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**CATALINA RESOURCES LTD**  
**ACN 130 618 683**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 1.00 PM (WST)  
**DATE:** 14 May 2025  
**PLACE:** Unit 38, 18 Stirling Highway  
NEDLANDS WA 6009

*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 5.00 PM (WST) on 12 May 2025.*

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## BUSINESS OF THE MEETING

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### AGENDA

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

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 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

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 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

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#### 3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS – OPTION PLACEMENT

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

*“That, subject to the passing of Resolutions 4 to 6, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 890,000,000 Options to the Option Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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#### 4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO SANJAY LOYALKA – OPTION PLACEMENT

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

*“That, subject to the passing of Resolutions 3, 5 and 6, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Options to Sanjay Loyalka (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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#### 5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO ROSS COTTON – OPTION PLACEMENT

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

*“That, subject to the passing of Resolutions 3, 4 and 6, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 200,000,000 Options to Ross Cotton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO ALTO CAPITAL

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

*“That, subject to the passing of Resolutions 3 to 5, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Options to Alto Capital (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO DREADNOUGHT RESOURCES**

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 72,500,000 Shares to Dreadnought Resources on the terms and conditions set out in the Explanatory Statement.”*

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**Dated:** 11 April 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:

<b>Resolution 1 – Ratification of prior issue of Shares under Listing Rule 7.1 – Share Placement</b>	The Share Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 2 – Ratification of prior issue of Shares under Listing Rule 7.1A – Share Placement</b>	The Share Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 3 – Approval to issue Options – Option Placement</b>	The Option Placement Participants 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).
<b>Resolution 4 - Approval to issue Options to Sanjay Loyalka – Option Placement</b>	Sanjay Loyalka (or his 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.
<b>Resolution 5 – Approval to issue Options to Ross Cotton – Option Placement</b>	Ross Cotton (or his 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.
<b>Resolution 6 – Approval to issue Options to Alto Capital</b>	Alto Capital (or its 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).
<b>Resolution 7 – Ratification of prior issue of Shares to Dreadnought Resources</b>	Dreadnought Resources or any other person who participated in the issue or is a counterparty to the agreement being approved 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.

## 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**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6118 1672.***

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## EXPLANATORY STATEMENT

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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.

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### 1. BACKGROUND TO THE RESOLUTIONS

#### 1.1 Share Placement

The Company announced on 11 March 2025 that it had secured a financial commitment from new wholesale investors (**Share Placement Participants**) to raise \$500,000 (before costs) via the issue of 200,000,000 Shares at an issue price of \$0.0025 per Share (**Share Placement**).

On 18 March 2025, the Company issued 100,000,000 Shares under Listing Rule 7.1 (being, the subject of Resolution 1) and 100,000,000 Shares under Listing Rule 7.1A (being, the subject of Resolution 2) to the Share Placement Participants.

#### 1.2 Lead Manager

The Company engaged ACNS Capital Markets Pty Ltd ATF The ACNS Unit Trust T/AS Alto Capital (ABN 93 088 503 208) (AFSL 279099) (**Alto Capital**) to provide lead manager services in relation to the Share Placement pursuant to a mandate letter (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, the Company has agreed to:

- (a) pay Alto Capital a management fee of 2% of the funds raised under the Share Placement, being \$10,000; and
- (b) pay Alto Capital a placement fee of 4% of the funds raised under the Share Placement, being \$20,000.

Additionally, Alto Capital is entitled to apply for 10,000,000 unlisted Options on the same terms as the Option Placement.

Shareholder approval is sought pursuant to Resolution 6 for Alto Capital's participation in the Option Placement.

#### 1.3 Option Placement

The Company also announced on 11 March 2025 that, subject to Shareholder approval, it intends to conduct a placement of 1,150,000,000 unlisted Options at an issue price of \$0.00001 per Option to raise up to \$11,500 (before costs) (**Option Placement**) to sophisticated and professional investors (**Option Placement Participants**).

The Options will be exercisable at \$0.005 each on or before the date which is two years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 1.

Directors Sanjay Loyalka and Ross Cotton wish to participate in the Option Placement as follows:

- (a) Mr Loyalka wishes to subscribe for 50,000,000 Options, Shareholder approval of which is sought pursuant to Resolution 4; and
- (b) Mr Cotton wishes to subscribe for 200,000,000 Options, Shareholder approval of which is sought pursuant to Resolution 5.

