

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

In accordance with the ASX Listing Rules, attached are the following documents relating to a General Meeting of Verity Resources Limited (**ASX: VRL**, “**Verity**” or “**the Company**”) to be held in person at 9.00am (AEST) on Friday, 6 June 2025:

- Notice of General Meeting;
- Voting Form; and
- Notice and Access Letter

The Notice of Meeting and other information in relation to the General Meeting is available at [www.verityresources.com.au](http://www.verityresources.com.au)

-Ends-

**This announcement has been authorised for release by the Board of Verity Resources Limited.**

**For further information, please contact:**

**Verity Resources Limited**  
[info@verityresources.com.au](mailto:info@verityresources.com.au)  
[About Verity Resources](#)

Verity Resources owns 100% of the Monument Gold project located near Laverton in Western Australia. This project currently has a JORC-compliant (2012) Inferred resource of 3.257 Mt @ 1.4 g/t for 154,000 ounces Au. (inferred resources calculated by CSA Global in 2021 to JORC 2012 compliance using a 0.5 g/t cut-off grade; see 2 August 2021 ASX announcement “Mineral Resources Estimate declared for Monument Gold Project “for further information).

Verity Resources also holds a supply critical metals portfolio via a joint venture that includes rare earth elements, lithium, gold, base and precious metals in Brazil, including licences in the “Lithium Valley” and Poços de Caldas in the state of Minas Gerais, globally known as prolific lithium and rare earth elements districts respectively. The Company also owns 70% of the Pimenta Project, a potential large-scale REE project in eastern Minas Gerais.

Verity Resources also holds large base and precious metals projects in the Limpopo Mobile Belt in Botswana, a district known for hosting major nickel and copper-producing operations. The Company’s Botswana portfolio contains three flagship projects where high-grade Cu-Ag (Airstrip and Dibete) and a Maiden JORC Inferred Resource (Maibele North) have been discovered. Maibele North currently hosts a JORC (2012) inferred resource of 2.4Mt @ 0.72% Ni and 0.21% Cu + PGE’s + Co + Au and is located within 50km of the Selebi-Phikwe mine recently acquired by TSX-listed Premium Nickel Resources Ltd (TSX-V:PNRL).



## NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

**Verity Resources Limited** ACN 122 995 073

**Date:** Friday, 6 June 2025

**Time:** 9.00am (AEST)

**Venue:** Kew Executive Suites  
832 High Street  
Kew East VIC 3102

*This Notice of General Meeting, Explanatory Memorandum and Voting Form should be read in their entirety.*

*If you are in doubt as to how you should vote, you should seek advice from your professional adviser(s).*

## NOTICE OF GENERAL MEETING

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Notice is given that the General Meeting (**Meeting**) of Shareholders of Verity Resources Limited (ACN 122 995 073) (**Verity** or **Company**) will be held at **9.00am (AEST) on Friday, 6 June 2025** in person at Kew Executive Suites, 832 High Street, Kew East VIC 3102.

### Explanatory Memorandum

The business to be considered at the Meeting is set out below. Information on the Resolutions to which the business relates is contained in the Explanatory Memorandum.

The Explanatory Memorandum and the Proxy Form are part of this Notice.

### Defined terms

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) have the meaning given to them in Schedule 1.

## PARTICIPATING IN THE MEETING

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If you are attending in person, please bring your Voting Form with you to assist registration.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company by emailing the Company at [info@verityresources.com.au](mailto:info@verityresources.com.au). Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm (AEST) on Wednesday, 4 June 2025.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the Meeting are those who are registered Shareholders of the Company on 4 June 2025 at 9.00am (AEST).

## AGENDA

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### RESOLUTION 1 - RATIFICATION OF PLACEMENT SHARES

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To consider, and if thought fit, to pass 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 23,807,335 Placement Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

### RESOLUTION 2 - RATIFICATION OF PLACEMENT SHARES

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To consider, and if thought fit, to pass 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 1,817,665 Placement Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

### RESOLUTION 3 - APPROVAL TO ISSUE PLACEMENT OPTIONS

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To consider and, if thought fit, to pass 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 25,624,995 Placement Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

### OTHER BUSINESS

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To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the Corporations Act.

#### Further Information

Shareholders should direct any questions to the Company Secretary at: [info@verityresources.com.au](mailto:info@verityresources.com.au).

#### By order of the Board



Patrick Volpe  
Non-Executive Director and Company Secretary

9 May 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 Resolutions set out below by or on behalf of the following persons:

<b>Resoution 1 – Ratification of Placement Shares</b>	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resoution 2 – Ratification of Placement Shares</b>	The 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 Placement Options</b>	The 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).

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
- (d) 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.

### Your vote is important

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

### Voting by proxy

A Shareholder is entitled to appoint a proxy. The proxy need not be a Shareholder and can either be an individual or a corporation.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

- (a) if a proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: <ul style="list-style-type: none"><li>• Login to the Automic website using the holding details as shown on the Proxy Form.</li><li>• Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.</li></ul> For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

#### **Power of Attorney**

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already been provided to the Share Registry.

