
Company Secretary
28 October 2024

For the purposes of this Notice of Annual General Meeting:

"**Annual General Meeting**" or "**Meeting**" means the Company's 2024 annual general meeting convened by the Notice;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of directors of the Company;

"**Chair**" means the chair of the Meeting;

"**Closely Related Party**" of a member of 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
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the *Corporations Act*;

"**Company**" means Paladin Energy Ltd ACN 061 681 098;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Director**" means a director of the Company;

"**Explanatory Notes**" means the explanatory notes accompanying the Notice;

"**Key Management Personnel**" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise), or if the Company is part of a consolidated entity, of an entity within the consolidated group;

"**Listing Rules**" means the listing rules of the ASX;

"**Notice**" or "**Notice of Annual General Meeting**" means this notice of Annual General Meeting, including the Explanatory Notes;

"**Proxy Form**" means the proxy form accompanying the Notice;

"**Remuneration Report**" means the remuneration report set out in the directors' report section of the Company's annual report for the year ended 30 June 2024;

"**Shares**" means fully paid ordinary shares in the capital of the Company; and

"**Shareholder**" means a holder of Shares.

PROXIES

A Shareholder entitled to attend and vote at the Meeting may appoint a proxy. A Shareholder entitled to cast two or more votes at the Meeting can appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If such appointment is not made, then each proxy may exercise half of the Shareholder's voting rights. A proxy may, but need not be, a Shareholder.

Proxies must be delivered prior to 1:00pm (Perth time) on Wednesday, 27 November 2024 using one of the following methods:

Online:

At www.investorvote.com.au

By mobile:

Scan the QR Code on your Proxy Form and follow the prompts

By mail:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By fax:

1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

Custodian voting:

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

UNDIRECTED PROXIES

If a Shareholder entitled to vote appoints the Chair as their proxy (or the Chair becomes their proxy by default) and the Shareholder does not direct the Chair how to vote on resolution 1, the Shareholder may authorise the Chair in respect of that resolution to exercise the proxy notwithstanding that that resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Further details are contained in the Proxy Form.

Where the Chair is appointed as proxy for a Shareholder entitled to vote (or the Chair becomes their proxy by default), the Chair will (where authorised) vote all undirected proxies IN FAVOUR of resolutions 1, 2 and 3. Accordingly, if you appoint the Chair as your proxy and wish to vote differently to how the Chair intends to vote on any of the resolutions, you must mark "For", "Against" or "Abstain" on the Proxy Form for the relevant resolution.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company determines that members holding Shares at 7.00pm (Sydney time) on Wednesday, 27 November 2024 will be entitled to attend and vote at the Annual General Meeting.

If you cannot attend the meeting in person, you are encouraged to date, sign and deliver the accompanying proxy and return it in accordance with the instructions set out above under the heading 'Proxies'.

BODY CORPORATE REPRESENTATIVES

A body corporate member or proxy may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with, or presented to, the Company before the Meeting.

RESOLUTIONS

A simple majority of votes cast by Shareholders entitled to vote on the resolutions at the Meeting is required to approve an ordinary resolution submitted to Shareholders at the Meeting.

EXPLANATORY NOTES

The following information is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting.

The Directors recommend that Shareholders read the Explanatory Notes in full before making any decision in relation to the resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

The consolidated financial statements of the Company and its controlled entities and the reports of the Directors and auditor for the financial year ended 30 June 2024 will be presented for consideration.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Board is submitting its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding resolution as required under the Corporations Act.

The Remuneration Report forms part of, and is clearly identified in, the Directors' Report included in the Company's 2024 Annual Report. The Remuneration Report:

- explains the Board's framework for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- sets out remuneration details for each Director and members of the Key Management Personnel of the Company; and
- details and explains any performance conditions applicable to the remuneration of members of the Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Under the Corporations Act if:

- at an annual general meeting (the **later AGM**) at least 25% of the votes cast on a resolution to adopt the remuneration report are against the adoption of the remuneration report;
- at least 25% of the votes cast at the immediately preceding annual general meeting (the **earlier AGM**) on a resolution to adopt the remuneration report were against the adoption of the remuneration report; and
- no "spill resolution" (see below) was put at the earlier AGM, then a "spill resolution" must be put to shareholders at the later AGM that:
 - another general meeting (the **Spill Meeting**) be held within 90 days; and
 - all directors of the Company who:
 - were directors of the Company when the resolution by the directors to make the directors' report considered at the later AGM was passed; and
 - are not a Managing Director of the Company who may continue to hold office indefinitely without being re-elected to the office in accordance with the Listing Rules,cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting must be put to the vote at the Spill Meeting.

It is noted that at the Company's 2023 annual general meeting, less than 25% of the votes cast in respect of the adoption of the remuneration report were cast against the adoption of the remuneration report. As such, a "spill resolution" will not be required to be considered at the Meeting even if 25% or more of the votes cast on resolution 1 are against the adoption of the Remuneration Report.

