



Adelong Gold Limited
ABN 15 120 973 775

ADG

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEST) on Sunday, 25 May 2025.**

Amended Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1 **Appoint a Proxy to Vote on Your Behalf**

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I/We being a member/s of Adelong Gold Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Adelong Gold Limited to be held at Level 3, 480 Collins Street, Melbourne VIC 3000 on Tuesday, 27 May 2025 at 9:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 10 and 12 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 10 and 12 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 10 and 12 by marking the appropriate box in step 2.

Step 2 **Items of Business**

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Ratification of Prior Issue of Shares to T1 Placement Participants under listing rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval to Issue Shares to Janus Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of Prior Issue of Shares to T1 Placement Participants under listing rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to Issue Performance Rights to Kurt Lingohr under the Employee Incentive Securities Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval to Issue Placement Shares to T2 Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Amendment To Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to Issue Placement Options to Unrelated Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval to Issue Securities under an Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval For Director Participation in Placement - Mr Mena Habib	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval to Issue Securities Under Future Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval to Issue Options to GBA Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval For Director Participation In Future Placement - Mr Mena Habib	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to Issue Options to Bullseye Analytics Pte Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval to Issue Options to GBA Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to Issue Shares to Currawong Resources Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Approval to Issue Shares to Currawong Resources Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					17	Approval to Issue Shares to Janus Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 **Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	
<input type="text"/>	<input type="text"/>		

ADELONG GOLD LIMITED

ACN 120 973 775

ADDENDUM TO NOTICE OF GENERAL MEETING

Adelong Gold Limited (ACN 120 973 775) (**Company**) gives notice to Shareholders that, in relation to the Notice of General Meeting dated 23 April 2025 (**Notice**) in respect of the Company's general meeting of members to be held at 9.00am (AEST) on Tuesday, 27 May 2025 (**Meeting**), the Directors have resolved to include new Resolutions 13, 14, 15, 16 and 17 within the Notice (**Additional Resolutions**), additional Sections 13, 14, 15, 16, 17 and 18 within the Explanatory Statement and additional defined terms within the Glossary as set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote on Resolutions 1 to 12 and/or vote on the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 12 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions**.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form**.

Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 8611 5333.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Resolutions:

13. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES UNDER FUTURE 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 7.1 and for all other purposes, approval is given for the Company to issue up to 545,454,545 Shares, together with one free attaching Option for every two Shares subscribed for and issued to Future Placement Participants (rounded up for fractional entitlements), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

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 Future 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 of a beneficiary provided the following conditions are met:
- (d) 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
- (e) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. RESOLUTION 14 – APPROVAL FOR DIRECTOR PARTICIPATION IN FUTURE PLACEMENT – MR MENA HABIB

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 10.11 and for all other purposes, approval is given for the Company to issue up to 4,545,455 Shares to Mena Habib (or his nominee), together with one free attaching Option for every two Shares subscribed for and issued to Mena Habib (or his nominee(s)) (rounded up for fractional entitlements), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

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 Mr Mena Habib (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. 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:
- (d) 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

- (e) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

15. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO GBA CAPITAL PTY LTD

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 20,000,000 Options to GBA Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

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 GBA Capital Pty Ltd (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). 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:
- (d) 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
- (e) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

16. RESOLUTION 16 – APPROVAL TO ISSUE SHARES TO CURRAWONG RESOURCES PTY LTD

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 150,000,000 Shares to Currawong Resources Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by Currawong Resources Pty Ltd (or its nominee(s)) or on behalf of 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:
- (d) 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
- (e) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

17. RESOLUTION 17 – APPROVAL TO ISSUE SHARES TO JANUS CAPITAL

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 that number of Shares to Janus Capital (or its nominee(s)) which is equal to \$150,000 at a deemed issue price calculated using the five-day volume weighted average price of Shares (calculated over five consecutive trading days on which the Shares have actually traded) prior to the date of issue, on terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by Janus Capital (or its nominee(s)) or on behalf of 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:
- (d) 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
- (e) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Section:

13. BACKGROUND TO RESOLUTIONS 13 TO 15

On 8 May 2025, the Company announced that it received binding commitments from sophisticated and professional investors (**Future Placement Participants**) to raise \$3 million (before costs) pursuant to a placement of 545,454,545 Shares at an issue price of \$0.0055 per Share, together with one free attaching listed Option (ASX:ADGOA) for every two Shares subscribed for and issued (rounded up for fractional entitlements), exercisable at \$0.008 each on or before 1 May 2029, subject to Shareholder approval (**Future Placement**). Fractional entitlements will round up to the nearest whole Option.

The Company's Chairman, Mr Mena Habib, also seeks to participate on the same terms as the Future Placement for up to \$25,000 (being 4,545,455 Shares and 2,272,728 free-attaching Options), subject to Shareholder approval.

