
WARRIEDAR RESOURCES LIMITED
ACN 147 678 779
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: Wednesday, 19 March 2025
PLACE: The Park Business Centre
45 Ventnor Avenue
WEST PERTH WA 6005

The business of the Meeting 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.

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 4:00pm on Monday, 17 March 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 114,639,801 Shares to the Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 75,360,199 Shares on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 95,000,000 Options to the Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT - DR DIANMIN CHEN

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares and 500,000 Options to Dr Dianmin Chen (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES TO MARK CONNELLY

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,666,667 Performance Rights to Mark Connelly (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO DIANMIN CHEN

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Dianmin Chen (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES TO AMANDA BUCKINGHAM

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,125,000

Performance Rights to Amanda Buckingham (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES TO STUART BURVILL

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 8,875,000 Performance Rights to Stuart Burvill (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 10 February 2025

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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 - Ratification of prior issue of Placement Shares under Listing Rule 7.1	The Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Placement Shares under Listing Rule 7.1A	The Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to issue Placement Options	The Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval for Director participation in Placement - Dr Dianmin Chen	Dr Dianmin Chen (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5- Approval to issue Securities to Mark Connelly	Mark Connelly (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval To Issue Securities To Dianmin Chen	Dianmin Chen (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 - Approval to issue Securities To Amanda Buckingham	Amanda Buckingham (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 - Approval to issue Securities To Stuart Burvill	Stuart Burvill (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Voting Prohibition Statements

Resolutions 5 – 7

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom Resolutions 5 – 7 would permit a financial benefit to be given, or an associate of such a related party (**Resolutions 5 – 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on these Resolutions and it is not cast on behalf of a Resolutions 5-7 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolutions 5 - 7 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company will need to verify your identity. You can register from 9:30am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE RESOLUTION

1.1 Placement

On 13 December 2024, the Company announced that it had received firm commitments from new and existing sophisticated and institutional investors (the **Placement Participants**) to raise up to \$9.55 million (before costs) by way of issuing 190,000,000 Shares (**Placement Shares**) at an issue price of \$0.05, together with 1 free attaching Option (**Placement Option**) for every 2 Shares subscribed for and issued exercisable at \$0.10 and expiring on the date that is 3 years from the date of issue (subject to Shareholder approval the subject of Resolution 3) (the **Placement**).

On 20 December 2024, the Company issued the Placement Shares pursuant to the Company's placement capacity as follows:

- (a) 114,639,801 Shares under the Company's Listing Rule 7.1 placement capacity (being, the Shares the subject of Resolution 1); and
- (b) 75,360,199 Shares under the Company's Listing Rule 7.1A placement capacity (being, the Shares the subject of Resolution 2).

1.2 Director Participation

Subject to Shareholder approval pursuant to Resolutions 4, Dr Dianmin Chen (or his nominees) intends to participate in the Placement for a total of \$50,000 (being 1,000,000 Shares and 500,000 Placement Options) on the same terms as the unrelated participants.

1.3 Use of funds

Proceeds from the Placement will be applied towards advancing the 2025 growth-focused drilling activities at the Company's Golden Range Project located in the Murchison region of Western Australia.

1.4 Lead Manager

Bell Potter Securities Limited (**Bell Potter**) and Euroz Hartleys Limited (**Euroz Hartleys**) acted as joint lead managers and bookrunners to the Placement pursuant to a joint lead manager mandate entered into with the Company (**Lead Manager Mandate**).

In consideration for the provision of the lead manager services, the Company agreed to pay Bell Potter and Euroz Hartleys:

- (a) a management fee of 2% of the gross proceeds raised under the Placement; and
- (b) a selling fee of 4% of the proceeds raised under the Placement (other than the Chairman's list proceeds).

The fees will be split in the following proportions:

- (c) Bell Potter: 60%; and
- (d) Euroz Hartleys: 40%.

The Lead Manager Mandate is otherwise on standard terms and conditions.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

2.1 General

The background to the Placement is set out above in Section 1.1. These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 190,000,000 Shares at an issue price of \$0.05 per Share to raise \$9.5 million (before costs).

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of the Placement Shares.

