

ARIKA RESOURCES LIMITED
ACN 086 839 992
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: 17 July 2025
PLACE: Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

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 5:00pm (WST) on 15 July 2025.

BUSINESS OF THE MEETING

AGENDA

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

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 95,026,295 Placement Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 52,060,661 Placement Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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 39,870,218 Placement Shares to the Unrelated Tranche 2 Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – JUSTIN BARTON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 8,695,652 Placement Shares to Mr Justin Barton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – ROGER STEINEPREIS

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 21,800,000 Placement Shares to Mr Roger Steinepreis (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL FOR CONVERSION OF ACCRUED DIRECTORS' FEES TO SHARES – JUSTIN BARTON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,043,478 Shares to Mr Justin Barton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL FOR CONVERSION OF ACCRUED DIRECTORS' FEES TO SHARES – ROGER STEINEPREIS

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,586,956 Shares to Mr Roger Steinepreis (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL FOR CONVERSION OF ACCRUED DIRECTORS' FEES TO SHARES – STEVEN WOOD

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,739,130 Shares to Mr Steven Wood (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 4 June 2025

For personal use only

Voting Prohibition Statements

Resolution 4 – Approval for Director Participation in Placement – Justin Barton	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 5 – Approval for Director Participation in Placement – Roger Steinepreis	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 6 – Approval for Conversion of Accrued Directors' Fees to Shares – Justin Barton	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 7 – Approval for Conversion of Accrued Directors' Fees to Shares – Roger Steinepreis	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	<p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 8 – Approval for Conversion of Accrued Directors' Fees to Shares – Steven Wood	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1	The Unrelated Participants or any other person who participated in the issue of Tranche 1 Placement Shares or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1A	The Unrelated Participants or any other person who participated in the issue of Tranche 1 Placement Shares or an associate of that person or those persons.
Resolution 3 – Approval to Issue Tranche 2 Placement Shares	The Unrelated Tranche 2 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 of Unrelated Tranche 2 Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval for Director Participation in Placement – Justin Barton	Mr Justin Barton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of Director Tranche 2 Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval for Director Participation in Placement – Roger Steinepreis	Mr Roger Steinepreis (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Director Tranche 2 Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval for Conversion of Accrued Directors' Fees to Shares – Justin Barton	Mr Justin Barton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Director Fee Conversion Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 7 – Approval for Conversion of Accrued Directors' Fees to Shares – Roger Steinepreis	Mr Roger Steinepreis (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Director Fee Conversion Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 8 – Approval for Conversion of Accrued Directors' Fees to Shares – Steven Wood	Mr Steven Wood (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Director Fee Conversion Shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

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

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from MUFG Corporate Markets (AU) Limited will need to verify your identity. You can register until on or before 10:00am (WST) on 15 July 2025.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 8072 1400.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO THE PLACEMENT

1.1 General

As announced on 2 May 2025, the Company received firm commitments of \$4,300,015 (before costs) from unrelated professional and sophisticated investors (**Unrelated Participants**) and \$701,400 (before costs) from Directors of the Company to raise up to approximately \$5,001,415 (before costs) under a capital raising through the issue of an aggregate of 217,452,826 Shares at an issue price of \$0.023 per Share (**Placement Shares**) (**Placement**). The issue price of the Placement Shares represents a 13.4% discount to the 5-day volume-weighted average price (**VWAP**) of the Company's Shares on 29 April 2025.

The Placement will be conducted in two tranches, comprising the issue of:

- (a) 147,086,956 Placement Shares to the Unrelated Participants which were issued under the Company's combined Listing Rule 7.1 and 7.1A capacities (**Tranche 1 Placement Shares**), ratification of which is sought under Resolutions 1 and 2, respectively; and
- (b) an aggregate of 70,365,870 Placement Shares subject to Shareholder approval (**Tranche 2 Placement Shares**), which includes the issue of:
 - (i) 39,870,218 Tranche 2 Placement Shares (**Unrelated Tranche 2 Placement Shares**) to the Unrelated Participants (**Unrelated Tranche 2 Participants**), approval of which is sought under Resolution 3; and
 - (ii) an aggregate of 30,495,652 Tranche 2 Placement Shares (**Director Tranche 2 Placement Shares**) to the Directors of the Company, comprising 8,695,652 Placement Shares to Mr Justin Barton and 21,800,000 Placement Shares to Mr Roger Steinepreis (or their nominee(s)) (**Director Participation**), approval of which is sought under Resolutions 4 and 5, respectively.