Funds raised from the Future Placement, together with existing cash reserves and proceeds raised from the sale of non-core property and assets will be applied towards as follows:

Use of Funds	\$
Costs of Lauriston Project acquisition	\$2,000,000
Paraiba Lithium and REE Project	\$100,000
Santa Rita do Aracuai Lithium Project	\$100,000
Apollo Gold Project	\$750,000
Lauriston Gold Project	\$,750,000
Working capital and corporate administration	\$1,000,000
Total	\$4,700,000

The above table is a statement of current intentions as at the date of this Addendum. Intervening events may alter the way funds are ultimately applied by the Company.

GBA Capital has been engaged to act as sole lead manager in respect of the Future Placement pursuant to a lead manager mandate (**Future Placement Mandate**). Pursuant to the Future Placement Mandate, in consideration for services provided, the Company agreed to:

- (a) pay GBA Capital a capital raising fee of 6% plus GST of the total funds raised under the Placement; and
- (b) subject to Shareholder approval, issue to GBA Capital (or its nominees) 20,000,000 listed Options (ASX:ADGOA) exercisable at \$0.008 on or before 1 May 2029.

Under the terms of the Future Placement Mandate, if the Company announces an equity capital raising (other than an offer where GBA Capital is the lead manager pursuant to the Future Placement Mandate or a dividend reinvestment plan) within 12 months from the date of termination of the Future Placement Mandate, the Company must pay GBA Capital a fee equivalent to the fee payable under the Future Placement Mandate. This fee will not be payable if the Future Placement Mandate is terminated by the Company due to gross negligence, wilful misconduct, recklessness, fraud or material breach of the Future Placement Mandate by GBA Capital or its respective representatives.

In addition, GBA Capital holds the first right of refusal to act as lead manager to any future capital raisings conducted by the Company within 6 months from the date of the Future Placement Mandate.

Other than as noted above, the Future Placement Mandate contains terms which are standard for an agreement of this type.

14. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES UNDER FUTURE PLACEMENT**14.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Shares and Options under the Future Placement. The Options will be in the same class as the Company's ADGOA class of quoted Options which are exercisable at \$0.008 each on or before 1 May 2029 and are otherwise on the terms and conditions set out in Schedule 1.

14.2 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 fully paid ordinary shares it had on issue at the start of that period.

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

14.3 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 will not be able to raise any funds under the Future Placement.

14.4 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	The Future Placement Participants who have been identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons (as defined in the Glossary) were issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	545,454,545 Shares will be issued. The Options will be issued free attaching with the Shares on a 1:2 basis (rounded up for fractional entitlements), which will result in the issue of approximately 272,727,273 Options. The number of Options actually issued under this Resolution will be determined by the rounding of fractional entitlements (i.e., whether Future Placement Participants apply for an odd or even number of Shares).
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.
Date(s) on or by which the Securities will be issued	The Company will not issue any Securities the subject of this Resolution 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	\$0.0055 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1:2 basis. If 272,727,273 Options are issued under this Resolution are exercised, the Company will receive \$2,181,818.18.



REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as set out in Section 13.
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.

15. RESOLUTION 14 – APPROVAL FOR DIRECTOR PARTICIPATION IN FUTURE PLACEMENT – MR MENA HABIB

15.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to 4,545,455 Shares and 2,272,728 free-attaching Options to Mr Mena Habib (or his nominee(s)), to enable his participation in the Future Placement on the same terms as the Future Placement Participants.

15.2 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 Habib is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Habib who has a material personal interest in the Resolution) 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 Mr Habib (or their 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.

15.3 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.

15.4 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) and will raise additional funds which will be used in the manner set out in Section 13. 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 Future Placement.

15.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Mena Habib (or his nominee(s)).
Categorisation under Listing Rule 10.11	Mr Habib 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 Mr Habib who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 4,545,455 Shares will be issued. The Options will be issued free attaching with the Shares on a 1:2 basis (rounded up for fractional entitlements), being approximately 2,272,728 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.
Date(s) on or by which the Securities will be issued	The Company will not issue any Securities the subject of this Resolution 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	\$0.0055 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1:2 basis. If all the Options the subject of this Resolution are exercised, the Company will receive \$18,181.82.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as set out in Section 13. The issue of Securities to Mr Habib is not intended to remunerate or incentivise Mr Habib.
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.

16. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO GBA CAPITAL PTY LTD

16.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 20,000,000 Options in consideration for lead manager services provided by GBA Capital, as set out in Section 13.

A summary of Listing Rule 7.1 is set out in Section 14.2 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.

16.2 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. In such circumstances the Company may be required to re-negotiate payment terms under the Mandate which may require the Company to pay GBA Capital additional cash fees.

16.3 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	GBA Capital (or its nominee(s)).
Number of Securities and class to be issued	20,000,000 Options will be issued.
Terms of Securities	The 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 will not issue any Options the subject of this Resolution 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 Options will be issued at a nil issue price, in consideration for lead manager services provided by GBA Capital under the Future Placement Mandate. If all the Options the subject of this Resolution are exercised, the Company will receive \$160,000.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Future Placement Mandate.
Summary of material terms of agreement to issue	The Options are being issued under the Future Placement Mandate, a summary of the material terms of which are set out in Section 13.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

17. RESOLUTION 16 – APPROVAL TO ISSUE SHARES TO CURRAWONG RESOURCES PTY LTD

17.1 General

On 8 May 2025, the Company announced that it had executed a binding purchase agreement (**Lauriston Acquisition Agreement**) with Currawong Resources Pty Ltd (ACN 601 745 724), a wholly owned subsidiary of Great Pacific Gold Corporation (TSXV:GPAC) (**Lauriston Vendor**), to acquire a 100% interest in Lauriston Gold Project, comprising six tenements in Victoria, including EL5479, EL006656, EL007044, EL007045, EL007048 and EL008054 (the **Lauriston Project**).

The material terms of the Lauriston Acquisition Agreement are as follows:

- (a) (**Consideration**): Pursuant to the Lauriston Acquisition Agreement, in consideration for the acquisition of the Lauriston Project, the Company will:
- (i) pay the Lauriston Vendor a cash payment of \$500,000 by 31 May 2025;
 - (ii) subject to 17.1(b), on the date of completion of the acquisition of the Lauriston Project under the Lauriston Acquisition Agreement (**Completion**) issue the Lauriston Vendor (or its nominee) \$750,000 worth of Shares at a deemed issue price of \$0.005 (**Completion Consideration Shares**);

- (iii) subject to Completion occurring, pay the Lauriston Vendor the following deferred cash consideration:
 - (A) a cash payment of \$1,000,000 on the date that is six (6) months from the date of Completion (Completion Date);
 - (B) a cash payment of \$500,000 by way of electronic transfer on the date that is 12 months from Completion Date; and
 - (C) a cash payment of \$500,000 by way of electronic transfer on the date that is 18 months from Completion Date; and
 - (D) a cash payment of \$2,000,000 within 30 days of the first gold being poured from the Lauriston Project;
- (iv) subject to Completion occurring, 17.1(b) and the Company obtaining shareholder approval, as close as practicable after the date that is 12 months from the Completion Date, issue the Lauriston Vendor (or its nominee) \$750,000 worth of Shares based on a deemed issue price equal to the 20-day VWAP of Shares calculated over the last 20 trading days on which sales in Shares were recorded prior to the date of that is 12 months from the Completion Date (**Deferred Consideration Shares**).

In addition to the consideration above, should the Company conduct mining activities at the Lauriston Project, the Lauriston Vendor is entitled to a 2.0% net smelter royalty, which will apply to any and all ore extracted by the Company from the area covered by the Lauriston Project.

- (b) (**Restriction on Share issues**): The Company will not issue any Shares (whether it be the Completion Consideration Shares or the Deferred Consideration Shares) if the issue would result in the Lauriston Vendor (or its nominee) acquiring, or being reasonably likely to acquire, an interest in the Company exceeding 9.9%. Any such issue will be deferred until it can occur without breaching the 9.9% threshold.
- (c) (**Assignment of voting interest in Shares**): The Lauriston Vendor will enter into a deed with GBA Capital at Completion whereby the Lauriston Vendor agrees to grant and authorise a power of attorney or proxy on behalf of the Lauriston Vendor to GBA Capital to vote all Shares issued to the Lauriston Vendor under the Lauriston Acquisition Agreement in any manner GBA Capital deems fit and appropriate for the period commencing on Completion and ending on the date that is 24 months from Completion.

Other than as noted above, the Lauriston Acquisition Agreement contains terms which are standard for an agreement of this type.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Completion Consideration Shares (being 150,000,000 Shares).

17.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 14.2 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.

17.3 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. In such circumstances the Company may be required to re-negotiate payment terms under the Lauriston Acquisition Agreement which may require the Company to pay the Lauriston Vendor cash.

17.4 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	Currawong Resources Pty Ltd (or its nominee(s)).
Number of Securities and class to be issued	150,000,000 Shares will be issued.
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.
Date(s) on or by which the Securities will be issued	The Company will not issue any Shares the subject of this Resolution 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 Shares will be issued at a nil issue price, in partial consideration for the Lauriston Project acquisition in accordance with the Lauriston Acquisition Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lauriston Acquisition Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Lauriston Acquisition Agreement, a summary of the material terms of which are set out in Section 17.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

18. RESOLUTION 17 – APPROVAL TO ISSUE SHARES TO JANUS CAPITAL

18.1 General

As set out in Section 9.1, the Company is party to the Facilitation Agreement with Janus Capital.