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 19 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>Professional and sophisticated investors who were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	<p>190,000,000 Shares were issued on the following basis:</p> <p>(a) 114,639,801 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</p> <p>(b) 75,360,199 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</p>

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	20 December 2024.
Price or other consideration the Company received for the Securities	\$0.05 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 95,000,000 Placement Options to the Placement Participants. The Placement Options will be exercisable at \$0.10 each on or before that date which is 3 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>Professional and sophisticated investors who were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	95,000,000 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options in accordance with the indicative timetable set out in an Options prospectus to be lodged with ASIC following receipt of the requisite approvals under this Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Placement Options will be issued at a nil issue price, as the Placement Options will be issued free attaching with the Placement Shares on a 1:2 basis. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The Placement Options are being issued pursuant to the terms of the Placement. The purpose of the Placement was to raise capital, refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE PLACEMENT - DR DIANMIN CHEN

4.1 General

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 1,000,000 Shares 500,000 Options to Dr Dianmin Chen (or his nominee(s)) on the terms and conditions set out below to enable Dr Dianmin Chen to participate in the Company's capital raising activities on the same terms as unrelated participants.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Dr Dianmin Chen is a related party of the Company by virtue of being a Director.

For the purposes of Resolution 4, the Directors (other than Dr Dianmin Chen who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Dr Dianmin Chen (or his nominee(s)) on the same terms as

Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised in respect of the Placement.

4.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Dr Dianmin Chen (or his nominees).
Categorisation under Listing Rule 10.11	Dr Dianmin Chen falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Securities to be issued (being the nature of the financial benefit proposed to be given) is . 1,000,000 Shares 500,000 Options.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the terms and conditions set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares to Dr Dianmin Chen (or his nominees) within 5 Business days of the Meeting. The Company expects to issue the Options in accordance with the indicative timetable set out in an Options prospectus to be lodged with ASIC following receipt of the requisite approvals under this Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	\$0.05 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 5 TO 7 – APPROVAL TO ISSUE SECURITIES TO DIRECTORS

5.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 19,791,667 Performance Rights to Mark Connelly, Dianmin Chen and Amanda Buckingham (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the Securities proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	VESTING CONDITIONS	EXPIRY DATE															
4,666,667 Performance Rights comprising: 1,166,667 Tranche 1, 1,166,667 Tranche 2, 1,166,667 Tranche 3 and 1,166,666 Tranche 4.	Mark Connelly (Resolution 5)	<p>Tranche 1: Announcements being made by the Company of the delineation of an increase to the JORC Code 2012 (JORC Code) compliant Mineral Resource Estimate totalling at least an additional:</p> <p>(a) 0.750 million ounces Gold with a minimum Resource grade of 1.0 grams per tonne (including Inferred, Indicated, Measured); or</p> <p>(b) 75,000 † contained Antimony with a minimum Resource grade of 0.2 % antimony (including Inferred, Indicated, Measured); or</p> <p>(c) a combination of any of the following mineral resources estimate scenarios with the respective grades (including Inferred, Indicated, Measured) in (a) and (b) above:</p> <table border="1"> <thead> <tr> <th>Scenario#</th> <th>Gold resource</th> <th>Antimony resource</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0.150 moz</td> <td>65kt</td> </tr> <tr> <td>2</td> <td>0.300 moz</td> <td>55kt</td> </tr> <tr> <td>3</td> <td>0.450 moz</td> <td>45kt</td> </tr> <tr> <td>4</td> <td>0.600 moz</td> <td>35kt</td> </tr> </tbody> </table> <p>Tranche 2: Announcements being made by the Company of the delineation of an increase to the</p>	Scenario#	Gold resource	Antimony resource	1	0.150 moz	65kt	2	0.300 moz	55kt	3	0.450 moz	45kt	4	0.600 moz	35kt	3 years from the date of issuance
Scenario#	Gold resource	Antimony resource																
1	0.150 moz	65kt																
2	0.300 moz	55kt																
3	0.450 moz	45kt																
4	0.600 moz	35kt																