#### **Corporate Representatives**

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry. Failure to do so may result in you only being able to participate in the Meeting in the capacity of a visitor.

#### **Entitlement to vote**

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered holders at 9:00am (AEST) on Wednesday, 4 June 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## EXPLANATORY MEMORANDUM

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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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### ORDINARY BUSINESS

#### 1. BACKGROUND TO RESOLUTIONS 1 TO 3

##### 1.1 Background to the Placement

As announced by the Company on 13 March 2025, the Company received firm commitments from new and existing sophisticated investors to raise approximately \$307,500 (before costs) by way of a placement of 25,625,995 Shares at an issue price of \$0.012 per Share (**Placement Shares**), together with one free attaching Option exercisable at \$0.022 each on or before 19 March 2028 (**Placement Options**) for every one Share subscribed for and issued (**Placement**).

The Placement comprised the following:

- (a) 23,807,335 Shares issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1;
- (b) 1,817,665 Shares issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 2; and
- (c) 25,624,995 Placement Options, which will be issued to the Placement Participants on a one for one basis subject to the Company obtaining Shareholder approval under Resolution 3.

Proceeds from the Placement, together with existing cash reserves, will be primarily applied towards advancing the Company's 100%-owned Monument Gold Project located in the Leonora-Laverton Goldfields in Western Australia. On 4 April 2025, the Company also released a Prospectus to the ASX for a renounceable rights issue (**Rights Issue**) on the same terms as the Placement.

On 2 May 2025, the Company announced the completion of the Rights Issue that successfully raised \$1.1 million, being the total amount possible, with \$754,325 raised through valid acceptances by existing Verity shareholders, and the balance (**Shortfall**) raised with sophisticated and professional investors and the Underwriter.

The Rights Issue was partially underwritten by CAP Holdings Pty Ltd ATF CAP Trust (ACN 139 779 203) an entity associated with Director Patrick Volpe (whom is a director and shareholder of CAP Holdings Pty Ltd and beneficiary of CAP Trust) and substantial shareholder Patrick John Volpe (**Underwriter**).

For further information regarding the Rights Issue and its terms and condition, refer to the Rights Issue Prospectus lodged with ASX and ASIC on 4 April 2025, and can be found on the Company's website at [www.verityresources.com.au](http://www.verityresources.com.au).

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## **2. RESOLUTIONS 1 AND 2 - RATIFICATION OF PLACEMENT SHARES**

### **2.1 General**

Resolutions 1 and 2 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 25,624,995 Shares on 19 March 2025 at an issue price of \$0.012 per Share to raise \$307,500 (before costs).

23,807,335 Shares were issued pursuant to the Company's available placement capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 1,817,665 Shares were issued pursuant to the Company's available capacity under Listing Rule 7.1A (being 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 issue did not breach Listing Rule 7.1 and 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.



## Technical Information required by Listing Rule 7.4 and 7.5

Information Required	Details
<b>Name of the person/s to whom the Company issued the securities</b>	The Placement Participants were identified through a bookbuild process, which involved Australian financial services licensees seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Placement Participants are: <ul style="list-style-type: none"> <li>(a) a related party to the Company;</li> <li>(b) a member of the Company's Key Management Personnel;</li> <li>(c) an advisor to the Company; or</li> <li>(d) an associate of any of the above.</li> </ul>
<b>Number and class of securities issued</b>	25,624,995 Placement Shares were issued on the following basis: <ul style="list-style-type: none"> <li>(a) 23,807,335 Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</li> <li>(b) 1,817,665 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</li> </ul>
<b>Material terms of the securities</b>	25,624,995 Placement Shares are all fully paid ordinary shares in the Company's capital on the same terms and conditions as the Company's existing Shares.
<b>Date securities were issued</b>	19 March 2025
<b>Issue price:</b>	\$0.012 per Placement Share
<b>Purpose and use of funds</b>	Funds raised under the Rights Issue will be applied towards exploration activities at the Monument Gold Project in the Laverton-Leonora Goldfields in Western Australia, working capital requirements and assessment of potential additional opportunities.
<b>Agreements</b>	The Placement Shares were allocated under standard placement arrangements entered into between the Company and the Placement Participants.
<b>Voting Exclusion</b>	A voting exclusion statement is included in this Notice.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1

### 3. RESOLUTION 3 - APPROVAL TO ISSUE PLACEMENT OPTIONS

#### 3.1 General

As set out in Section 1.1, the Company is proposing to issue 25,624,995 Placement Options free attaching to the Placement Shares on a 1 for 1 basis.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 25,624,995 Placement Options.

### 3.2 Listing Rule 7.1

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 company's ordinary shares on issue at the start of that period. The issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval to the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

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

If Resolution 3 is passed, the Company will be able to proceed with the issue of Placement Options. 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 Resolution 3 is not passed, the Company will not be able to proceed with the issue of Placement Options.