As noted in Section 1.2, Alto Capital is also entitled to participate in the Option Placement and apply for up to 10,000,000 unlisted Options on the same terms as the Option Placement.

Accordingly, the Company is seeking Shareholder approval for the issue of the balance of up to 890,000,000 Options to the Option Placement Participants pursuant to Resolution 3.

The Resolutions which relate to the Option Placement (being Resolutions 3 to 6) are inter-conditional upon one another. If any one or more of Resolutions 3 to 6 are not approved by Shareholders, the Option Placement will not proceed.

#### **1.4 Financial Adviser**

The Company engaged Pareto Capital Pty Ltd (ABN 43 131 858 681) (**Pareto Capital**) to provide general corporate advice and services pursuant to an engagement letter, including advising the Company on the placement of any shortfall upon the close of the Option Placement and non-renounceable rights issue. Pareto Capital will receive a 6% fee on all funds raised.

#### **1.5 Use of Funds**

The proceeds of the Share Placement and Option Placement are to be used for:

- (a) exploration expenditure including surveys and drilling, prioritising exploration at the newly acquired and highly prospective Central Yilgarn Project (Yerilgee & Evanston) but also following up existing targets generated at the Laverton Project;
- (b) care and maintenance costs at the Nelson Bay River Project; and
- (c) general working capital.

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## **2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A**

### **2.1 General**

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 200,000,000 Shares pursuant to the Share Placement. Further details of the Share Placement are set out in Section 1.1 above.

100,000,000 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 100,000,000 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

### **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 22 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
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>The Share Placement Participants, being new wholesale investors who were identified through a bookbuild process, which involved the Directors and Alto Capital seeking expressions of interest to participate in the Share Placement 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>
<b>Number and class of Securities issued</b>	<p>200,000,000 Shares were issued on the following basis:</p> <p>(a) 100,000,000 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</p> <p>(b) 100,000,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</p>
<b>Terms of Securities</b>	<p>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.</p>
<b>Date(s) on or by which the Securities were issued</b>	<p>18 March 2025.</p>
<b>Price or other consideration the Company received for the Securities</b>	<p>\$0.0025 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.</p>
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue was to raise capital, which the Company intends to apply towards the items set out in Section 1.5 above.</p>
<b>Summary of material terms of agreement to issue</b>	<p>The Shares were issued pursuant to customary placement offer letters between the Company and the Share Placement Participants.</p>
<b>Voting Exclusion Statement</b>	<p>Voting exclusion statements apply to these Resolutions.</p>
<b>Compliance</b>	<p>The issue did not breach Listing Rule 7.1.</p>

## 3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS – OPTION PLACEMENT

### 3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 890,000,000 Options pursuant to the Option Placement as set out in Section 1.3 above.



The Options will be exercisable at \$0.005 each on or before the date which is two years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

As set out above:

- (a) Directors Sanjay Loyalka and Ross Cotton wish to participate in the Option Placement and subscribe up to an aggregate of 250,000,000 Options (refer to Section 1.3); and
- (b) Alto Capital is entitled to participate in the Option Placement and subscribe up to an aggregate of 10,000,000 Options (refer to Section 1.2).

Accordingly, the Company is seeking Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the balance of up to 890,000,000 Options to the Option Placement Participants.

### 3.2 Listing Rule 7.1

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

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed (and all of Resolutions 4 to 6 are also 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 (or any of Resolutions 4 to 6 are not passed), the Company will not be able to proceed with the issue pursuant to the Option Placement and the Company will need to consider raising capital via alternative means.

### 3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Option Placement Participants, being professional and sophisticated investors who will be identified through a bookbuild process, which will involve the Directors and Pareto Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that none of the Option Placement Participants are Material Persons who will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Up to 890,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options as soon as practicable following the Meeting and in any event, the Company will not issue any 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).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.00001 per Option.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to raise capital, which the Company intends to apply towards the items set out in Section 1.5 above.

REQUIRED INFORMATION	DETAILS
<b>Summary of material terms of agreement to issue</b>	The Options will be issued pursuant to customary placement offer letters between the Company and the Option Placement Participants.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

#### 4. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE OPTIONS TO SANJAY LOYALKA AND ROSS COTTON – OPTION PLACEMENT

##### 4.1 General

These Resolutions seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to 50,000,000 Options to Sanjay Loyalka (or his nominee(s)) and 200,000,000 Options to Ross Cotton (or his nominee(s)), to enable their participation in the Company's Option Placement on the same terms as unrelated Option Placement Participants as set out in Section 1.3 above.

##### 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 Mr Loyalka is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Loyalka and Mr Cotton who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Options will be issued to Mr Loyalka (or his nominee(s)) or Mr Cotton (or his nominee(s)) on the same terms as the Options issued to non-related party Option Placement Participants in the Option Placement 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 the Resolutions are passed (and Resolutions 3 and 6 are also 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) and will raise up to \$2,500 (before costs) as part of the Option Placement which will be used in the manner set out in Section 1.5 above. 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 either of the Resolutions are not passed (or either of Resolutions 3 and 6 are not passed), the Company will not be able to proceed with the issue and no further funds will be raised from Mr Loyalka's and Mr Cotton's participation in the Option Placement.

#### 4.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Mr Sanjay Loyalka (or his nominee(s)), the subject of Resolution 4. Mr Ross Cotton (or his nominee(s)), the subject of Resolution 5.
<b>Categorisation under Listing Rule 10.11</b>	Mr Loyalka and Mr Cotton fall within the category set out in Listing Rule 10.11.1 as they are both a related party of the Company by virtue of being Directors. Any nominee(s) of Mr Loyalka or Mr Cotton that receive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	Up to 50,000,000 Options will be issued to Mr Loyalka, the subject of Resolution 4. Up to 200,000,000 Options will be issued to Mr Cotton, the subject of Resolution 5.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options as soon as practicable following the Meeting and in any event, the Company will not issue any Options 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).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.00001 per Option.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to raise capital, which the Company intends to apply towards the items set out in Section 1.5 above.
<b>Summary of material terms of agreement to issue</b>	The Options will be issued pursuant to customary placement offer letters between the Company and each of Mr Loyalka and Mr Cotton.
<b>Voting exclusion statement</b>	Voting exclusion statements apply to these Resolutions.

## 5. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO ALTO CAPITAL

### 5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,000,000 Options to Alto Capital (or its nominee(s)), to enable their participation in the Option Placement. Further details are set out in Section 1.2 above.

### 5.2 Listing Rule 7.1

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

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed (and Resolutions 3 to 5 are also 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 (or any of Resolutions 3 to 5 are not passed), the Company will not be able to proceed with the issue and no further funds will be raised from Alto Capital's participation in the Option Placement.

### 5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Alto Capital (or its nominee(s)).
<b>Number of Securities and class to be issued</b>	10,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options as soon as practicable following the Meeting and in any event, the Company will not issue any 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nil issue price, in consideration for lead manager services provided to the Company pursuant to the Lead Manager Mandate.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.2 above.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## 6. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO DREADNOUGHT RESOURCES

### 6.1 General

As announced on 11 December 2024, the Company entered into a binding agreement with Dreadnought Resources Ltd (ACN 119 031 864) (**Dreadnought Resources**), pursuant to which the Company would acquire the Yerilgee and Evanston greenstone belts projects (being tenements E16/0495, E30/0493, E30/0494, E77/2403, E77/2416, E77/2432, E77/2634 and Application E30/0584) (**Projects**) from Dreadnought Resources' wholly owned subsidiary, Dreadnought Resources Pty Ltd (**Dreadnought Agreement**).

The Dreadnought Agreement contains the following material terms:

- (a) **Consideration:** The Company has agreed to pay/issue Dreadnought Resources:
- (i) \$250,000 on signing of the agreement;
  - (ii) \$225,000 at settlement; and
  - (iii) 72,500,000 Shares, to be held in escrow for 12 months (being, the subject of this Resolution);
- (b) **Royalty:** The Company has agreed:
- (i) to grant Dreadnought Resources a royalty of 1% of the net smelter returns from E30/0584; and
  - (ii) to assume existing tenement royalties of 1% of the net smelter returns to Arrow (Strickland) Pty Ltd from E16/495, E30/493, E30/494, E77/2403, E77/2416, E77/2432 and E77/2634; and
- (c) **Post-settlement payments:** The Company has agreed that:
- (i) with effect on and from settlement of the Dreadnought Agreement, if an inferred gold resource of greater than 500,000oz reported in accordance with JORC or an inferred mineral resource (other than gold) of greater than 500,000oz gold equivalent resource) reported in accordance with JORC is identified by the Company on any of the tenements, the Company must, at its election, pay, or issue script Shares to Dreadnought Resources to the value of, \$1,000,000; and
  - (ii) it will assume resource cash consideration payment obligations of Dreadnought Resources to Arrow (Strickland) Pty Ltd of \$1,000,000 if a JORC compliant inferred gold resource of greater than 500,000oz or a resource of any commodity measured on a >500,000oz gold equivalent basis is identified by Dreadnought Resources on E16/495, E30/493, E30/494, E77/2403, E77/2416, E77/2432 and E77/2634.