Voting prohibitions apply to this resolution as specified in the Notice.

The Chair intends to vote all available proxies in favour of resolution 1, subject to any instructions of the Shareholder to the contrary included in the Proxy Form.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PETER MAIN

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Mr Peter Main was appointed to the Board on 11 December 2019 and re-elected as a Director at the Company's 2022 annual general meeting. As there is no new director or existing director due to stand for election or re-election Mr Main stands for re-election in accordance Listing Rule 14.5 and rules 12.7(b) and 12.7(c) of the Constitution as equal longest serving Director. Accordingly, in order for Mr Main to remain as a Director after the Meeting, Shareholders are required to re-elect Mr Main as a Director at the Meeting.

Mr Main's qualifications are set out below.

Mr Peter Main BBus

Term in office: Appointed as an Independent Non-Executive Director on 11 December 2019.

Independent: Yes.

Skills and experience: Mr Main is a mining and finance professional with extensive experience spanning more than 35 years. During that time, Mr Main has developed an extensive working knowledge in financial markets centred around the mining sector, developing a wealth of industry experience.

During his career, Mr Main spent 13 years in a variety of roles in the mining industry through to CEO in the later years of a TSX-V listed mining company. He spent more than 20 years in mining finance, more recently advising and managing the development of gold enterprises in the Northern Territory and Queensland. Mr Main primarily worked for investment banks, including 11 years managing the Royal Bank of Canada's (RBC) Australian equity sales and trading business and co-managing RBC's regional business and six years at Hartley Poynton as a mining analyst. Before that, he spent nine years in full time service in the Australian Army.

Board Committees: Member of Technical & Sustainability Committee and Member of Governance, Remuneration & Nomination Committee.

Current listed company directorships: None.

Other directorships: None.

Board recommendation: The Board (other than Mr Main because of his interest in the outcome of resolution 2) recommends that Shareholders vote in favour of Mr Main's re-election.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR PETER WATSON

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Mr Peter Watson was appointed to the Board on 11 December 2019 and re-elected as a Director at the Company's 2022 annual general meeting. As there is no new director or existing director due to stand for election or re-election Mr Watson stands for re-election in accordance Listing Rule 14.5 and rules 12.7(b) and 12.7(c) of the Constitution as equal longest serving Director. Accordingly, in order

for Mr Watson to remain as a Director after the Meeting, Shareholders are required to re-elect Mr Watson as a Director at the Meeting.

Ms Watson's qualifications are set out below.

Mr Peter Watson BEng (Hons), FIEAust, GAICD, RPEQ

Term in office: Appointed as an Independent Non-Executive Director on 11 December 2019.

Independent: Yes.

Skills and experience: Mr Watson is a chemical engineer with more than 35 years' experience in the global resources sector across senior technical, project and management roles as well as corporate experience in running ASX listed companies. His experience includes project development, project delivery, asset optimisation and mining facilities operations across multiple commodities and global jurisdictions, including Africa.

Mr Watson has held technical and senior executive roles with a number of companies, culminating in his appointment as the Managing Director and CEO of Sedgman Limited. Mr Watson has also held a number of senior and directorship roles at Strandline Resources Ltd, New Century Resources, Resources Generation and EvacGroup (private), bringing significant board level experience at both the public and wholly owned company level, particularly on matters covering project development and delivery, operations restart, safety, governance, financial reporting, risk management, strategy and leadership.

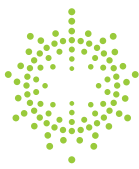
Board Committees: Chair of Project Steering Committee, Chair of Technical & Sustainability Committee and Member of Audit & Risk Committee.

Management Committees: Mr Watson is undertaking additional duties relating to growth plans. The Board has approved these services and confirmed that Mr Watson remained an independent director free of any interest, position or relationship that might influence in a material respect, his capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company. The extra services are provided on an arms-length and commercial basis. These services are specialised, needed, limited in nature and the Board consider they are in the best interests of shareholders.

Current listed company directorships: Non-Executive Director of Australian Vanadium Limited (ASX:AVL).

Other directorships: None.

Board recommendation: The Board (other than Mr Watson because of his interest in the outcome of resolution 3) recommends that Shareholders vote in favour of Mr Watson's re-election.



PALADIN

Paladin Energy Ltd
ABN 47 061 681 098

Need assistance?



Phone:
1300 259 129 (within Australia)
+61 3 9415 4867 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AWST) on Wednesday, 27 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184341
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Paladin Energy Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Paladin Energy Ltd to be held at Corrs Chambers Westgarth, Level 6, Brookfield Place, Tower Two, 123 St Georges Terrace, Perth, WA 6000 on Friday, 29 November 2024 at 1:00pm (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Peter Main	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Peter Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically