

All correspondence to:
Advanced Share Registry Limited

BY EMAIL admin@advancedshare.com.au

BY PHONE [1300 113 258](tel:1300113258)

WEB www.advancedshare.com.au/investor-login

COMMUNICATION METHOD

Dear Shareholder,

By visiting our Communication Update Centre, you can manage your communication preference online. The online management and paperless notification can help to reduce the environmental impacts associated with paper usage.

Please follow the steps below to update your **communication, TFN, Banking Instructions** and **Reinvestment Plan**.

No actions are required if you want to keep your previously nominated preferences.

Visit the Communication Update Centre

STEP 1

SCAN HERE



Or Visit the URL below:

www.advancedshare.com.au/seamless?conum=277

Log on with your details

STEP 2

HIN/SRN:

This number can be found on the attached proxy form.

The HIN/SRN begins with **X**(CHESS holders) or **I**(Issuer holders).

Postcode/Country

Enter your postcode if you are an Australian resident, otherwise select your country.

Manage your preference

STEP 3

Communication Update*

TFN/ABN Update

Banking Instructions

Reinvestment Plan

*In this section you can update your preference for Annual Report, Notice of Meeting, Updates/Newsletters and Dividend/Distribution Statement.

CRIGEN RESOURCES LIMITED ACN 644 338 018
NSX CODE: CRG

NOTICE OF ANNUAL GENERAL MEETING 2023

The Annual General Meeting of Crigen Resources Limited (ACN 644 338 018) will be held as follows:

TIME: 4.00 pm MYT / 7.00 pm AEDT.

DATE: 14 October 2023

PLACE: G Hotel Kelawai, 2, Persiaran Maktab, 10250 George Town, Pulau Pinang, and accessible via zoom video conference, meeting to be accessed at www.advancedshare.com.au/virtual-meeting

This is an important document and requires your immediate attention.

The business of the AGM affects your shareholding, and your vote is important.

This notice should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

AGENDA

1. FINANCIAL REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report (together, the **annual report**).

Note: Except as set out in resolution 1, there is no requirement for shareholders to approve these reports, and no resolution will be put to shareholders on this item of business.

Sufficient time will be allowed at the Meeting to discuss the reports and to ask questions of the Directors and the Company's auditor.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, pass the following as a non-binding ordinary resolution:

That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report contained in the Company's annual report for the financial year ended 30 June 2023 be adopted.

Note: this resolution shall be determined as if it were an ordinary resolution but under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the AGM when reviewing the Company's remuneration policies.

Voting exclusion statement:

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

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the remuneration report; or
- 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:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this resolution; and
 - expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. RESOLUTION 2 - RETIREMENT BY ROTATION NOT TO APPLY TO DIRECTORS

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

Resolved that, as allowed under clause 20.2 of the Constitution, the provision in clause 20.2 of the Constitution for retirement by rotation which applies to Directors will not apply and Directors are not subject to retirement by rotation until determined otherwise.

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – [NAME OF NOMINATED DIRECTOR]

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

To re-elect [INSERT NAME OF DIRECTOR], who retires by rotation in accordance with ASX Listing Rule 14.5 and, being eligible, offers himself for re-election as a Director of the Company.

5. RESOLUTION 4 - APPOINTMENT OF AUDITOR AT FIRST AGM

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

That for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, Moore Australia (WA) Pty Ltd (ABN: 73 009 297 769) of Exchange Plaza, 2 The Esplanade, Perth WA 6000, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company.

Dated: 07/09/2023

By order of the Board

Tan Chuen Hooi (Dennis Tan)
Chairman

Explanatory Memorandum

This explanatory memorandum has been prepared to help shareholders understand the items of business at the 2023 AGM.

1. FINANCIAL REPORTS

In accordance with the Corporations Act, the business of the AGM will include receipt and consideration of the annual report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

Neither the Corporations Act nor the Company's Constitution requires a vote of the shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and conduct of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual report to shareholders unless specifically requested to do so. Shareholders may access the annual report from the Company's website: <https://investor.danaiwellness.com/> or via the Company's announcement platform on NSX.

Except as set out in resolution 1, no resolution is required on these reports.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

2.1 General

Shareholders will have a reasonable opportunity at the AGM to ask questions about or make comments on the remuneration report. The remuneration report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2023.