### 3.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

Information Required	Details
<b>Name of the person/s to whom the Company will issue the securities</b>	The Placement Options will be issued to the Placement Participants. The Company confirms that no Placement Option participant is: (a) a related party to the Company; (b) a member of the Company's Key Management Personnel; (c) an advisor to the Company; or (d) an associate of any of the above.
<b>Number and class of securities to be issued</b>	25,624,995 Placement Options to be issued.
<b>Material terms of the securities</b>	The Placement Options will be exercisable at \$0.022 each on or before 19 March 2028 and will otherwise be issued on the terms and conditions set out in Schedule 1.
<b>Date securities will be issued</b>	25,624,995 Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules)

<b>Issue price/Consideration for the securities:</b>	The Placement Options are free-attaching to the Placement Shares issued and therefore will be issued at an issue price of nil.
<b>Material terms</b>	The material terms on which the Placement Options will be issued are set out in section 1.1
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## Glossary

For the purposes of the Notice of Meeting and Explanatory Memorandum:

**AEST** means Australian Eastern Standard Time;

**Meeting** means the General Meeting of the Company to be held on 6 June 2025;

**ASX** means the ASX Limited;

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

**Business Day** means a week day on which banks are open for general banking business in Melbourne;

**Chairman** means the individual elected to chair the Meeting of the Company;

**Company** means Verity Resources Limited ACN 122 995 073;

**Constitution** means the governing rules of the Company approved by Shareholders from time to time;

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

**Directors** means the directors of the Company from time to time;

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice of Meeting;

**Key Management Personnel** or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

**Listing Rules** or **ASX Listing Rules** means the Official Listing Rules of the ASX as amended from time to time;

**Notice of Meeting** or **Notice** means the notice of meeting which accompanies this Explanatory Memorandum;

**Option** means an option to acquire a Share;

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

**Placement** has the meaning in section 1.1;

**Placement Option** means an Option issued on the terms and conditions set out in Schedule 1;

**Placement Participants** means the non-related sophisticated and professional investors introduced to the Company by the Australian Financial Services licensees that participated in the Placement;

**Placement Share** has the meaning in section 1.1;

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

**Resolutions** means the resolutions set out in the Notice of Meeting;

**Shares** means fully paid ordinary shares in the Company from time to time;

**Shareholders** means the holders of Shares in the Company;

**Voting Form** means the voting form accompanying the Notice.

## SCHEDULE 1 - TERMS AND CONDITIONS OF PLACEMENT OPTIONS

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### (a) Entitlement

Each Option entitles the holder to subscribe for 1 (one) Share upon exercise of the Placement Option.

### (b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Placement Option will be \$0.022 (Exercise Price).

### (c) Expiry Date

Each Option will expire at 5:00 pm (EST) on 19 March 2028 (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### (d) Exercise Period

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

### (e) Notice of Exercise

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

### (f) Exercise Date

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

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

Within 5 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 Placement Options specified in the Notice of Exercise 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 Placement Options.

If a notice delivered under (g)(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 Placement Options rank equally with the then issued shares of the Company.

**(i) Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**(j) Participation in new issues**

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

**(k) Change in exercise price**

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

**(l) Transferability**

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

Your proxy voting instruction must be received by **9.00am (AEST) on Wednesday, 04 June 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Verity Resources Limited, to be held at **9.00am (AEST) on Friday, 06 June 2025 at Kew Executive Suites, 832 High Street, Kew East VIC 3102** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 RATIFICATION OF PLACEMENT SHARES UNDER LISTING RULE 7.1 CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RATIFICATION OF PLACEMENT SHARES UNDER LISTING RULE 7.1A CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL TO ISSUE PLACEMENT OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).



9 May 2025

Dear Shareholder

## VERITY RESOURCES LIMITED – GENERAL MEETING

Verity Resources Limited (ASX: **VRL**) (**Verity** or **the Company**) advises that it will hold its General Meeting of Shareholders ("**Meeting**") on Friday, 6 June at 9:00am (AEST) at 832 High Street, Kew East, Victoria 3102.

In accordance with the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (**Notice**) unless individual shareholders have made a valid election to receive documents in hard copy. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the company's website [www.verityresources.com.au](http://www.verityresources.com.au)
- A complete copy of the Meeting materials has been posted to the Company's ASX platform at [www.asx.com.au](http://www.asx.com.au) under the Company's ASX code "VRL".
- If you have provided an email address and have elected to receive electronic communication from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of announcement on ASX and the details will also be made available on our website. Shareholders who cannot physically attend the meeting are encouraged to vote by lodging the attached proxy form.

Whilst the Company will provide an opportunity for shareholders to ask questions at the Meeting. Shareholders are encouraged to submit questions in advance of the Meeting by emailing the questions to [info@verityresources.com.au](mailto:info@verityresources.com.au) by 9:00am (AEST) on 4 June 2025, as this will provide management with the best opportunity to prepare answers.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Sincerely,



Patrick Volpe  
Non-Executive Director and Company Secretary  
**Verity Resources Limited**