The Dreadnought Agreement otherwise contains terms and conditions considered standard for an agreement of its kind.

Completion of the Dreadnought Agreement occurred on 29 January 2025.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 72,500,000 Shares to Dreadnought Resources on 28 January 2025 pursuant to the Dreadnought Agreement.

### 6.2 Listing Rule 7.1

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

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 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the issue.

### 6.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 2.3 above.

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.

### 6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

### 6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Dreadnought Resources
<b>Number and class of Securities issued</b>	72,500,000 Shares were issued.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities were issued.</b>	28 January 2025.
<b>Price or other consideration the Company received for the Securities</b>	The Shares were issued at a nil issue price, in consideration for the acquisition of the Projects pursuant to the Dreadnought Agreement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Dreadnought Agreement.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued under the Dreadnought Agreement, a summary of the material terms of which is set out in Section 6.1 above.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

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## GLOSSARY

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**\$** means Australian dollars.

**Alto Capital** has the meaning given in Section 1.2.

**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 Catalina Resources Ltd (ACN 130 618 683).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Dreadnought Agreement** has the meaning given in Section 6.1.

**Dreadnought Resources** means Dreadnought Resources Ltd (ACN 119 031 864) as set out in Section 6.1.

**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.

**Lead Manager Mandate** has the meaning given in Section 1.2.

**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.

**Option Placement** has the meaning given in Section 1.3.

**Option Placement Participants** has the meaning given in Section 1.3.

**Pareto Capital** has the meaning given in Section 1.4.

**Projects** has the meaning given in Section 6.1.

**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 or Option (as applicable).

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

**Shareholder** means a registered holder of a Share.

**Share Placement** has the meaning given in Section 1.1.

**Share Placement Participants** has the meaning given in Section 1.1.

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

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## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	The amount payable upon exercise of each Option will be \$0.005 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AWST) on the date which is two years from the date of issue ( <b>Expiry Date</b> ).  An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.
6.	<b>Exercise Date</b>	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 ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) 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;</li> <li>(b) 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</li> <li>(c) 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.</li> </ul> <p>If a notice delivered under 7(b) 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.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	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.

10.	<b>Participation in new issues</b>	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.
11.	<b>Change in exercise price</b>	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.
12.	<b>Adjustment for bonus issues of Shares</b>	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Exercise Price.</p>
13.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be recorded **before 1:00pm (WST) on Monday, 12 May 2025.**

**🖥 TO APPOINT A PROXY ONLINE**

- STEP 1: VISIT** <https://www.votingonline.com.au/ctngm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

**📱 BY SMARTPHONE**



Scan QR Code using smartphone  
QR Reader App

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

**Appointment of a Second Proxy**

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

**STEP 2 VOTING DIRECTIONS TO YOUR PROXY**

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

**Proxy which is a Body Corporate**

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

**STEP 3 SIGN THE FORM**

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4 LODGEMENT**

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00pm (WST) on Monday, 12 May 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged using the enclosed Reply Paid Envelope or:**

- 💻 **Online** <https://www.votingonline.com.au/ctngm>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

**Attending the Meeting**

If you wish to attend the meeting please bring this form with you to assist registration.

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**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Catalina Resources Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Unit 38, 18 Sterling Highway, Nedlands WA 6009 on Wednesday, 14 May, 2025 at 1:00pm (WST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 4 & 5**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 4 & 5** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (**including Resolutions 4 & 5**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

**STEP 2 VOTING DIRECTIONS**  
\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Shares Under Listing Rule 7.1 – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of Shares Under Listing Rule 7.1A – Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Options – Option Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Options to Sanjay Loyalka – Option Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Options to Ross Cotton – Option Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Options to Alto Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Prior Issue of Shares to Dreadnought Resources	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2025

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