In addition to the Placement, the current Directors of the Company wish to convert an aggregate of up to \$169,499.97 in accrued Director fees to equity at a deemed conversion price of \$0.023 per Share (**Deemed Conversion Price**), being equal to the issue price under the Placement (**Conversion Agreement**), via the issue of:

- (a) 3,043,478 Shares to Mr Justin Barton (or his nominee(s)), approval of which is sought under Resolution 6;
- (b) 2,586,956 Shares to Mr Roger Steinepreis (or his nominee(s)), approval of which is sought under Resolution 7; and
- (c) 1,739,130 Shares to Mr Steven Wood (or his nominee(s)), approval of which is sought under Resolution 8;

(together, the **Director Fee Conversion Shares**).

The issue price of the Placement Shares was determined in consultation with the Joint Lead Managers in accordance with generally accepted market practice and the requirements of the ASX Listing Rules. The Deemed Conversion Price was then set based on this being the same price as the issue price for the Placement Shares. This was considered to be a fair and reasonable value given that the pricing for the Placement Shares was undertaken in accordance with market practice in consultation with the Joint Lead Managers on an arm's length basis.

As with all mining exploration entities, the current market trading prices can be volatile, and the price will rise and fall in line with various factors, including the price of commodities, general economic conditions and the exploration success of the Company. In the case of the Company, the trading price for the Shares has increased following the Placement and the date that the issue price for the Placement Shares and therefore the Deemed

Conversion Price was set. This could be attributed to many factors, including the fact that the Directors have shown the confidence in the Company and its potential success by agreeing to subscribe for Tranche 2 Placement Shares for cash in the case of Mr Justin Barton and Mr Roger Steinepreis and to convert part of their accrued Director fees into Shares.

For Shareholders to consider the Deemed Conversion Price and to enable them to assess this price to form a view on the relevant Resolutions, the Company has set out further details below in respect of the trading history of the Shares on ASX over various periods preceding the date of this Notice, including the highest and lowest closing prices of the Shares, as well as the VWAPs of the Shares over the relevant periods:

60-DAY TRADING HISTORY (4 MARCH 2025 TO 2 JUNE 2025)	HIGHEST	LOWEST
Share Price	\$0.039	\$0.016
5-day VWAP	\$0.037	\$0.018
10-day VWAP	\$0.040	\$0.019
15-day VWAP	\$0.039	\$0.020

In the Placement announcement, the Company erroneously stated that the Director Participation included Director Fee Conversion Shares, however these Shares are in addition to the Director Participation in the Placement.

1.2 Lead Managers

The Company engaged Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) and Bell Potter Securities Pty Ltd (ABN 25 006 390 772) (**Bell Potter**) to act as joint lead managers to the Placement (together, the **Joint Lead Managers**) pursuant to a lead manager mandate dated 29 April 2025 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided, the Company agreed to pay the Joint Lead Managers:

- (a) a management fee of 2% of the total funds raised under the Placement (**Management Fee**), to be split equally between the Joint Lead Managers; and
- (b) a selling fee of 4% of the total funds raised under the Placement (**Selling Fee**), to be split between the Joint Lead Managers as agreed by them.

The Lead Manager Mandate otherwise contains terms which are considered standard for an agreement of this type.

1.3 Use of funds

Funds raised from the Placement are intended to be used to fund the Company's exploration activities at its flagship Yundamindra and Kookynie Gold Projects in Western Australia, and for general working capital purposes.

2. RESOLUTIONS 1 TO 2 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 147,086,956 Tranche 1 Placement Shares at an issue price of \$0.023 per Share to raise \$3,383,000.

95,026,295 Tranche 1 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 52,060,661 Tranche 1 Placement Shares were issued on 9 May 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A.

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 13 November 2024.

The issue of Tranche 1 Placement Shares 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 Rules 7.1 or 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under these rules.

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 Rules 7.1 and 7.1A. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Tranche 1 Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue of Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

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

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom securities were issued or the basis on which those persons were identified/selected	<p>The Unrelated Participants who were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the 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>
Number and class of securities issued	<p>147,086,956 Tranche 1 Placement Shares were issued on the following basis:</p> <p>(a) 95,026,295 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</p> <p>(b) 52,060,661 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</p>
Terms of Securities	<p>The Tranche 1 Placement 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>

REQUIRED INFORMATION	DETAILS
Date on or by which the Securities were issued	9 May 2025.
Price or other consideration the Company received for the Securities	\$0.023 per Tranche 1 Placement Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 1 Placement Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 39,870,218 Unrelated Tranche 2 Placement Shares to the Unrelated Tranche 2 Participants at an issue price of \$0.023 per Placement Share to raise up to \$917,015.

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

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

3.2 Technical information required by Listing Rule 14.1A

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

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

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated Tranche 2 Participants who will be identified through a bookbuild process, which will involve the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of securities and class to be issued	Up to 39,870,218 Unrelated Tranche 2 Placement Shares will be issued.
Terms of securities	The Unrelated Tranche 2 Placement 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 expects to issue the Unrelated Tranche 2 Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Unrelated Tranche 2 Placement Shares 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the securities	\$0.023 per Unrelated Tranche 2 Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities are not proposed to be issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 4 AND 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

4.1 General

Resolutions 4 and 5 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 30,495,652 Director Tranche 2 Placement Shares to Mr Justin Barton and Mr Roger Steinepreis (or their nominee(s)) on the terms and conditions set out below to enable the Directors to participate in the Placement on the same terms as Unrelated Participants.

Further details in respect of the intended Director Participation are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION		
		QUANTUM		FUNDS RAISED ¹
		SHARES	OPTIONS	
Mr Justin Barton	4	8,695,652	Nil	\$200,000
Mr Roger Steinepreis	5	21,800,000	Nil	\$501,400
TOTAL		30,495,652	Nil	\$701,400

Notes:

1. Based on an issue price of \$0.023 per Director Tranche 2 Placement Share.

4.2 Director Recommendation

Mr Steven Wood recommends that Shareholders vote in favour of these Resolutions to enable the Director Participation, being the participation in the Placement on the same terms as the Unrelated Participants. The primary reason for voting in favour of the resolution is to enable the Company to raise a further aggregate of up to \$701,400 under the Placement.

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

4.3 Chapter 2E of the Corporations Act

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

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

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

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

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

4.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue of Director Tranche 2 Placement Shares 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.

4.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of Director Tranche 2 Placement Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of Director Tranche 2 Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue.

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

REQUIRED INFORMATION	DETAILS
Name of the persons to whom securities will be issued	The proposed recipients of the Director Tranche 2 Placement Shares are set out in Section 4.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Director Tranche 2 Placement Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of securities and class to be issued	The maximum number of Director Tranche 2 Placement Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 4.1 above.