QUANTUM	RECIPIENT	VESTING CONDITIONS	EXPIRY DATE															
		<p>JORC Code compliant Mineral Resource Estimate totalling at least an additional:</p> <p>(a) 0.750 million ounces Gold with a minimum Resource grade of 1.0 grams per tonne (including Inferred, Indicated, Measured); or</p> <p>(d) 75,000 † contained Antimony with a minimum Resource grade of 0.2 % antimony (including Inferred, Indicated, Measured); or</p> <p>(e) a combination of any of the following mineral resources estimate scenarios with the respective grades (including Inferred, Indicated, Measured) in (a) and (b) above:</p> <table border="1"> <thead> <tr> <th>Scenario#</th> <th>Gold resource</th> <th>Antimony resource</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0.150 moz</td> <td>65kt</td> </tr> <tr> <td>2</td> <td>0.300 moz</td> <td>55kt</td> </tr> <tr> <td>3</td> <td>0.450 moz</td> <td>45kt</td> </tr> <tr> <td>4</td> <td>0.600 moz</td> <td>35kt</td> </tr> </tbody> </table> <p>over the Resource defined in Tranche 1.</p> <p>Tranche 3: The VWAP of the Company's Shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.10.</p> <p>Tranche 4: The VWAP of the Company's Shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.20.</p>	Scenario#	Gold resource	Antimony resource	1	0.150 moz	65kt	2	0.300 moz	55kt	3	0.450 moz	45kt	4	0.600 moz	35kt	
Scenario#	Gold resource	Antimony resource																
1	0.150 moz	65kt																
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5,000,000 Performance Rights comprising: 1,250,000 each of Tranche 1, 2, 3 and 4.	Dianmin Chen (Resolution 6)	As above.	As above															
10,125,000 Performance Rights comprising: 2,531,250 each of Tranche 1, 2, 3 and 4.	Amanda Buckingham (Resolution 7)	As above.	As above															

5.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and may seek to remunerate the Directors in cash.

5.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 5.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 19,791,667 which will be allocated are set out in

REQUIRED INFORMATION	DETAILS
	the table included at Section 5.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the Directors; will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Consideration of quantum of Securities to be issued	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <ul style="list-style-type: none"> (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. <p>The Company does not consider that there are any</p>