Janus Capital facilitated the Company's acquisition of the Lauriston Project pursuant to the Facilitation Agreement. Further details in respect of the acquisition of the Project are set out in Section 17.1 above.

The facilitation fee for the acquisition of the Lauriston Project is equal to \$720,000, which is payable in cash or Shares at the election of the Company, with:

- (a) \$150,000 payable on date of completion of the Lauriston Project (**Completion Date**) (**Initial Lauriston Facilitation Fee**);
- (b) \$120,000 payable 6 months from the Completion Date;
- (c) \$150,000 payable 12 months from the Completion Date;
- (d) \$60,000 payable 18 months from the Completion Date; and
- (e) \$240,000 payable within 30 days of the first gold being poured from the Lauriston Project.

18.2 This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Initial Lauriston Facilitation Fee in Shares at a deemed issue price calculated using the five-day VWAP of Shares (calculated over five consecutive trading days on which the Shares have actually traded) prior to the date of issue. Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 14.2 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.



18.3 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. In such circumstances the Company may be required to re-negotiate payment terms under the Facilitation Agreement which may require the Company to pay Janus Capital cash.

18.4 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	Janus Capital (or its nominee(s)).
Number of Securities and class to be issued	That number of Shares which is equal to \$150,000 at a deemed issue price calculated using the five-day VWAP of Shares (calculated over five consecutive trading days on which the Shares have actually traded) prior to the date of issue.
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.
Date(s) on or by which the Securities will be issued	The Company will not issue any Shares the subject of this Resolution 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 Shares will be issued at a nil issue price, in consideration of facilitation services provided by Janus Capital.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Shares is to satisfy the Company's obligations under the Facilitation Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Facilitation Agreement, a summary of the material terms of which is set out in Section 18.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

18.5 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolution 17 based on assumed issue prices of \$0.0068, \$0.0102 and \$0.0034 per Share being the VWAP for Shares on the 5 trading days on which sales in Shares were recorded before 8 May 2025 and the prices which are 50% higher and 50% lower than that price.

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SHARES UNDER RESOLUTION 17 ¹	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE ²	INCREASE IN THE NUMBER OF SHARES ON ISSUE ASSUMING THE COMPANY ISSUED THE MAXIMUM AMOUNT PURSUANT TO RESOLUTION 17 ³	DILUTION EFFECT ON EXISTING SHAREHOLDERS
\$0.00680	22,058,824	1,397,486,198	1,419,545,022	1.55%
\$0.0102	14,705,882	1,397,486,198	1,412,192,080	1.04%
\$0.0034	44,117,647	1,397,486,198	1,441,603,845	3.06%

Notes:



1. Rounded to the nearest whole number.
2. There are currently 1,397,486,198 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 17 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

SUPPLEMENTARY DEFINED TERMS

The Glossary is amended by including the following defined terms:

Future Placement has the meaning given in Section 13.

Future Placement Mandate has the meaning given in Section 13.

Future Placement Participants has the meaning given in Section 13.

Lauriston Acquisition Agreement has the meaning given in Section 17.1.

Lauriston Project has the meaning given in Section 17.1.

Lauriston Vendor has the meaning given in Section 17.1.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	ENTITLEMENT	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	EXERCISE PRICE	\$0.008 (Exercise Price).
3.	EXPIRY DATE	1 May 2029 (Expiry Date).
4.	EXERCISE PERIOD	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	NOTICE OF EXERCISE	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) 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.	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 Option being exercised in cleared funds (Exercise Date).
7.	QUOTATION	Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange. The Company notes that it will make an application to ASX for quotation of the Options.
8.	TIMING OF ISSUE OF SHARES ON EXERCISE	<p>Within 15 Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (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 (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for quotation on ASX of Shares issued pursuant to the exercise of the Options.
9.	SHARES ISSUED ON EXERCISE	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10.	RECONSTRUCTION OF CAPITAL	In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.
11.	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. However, the Company will give the holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.



12.	CHANGE IN EXERCISE PRICE	There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
13.	ADJUSTMENT FOR BONUS ISSUES	<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 which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Option exercise price.</p>
14.	TRANSFERABILITY	<p>The Options are transferable with prior written consent of the Board.</p> <p>The Company notes that it will make an application to ASX for quotation of the Options, and if quotation is granted, the Options will be freely tradable without the prior written consent of the Board.</p>
15.	ADJUSTMENTS	Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
16.	GOVERNING LAW	These terms and the rights and obligations of the Option holder are governed by the laws of Victoria. The Option holder irrevocably and unconditionally submits to the nonexclusive jurisdiction of the courts of Victoria.