

PALADIN ENERGY LIMITED
ACN 061 681 098

ADDENDUM TO 2019 NOTICE OF ANNUAL GENERAL MEETING

Paladin Energy Limited ACN 061 681 098 (**PDN** or the **Company**) hereby gives notice to shareholders of the Company that, in relation to the Company's Notice of Annual General Meeting dated 14 October 2019 (**Notice of Meeting**) in respect of an Annual General Meeting of Shareholders to be held at 2.00pm (Perth time), Tuesday, 19 November 2019 at the Board Room, CWA Club, 1176 Hay Street, West Perth, Western Australia, the Directors have determined to issue this addendum (**Addendum**) for the purposes set out below.

Defined terms in the Notice of Meeting have the same meaning in this Addendum unless otherwise stated.

ADDITIONAL RESOLUTION 4

By this Addendum:

- an additional Resolution 4 as detailed below is added to the Notice of Meeting;
- a new section in respect of additional Resolution 4 is added to the Explanatory Notes to the Notice of Meeting.

REPLACEMENT PROXY FORM

Annexed to this Addendum is a replacement proxy form.

If Shareholders wish to have their votes counted by proxy in respect of Resolution 4, Shareholders MUST use the attached replacement Proxy Form to vote on ALL Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a replacement Proxy Form is not provided by the relevant Shareholder.

ENQUIRIES

Shareholders are invited to contact the Company Secretary on +61 (8) 9381 4366 if they have any queries in respect of the matters set out in this Addendum.

By order of the Board of Directors



Andrea Betti
Company Secretary
30 October 2019

The following additional Resolution is inserted in the Notice of Meeting as follows:

Resolution 4 – Election of Director – Cliff Lawrenson

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

“That Mr Cliff Lawrenson, who retires in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for election, be elected as a Director.”

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The following new section is added to the Explanatory Notes to the Notice of Meeting in respect of Resolution 4 as follows:

Resolution 4 – Election of Director – Cliff Lawrenson

Mr Cliff Lawrenson was appointed by the Board to the role of Non-Executive Chairman of the Company on 28 October 2019. The Constitution provides that any person appointed as a Director to fill a casual vacancy holds office until the next following annual general meeting, at which point they are required to retire and are eligible for re-election as a Director. Accordingly, Mr Lawrenson retires from office in accordance with this requirement and submits himself for election.

Mr Cliff Lawrenson B.Com (Hons) age: 59

Mr Lawrenson holds postgraduate qualifications in commerce and finance and has worked extensively in project development and investment banking around the world, including in Australia, USA and Singapore. Mr Lawrenson is an experienced mining executive and director with deep expertise in the minerals and energy sectors derived from his considerable global experience. He has a successful track record of leading strategic direction in companies and executing corporate transactions.

His previous executive roles include Atlas Iron Limited, where he led the company's stabilisation and the subsequent takeover by a wholly owned subsidiary of Hancock Prospecting Pty Ltd. Prior to this, he led several ASX listed companies through various stages of development. He held the position of Group Managing Director of GRD Group Limited (GRD) from 2006 to 2009. Prior to joining GRD, Mr Lawrenson was a senior executive and vice president of CMS Energy Corporation in the USA and Singapore for seven years.

Mr Lawrenson is currently Non-Executive Chairman of ASX-listed Pacific Energy Ltd (ASX:PEA), and a Non-Executive Director of Primero Group Ltd (ASX:PGX).

The Board (other than Mr Lawrenson because of his interest) recommends that Shareholders vote in favour of Mr Lawrenson's election.



Paladin Energy Ltd
ACN 061 681 098



PDN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 **2:00pm (Perth time) Sunday, 17 November 2019**

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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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: 999999
SRN/HIN: I9999999999
PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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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 the Board Room, CWA Club, 1176 Hay Street, West Perth, Western Australia on Tuesday, 19 November 2019 at 2:00pm (Perth time) 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 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 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 3 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
1 Re-election of Director – Daniel Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – John Hodder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director - Cliff Lawrenson	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

PDN

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Computershare