REQUIRED INFORMATION	DETAILS																								
	significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.																								
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="683 454 1386 741"> <thead> <tr> <th data-bbox="683 454 919 577">RELATED PARTY</th> <th data-bbox="919 454 1153 577">CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025</th> <th data-bbox="1153 454 1386 577">PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024</th> </tr> </thead> <tbody> <tr> <td data-bbox="683 577 919 622">Mark Connelly¹</td> <td data-bbox="919 577 1153 622">\$194,107</td> <td data-bbox="1153 577 1386 622">\$179,148</td> </tr> <tr> <td data-bbox="683 622 919 667">Dianmin Chen²</td> <td data-bbox="919 622 1153 667">\$66,031</td> <td data-bbox="1153 622 1386 667">\$50,004</td> </tr> <tr> <td data-bbox="683 667 919 741">Amanda Buckingham³</td> <td data-bbox="919 667 1153 741">\$471,680</td> <td data-bbox="1153 667 1386 741">\$439,225</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> <li data-bbox="683 786 1402 920">1. Comprising Directors' fees of \$63,500, a superannuation payment of \$6,985 and share-based payments of \$123,622 (including an increase of \$14,958, being the value of the Securities that will be recognised for accounting purposes during financial year 2025). <li data-bbox="683 920 1402 1032">2. Comprising Directors' fees of \$50,004 and share-based payments of \$16,027 (including an increase of \$16,027, being the value of the Securities that will be recognised for accounting purposes during financial year 2025). <li data-bbox="683 1032 1402 1167">3. Comprising salaries and short-term incentives of \$336,000 and share-based payments of \$135,680 (including an increase of \$32,455, being the value of the Securities that will be recognised for accounting purposes during financial year 2025). 	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024	Mark Connelly ¹	\$194,107	\$179,148	Dianmin Chen ²	\$66,031	\$50,004	Amanda Buckingham ³	\$471,680	\$439,225												
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Amanda Buckingham ³	\$471,680	\$439,225																							
Valuation	The value of the Securities and the pricing methodology is set out in Schedule 3.																								
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.																								
Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1" data-bbox="683 1496 1374 1704"> <thead> <tr> <th data-bbox="683 1496 949 1563">RELATED PARTY</th> <th data-bbox="949 1496 1141 1563">SHARES¹</th> <th data-bbox="1141 1496 1374 1563">PERFORMANCE RIGHTS</th> </tr> </thead> <tbody> <tr> <td data-bbox="683 1563 949 1615">Mark Connelly</td> <td data-bbox="949 1563 1141 1615">1,333,332</td> <td data-bbox="1141 1563 1374 1615">666,666</td> </tr> <tr> <td data-bbox="683 1615 949 1659">Dianmin Chen</td> <td data-bbox="949 1615 1141 1659">13,450,432</td> <td data-bbox="1141 1615 1374 1659">Nil</td> </tr> <tr> <td data-bbox="683 1659 949 1704">Amanda Buckingham</td> <td data-bbox="949 1659 1141 1704">2,727,444</td> <td data-bbox="1141 1659 1374 1704">2,000,000</td> </tr> </tbody> </table> <p>Post issue</p> <table border="1" data-bbox="683 1749 1386 1966"> <thead> <tr> <th data-bbox="683 1749 949 1816">RELATED PARTY</th> <th data-bbox="949 1749 1141 1816">SHARES¹</th> <th data-bbox="1141 1749 1386 1816">PERFORMANCE RIGHTS</th> </tr> </thead> <tbody> <tr> <td data-bbox="683 1816 949 1868">Mark Connelly</td> <td data-bbox="949 1816 1141 1868">1,333,332</td> <td data-bbox="1141 1816 1386 1868">5,333,333</td> </tr> <tr> <td data-bbox="683 1868 949 1912">Dianmin Chen</td> <td data-bbox="949 1868 1141 1912">13,450,432</td> <td data-bbox="1141 1868 1386 1912">5,000,000</td> </tr> <tr> <td data-bbox="683 1912 949 1966">Amanda Buckingham</td> <td data-bbox="949 1912 1141 1966">2,727,444</td> <td data-bbox="1141 1912 1386 1966">12,125,000</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> <li data-bbox="683 2011 1402 2067">1. Fully paid ordinary shares in the capital of the Company (ASX: WA8). 	RELATED PARTY	SHARES ¹	PERFORMANCE RIGHTS	Mark Connelly	1,333,332	666,666	Dianmin Chen	13,450,432	Nil	Amanda Buckingham	2,727,444	2,000,000	RELATED PARTY	SHARES ¹	PERFORMANCE RIGHTS	Mark Connelly	1,333,332	5,333,333	Dianmin Chen	13,450,432	5,000,000	Amanda Buckingham	2,727,444	12,125,000
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REQUIRED INFORMATION	DETAILS												
Dilution	If the Securities issued under these Resolutions are exercised, a total of 19,791,667 Shares would be issued. This will increase the number of Shares on issue from 955,682,009 (being the total number of Shares on issue as at the date of this Notice) to 975,473,676 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.07%, comprising 0.49% by Mark Connelly, 0.52% by Dianmin Chen and 1.06% by Amanda Buckingham.												
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>0.078</td> <td>17 July 2024</td> </tr> <tr> <td>Lowest</td> <td>0.028</td> <td>1 March 2024</td> </tr> <tr> <td>Last</td> <td>0.046</td> <td>10 February 2025</td> </tr> </tbody> </table>		PRICE	DATE	Highest	0.078	17 July 2024	Lowest	0.028	1 March 2024	Last	0.046	10 February 2025
	PRICE	DATE											
Highest	0.078	17 July 2024											
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Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

6. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES IN CONSIDERATION FOR SERVICES PROVIDED/ACQUISITION – NO CASH PAID

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 8,875,000 Performance Rights to General Manager, Stuart Burvill (or their nominee(s)).

Further details in respect of the Securities proposed to be issued are set out in the table below.