As prescribed by the Corporations Act, the vote on the adoption of the remuneration report is advisory only and does not bind the Directors or the Company. The Board will, however, take the outcome of the vote and discussion at the AGM into account in setting the remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out on page 2.

Board Recommendation

The Board recommends that shareholders vote in favour of this resolution.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

As this is the Company's first AGM, the remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel (KMP) ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of proxy ⁴
Other	Vote as directed	Able to vote at discretion of proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the remuneration report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the remuneration report), or a Closely Related Party of such a member.

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this resolution.

⁴ The proxy form notes it is the Chair's intention to vote all undirected proxies in favour of all resolutions.

3. RESOLUTION 2 – RETIREMENT BY ROTATION NOT TO APPLY TO DIRECTORS

Clause 20.2 of the Company's constitution states:

20.2 Retirement by rotation

Unless otherwise determined by a resolution of the Company, while the Company is listed, one third of the Directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one third, must retire from office at each annual general meeting. The Directors to retire will be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire will, unless they otherwise agree among themselves, be determined by drawing lots. A retiring Director may act as a Director throughout the meeting at which it retires and at any adjournment. This clause does not apply to the managing director, but if there is more than 1 managing director, only the managing director who was first appointed is entitled not to be subject to re-election.

Clause 20.2 specifies an ordinary resolution.

The Company and the shareholders will have the opportunity to revisit the issue and determine otherwise should there be a change in circumstances.

Board Recommendation

The Board recommends that shareholders vote in favour of this resolution. The Chair intends to vote undirected proxies in favour of resolution 2.

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – [NAME OF NOMINATED DIRECTOR]

4.1 General

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-

election) past the third AGM following the director's appointment or 3 years, whichever is the longer. Where a director is appointed prior to the entity's admission to the official list, the director must not hold office past the third AGM following the entity's admission to the official list or 3 years following the entity's admission to the official list, whichever is longer.

The Company currently has five Directors with none having held office for 3 years or past the third AGM following the Company's admission to the official list, however, ASX Listing Rule 14.5 requires an entity which has directors to hold an election of directors at each AGM even where no director is required to stand for re-election at an AGM under Rule 14.4. In accordance with ASX Listing Rule 14.5, at least one director must stand for re-election at each AGM.

The Directors have agreed that [insert name of director] will retire by rotation at this year's AGM in compliance with ASX Listing Rule 14.5. [Insert name of director], following his retirement by rotation and being eligible, offers himself for re-election as a Director.

The Board, other than [insert name of director], have reviewed [insert name of director]'s performance and believes that he makes a valuable contribution to the Board, noting his skills, experience and expertise which enhances the Board's ability to oversee the Company's performance and governance.

Board Recommendation

The Board (with [insert name of director] abstaining) recommends that shareholders vote in favour of this resolution.

5. RESOLUTION 4 – APPOINTMENT OF AUDITOR AT FIRST AGM

Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at its first AGM and at any subsequent AGM thereafter where there is a vacancy.

The Directors appointed Moore Australia (WA) Pty Ltd (**Moore Australia**) as the Company's auditor following registration of the Company.

In accordance with section 328B, the Company has sought and obtained a nomination from a shareholder for Moore Australia to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Annexure A.

Moore Australia has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act (subject to shareholder approval of this resolution).

If this resolution is passed, the appointment of Moore Australia (WA) as the Company's auditor will take effect at the close of this Meeting.

Board Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

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
- (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 Crigen Resources Limited ACN 644 338 018.

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 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) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

15 September 2023

Crigen Resources Limited

I, Shanil Nanayakkara, being a member of Crigen Resources Limited ACN 644 338 018 (**Company**), nominate Moore Australia (WA) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

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

Signed and dated 15 September 2023:



SHANIL NANAYAKKARA

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ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

Important Note: The Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Crigen Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 the Company to be held at **G Hotel Kelawai, 2, Persiaran Maktab, 10250 George Town, Pulau Pinang and virtually on Saturday, 14 October 2023 at 4.00 pm MYT / 7.00 pm AEDT** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, a NSX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or 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 this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Retirement by rotation not to apply to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – [Name of Nominated Director]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor at First AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf 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 SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

CRIGEN RESOURCES LIMITED - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SECURITIES HELD ON BEHALF OF ANOTHER PERSON

If you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. You are required to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with the above.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 4.00 pm MYT / 7.00 pm AEDT on 12 October 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033