QUANTUM	VESTING CONDITIONS	EXPIRY DATE																														
8,875,000 comprising: (a) 2,218,750 Tranche 1; (b) 2,218,750 Tranche 2; (c) 2,218,750 Tranche 3; and (d) 2,218,750 Tranche 4.	<p>Tranche 1: Announcements being made by the Company of the delineation of an increase to the JORC Code 2012 (JORC Code) compliant Mineral Resource Estimate totalling at least an additional:</p> <p>(a) 0.750 million ounces Gold with a minimum Resource grade of 1.0 grams per tonne (including Inferred, Indicated, Measured); or</p> <p>(b) 75,000 t contained Antimony with a minimum Resource grade of 0.2 % Antimony (including Inferred, Indicated, Measured); or</p> <p>(c) a combination of any of the following mineral resources estimate scenarios with the respective grades (including Inferred, Indicated, Measured) in (a) and (b) above:</p> <table border="1"> <thead> <tr> <th>Scenario#</th> <th>Gold resource</th> <th>Antimony resource</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0.150 moz</td> <td>65kt</td> </tr> <tr> <td>2</td> <td>0.300 moz</td> <td>55kt</td> </tr> <tr> <td>3</td> <td>0.450 moz</td> <td>45kt</td> </tr> <tr> <td>4</td> <td>0.600 moz</td> <td>35kt</td> </tr> </tbody> </table> <p>Tranche 2: Announcements being made by the Company of the delineation of an increase to the JORC Code compliant Mineral Resource Estimate totalling at least an additional:</p> <p>(a) 0.750 million ounces Gold with a minimum Resource grade of 1.0 grams per tonne (including Inferred, Indicated, Measured); or</p> <p>(b) 75,000 t contained Antimony with a minimum Resource grade of 0.2 % antimony (including Inferred, Indicated, Measured); or</p> <p>(c) a combination of any of the following mineral resources estimate scenarios with the respective grades (including Inferred, Indicated, Measured) in (a) and (b) above:</p> <table border="1"> <thead> <tr> <th>Scenario#</th> <th>Gold resource</th> <th>Antimony resource</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0.150 moz</td> <td>65kt</td> </tr> <tr> <td>2</td> <td>0.300 moz</td> <td>55kt</td> </tr> <tr> <td>3</td> <td>0.450 moz</td> <td>45kt</td> </tr> <tr> <td>4</td> <td>0.600 moz</td> <td>35kt</td> </tr> </tbody> </table> <p>over the Resource defined in Tranche 1.</p> <p>Tranche 3: The VWAP of the Company's Shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.10.</p>	Scenario#	Gold resource	Antimony resource	1	0.150 moz	65kt	2	0.300 moz	55kt	3	0.450 moz	45kt	4	0.600 moz	35kt	Scenario#	Gold resource	Antimony resource	1	0.150 moz	65kt	2	0.300 moz	55kt	3	0.450 moz	45kt	4	0.600 moz	35kt	3 years from date of issuance
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QUANTUM	VESTING CONDITIONS	EXPIRY DATE
	<p>Tranche 4: The VWAP of the Company's Shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.20.</p>	

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. and may seek to remunerate Mr Burvill in cash.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Stuart Burvill, General Manager (or their nominee(s)).
Number of Securities and class to be issued	8,875,000 Performance Rights will be issued.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipient to align the interests of the proposed recipient with those of Shareholders, to motivate and reward the performance of the proposed recipient in their roles as General Manager and to provide a cost effective way from the Company to remunerate the proposed recipient, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipient.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current 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.

Chair means the chair of the Meeting.

Company means Warriedar Resources Limited (ACN 147 678 779).

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.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given in Section 1.1.

Placement Options has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

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.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on that date that is 3 years from the date of issue (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Exercise Notice**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reorganisation**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights:

(a) **Vesting Conditions**

The Performance Rights shall vest as follows:

VESTING CONDITION	EXPIRY DATE															
<p>Tranche 1: Announcements being made by the Company of the delineation of an increase to the JORC Code 2012 (JORC Code) compliant Mineral Resource Estimate totalling at least an additional:</p> <p>(a) 0.750 million ounces Gold with a minimum Resource grade of 1.0 grams per tonne (including Inferred, Indicated, Measured); or</p> <p>(b) 75,000 † contained Antimony with a minimum Resource grade of 0.2 % antimony (including Inferred, Indicated, Measured); or</p> <p>(c) a combination of any of the following mineral resources estimate scenarios with the respective grades (including Inferred, Indicated, Measured) in (a) and (b) above:</p> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th style="background-color: #003366; color: white;">Scenario#</th> <th style="background-color: #003366; color: white;">Gold resource</th> <th style="background-color: #003366; color: white;">Antimony resource</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">0.150 moz</td> <td style="text-align: center;">65kt</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">0.300 moz</td> <td style="text-align: center;">55kt</td> </tr> <tr> <td style="text-align: center;">3</td> <td style="text-align: center;">0.450 moz</td> <td style="text-align: center;">45kt</td> </tr> <tr> <td style="text-align: center;">4</td> <td style="text-align: center;">0.600 moz</td> <td style="text-align: center;">35kt</td> </tr> </tbody> </table>	Scenario#	Gold resource	Antimony resource	1	0.150 moz	65kt	2	0.300 moz	55kt	3	0.450 moz	45kt	4	0.600 moz	35kt	3 years from date of issuance.
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<p>Tranche 2: Announcements being made by the Company of the delineation of an increase to the JORC Code compliant Mineral Resource Estimate totalling at least an additional:</p> <p>(a) 0.750 million ounces Gold with a minimum Resource grade of 1.0 grams per tonne (including Inferred, Indicated, Measured); or</p> <p>(b) 75,000 † contained Antimony with a minimum Resource grade of 0.2 % antimony (including Inferred, Indicated, Measured); or</p> <p>(c) a combination of any of the following mineral resources estimate scenarios with the respective grades (including Inferred, Indicated, Measured) in (a) and (b) above:</p> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th style="background-color: #003366; color: white;">Scenario#</th> <th style="background-color: #003366; color: white;">Gold resource</th> <th style="background-color: #003366; color: white;">Antimony resource</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">0.150 moz</td> <td style="text-align: center;">65kt</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">0.300 moz</td> <td style="text-align: center;">55kt</td> </tr> <tr> <td style="text-align: center;">3</td> <td style="text-align: center;">0.450 moz</td> <td style="text-align: center;">45kt</td> </tr> <tr> <td style="text-align: center;">4</td> <td style="text-align: center;">0.600 moz</td> <td style="text-align: center;">35kt</td> </tr> </tbody> </table> <p style="text-align: center;">over the Resource defined in Tranche 1.</p>	Scenario#	Gold resource	Antimony resource	1	0.150 moz	65kt	2	0.300 moz	55kt	3	0.450 moz	45kt	4	0.600 moz	35kt	3 years from date of issuance.
Scenario#	Gold resource	Antimony resource														
1	0.150 moz	65kt														
2	0.300 moz	55kt														
3	0.450 moz	45kt														
4	0.600 moz	35kt														
<p>Tranche 3: The VWAP of the Company's Shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.10.</p>	3 years from date of issuance.															
<p>Tranche 4: The VWAP of the Company's Shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.20.</p>	3 years from date of issuance.															

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(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.

(c) **Conversion**

Upon the receipt of a valid notice of exercise by the Holder, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Performance Right shall otherwise expire on or before the date that set out next to the relevant class of Performance Right in paragraph (a) (**Expiry Date**). If the relevant Vesting Condition attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive, in addition to the Shares in respect of which the Performance Rights are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(o) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(p) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions or the Plan and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 5 – 7 have been independently valued by the company's advisors.

The following inputs and results apply to each of the tranches within those resolutions:

INPUT/RESULT	TRANCHE 1	TRANCHE 2	TRANCHE 3	TRANCHE 4
Share price of security	\$0.047	\$0.047	\$0.047	\$0.047
Exercise price	\$nil	\$nil	\$nil	\$nil
Risk-free rate	3.5%	3.5%	3.5%	3.5%
Volatility percentage	100%	100%	100%	100%
Model / technique	N/A – fair value is based on share price on date of grant.	N/A – fair value is based on share price on date of grant.	Monte Carlo	Monte Carlo
Time (years to expiry)	3 years from issuance	3 years from issuance	3 years from issuance	3 years from issuance
Fair value per instrument	\$0.047	\$0.047	\$0.035	\$0.027

The Company's advisers have calculated the value of each performance right on the following assumptions:

- (a) The underlying value of each Share in the Company based on the ASX closing price of A\$0.047 on 29 January 2025
- (b) Risk free rate of return – 3.5% (estimated based on the Australian Government 5-year bond rates); and
- (c) Volatility of the Share price of 100% based estimated based on historical trends and the volatility of comparative companies.

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LODGE YOUR VOTE

 **ONLINE**
<https://au.investorcentre.mpms.mufg.com>

 **BY MAIL**
 Warriedar Resources Limited
 C/- MUFG Corporate Markets (AU) Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 MUFG Corporate Markets (AU) Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Warriedar Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (WST) on Wednesday, 19 March 2025 at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 4, 5, 6 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 4, 5, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of Prior Issue of Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to Issue Securities to Mark Connelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Placement Shares Under Listing Rule 7.1a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval to Issue Securities to Dianmin Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval to Issue Securities to Amanda Buckingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for Director Participation in Placement - Dr Dianmin Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval to Issue Securities to Stuart Burvill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, 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, either shareholder may 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).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second 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.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Monday, 17 March 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Warriedar Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

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

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