REQUIRED INFORMATION	DETAILS																		
Terms of securities	The Director Tranche 2 Placement 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 expects to issue the Director Tranche 2 Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).																		
Price or other consideration the Company will receive for the securities	\$0.023 per Director Tranche 2 Placement Share.																		
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.																		
Consideration of type and quantum of security to be issued	<p>The recipients are seeking to participate in the capital raising on the same terms as the unrelated institutional, professional and sophisticated investors who took part in the Placement.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Tranche 2 Placement Shares on the terms proposed and the issue of the Director Tranche 2 Placement Shares is not intended to remunerate or incentivise the Directors.</p>																		
Valuation	<p>The value of the Director Tranche 2 Placement Shares proposed to be issued is set out in the table below, based on a valuation of \$0.023 per Share (being the issue price of the Director Tranche 2 Placement Shares proposed to be issued, which is equivalent to the price at which Placement Shares were issued to Unrelated Participants in the Placement).</p> <table><tr><th>RELATED PARTY</th><th>SHARES</th><th>VALUE¹</th></tr><tr><td>Mr Justin Barton</td><td>8,695,652</td><td>\$200,000</td></tr><tr><td>Mr Roger Steinepreis</td><td>21,800,000</td><td>\$501,400</td></tr></table> <p>Notes:</p> <p>1 Based on an issue price of \$0.023 per Director Tranche 2 Placement Share.</p>	RELATED PARTY	SHARES	VALUE ¹	Mr Justin Barton	8,695,652	\$200,000	Mr Roger Steinepreis	21,800,000	\$501,400									
RELATED PARTY	SHARES	VALUE ¹																	
Mr Justin Barton	8,695,652	\$200,000																	
Mr Roger Steinepreis	21,800,000	\$501,400																	
Summary of material terms of agreement to issue	The Director Tranche 2 Placement Shares are not proposed to be issued under an agreement.																		
Interest in Shares	<p>The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue of Director Tranche 2 Placement Shares are set out below:</p> <p>As at the date of this Notice</p> <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Mr Justin Barton</td><td>16,383,241</td><td>18,821,962²</td><td>3,000,000³</td><td>2.10%</td><td>4.22%</td></tr><tr><td>Mr Roger Steinepreis</td><td>47,453,889⁴</td><td>34,374,913⁵</td><td>Nil</td><td>6.08%</td><td>9.03%</td></tr></table>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Mr Justin Barton	16,383,241	18,821,962 ²	3,000,000 ³	2.10%	4.22%	Mr Roger Steinepreis	47,453,889 ⁴	34,374,913 ⁵	Nil	6.08%	9.03%
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED														
Mr Justin Barton	16,383,241	18,821,962 ²	3,000,000 ³	2.10%	4.22%														
Mr Roger Steinepreis	47,453,889 ⁴	34,374,913 ⁵	Nil	6.08%	9.03%														

REQUIRED INFORMATION	DETAILS												
	Post issue (Resolutions 4 and 5 only)												
	<table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Mr Justin Barton</td><td>25,078,893</td><td>18,821,962</td><td>3,000,000</td></tr><tr><td>Mr Roger Steinepreis</td><td>69,253,889</td><td>34,374,913</td><td>Nil</td></tr></table>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Mr Justin Barton	25,078,893	18,821,962	3,000,000	Mr Roger Steinepreis	69,253,889	34,374,913	Nil
	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS									
	Mr Justin Barton	25,078,893	18,821,962	3,000,000									
	Mr Roger Steinepreis	69,253,889	34,374,913	Nil									
	Notes:												
	1 Fully paid ordinary shares in the capital of the Company (ASX: ARI)												
	2 Comprising: <ul style="list-style-type: none">(a) 2,237,450 Class A Unlisted Options exercisable at \$0.06 on or before 23 May 2026;(b) 2,237,450 Class B Unlisted Options exercisable at \$0.09 on or before 23 May 2026;(c) 2,013,729 Unlisted Options exercisable at \$0.03 on or before 11 December 2025;(d) 333,333 Unlisted Options exercisable at \$0.025, expiring 19 March 2026;(e) 6,000,000 Unlisted Options exercisable at \$0.05 on or before 18 December 2027; and(f) 6,000,000 Unlisted Options exercisable at \$0.06 on or before 18 December 2027.												
	3 Comprising: <ul style="list-style-type: none">(a) 500,000 Performance Rights vesting on achievement of a closing share price of the Company's ordinary shares listed on the ASX having exceeded \$0.15 for 5 consecutive days, expiring 20 December 2025;(b) 500,000 Performance Rights vesting on achievement of a closing share price of the Company's ordinary shares listed on the ASX having exceeded \$0.25 for 5 consecutive days, expiring 20 December 2025; and(c) 2,000,000 Tranche B Performance Rights vesting on achievement of a closing share price of the Company's ordinary shares listed on the ASX reaching \$0.2 for at least 1 trading day, expiring 31 May 2025.												
	4 Comprising: <ul style="list-style-type: none">(a) 500,000 Shares held indirectly by Ranchland Holdings Pty Ltd (controlled entity);(b) 90,000 Shares held indirectly by Jacqueline Steinepreis (related party of Director); and(c) 46,863,889 Shares held indirectly by Genteel Nominees Pty Ltd (controls a 50% interest).												
5 Comprising: <ul style="list-style-type: none">(a) 8,333,333 Class A Unlisted Options exercisable at \$0.06 on or before 23 May 2026;(b) 8,333,333 Class B Unlisted Options exercisable at \$0.09 on or before 23 May 2026;(c) 8,374,914 Unlisted Options exercisable at \$0.03 on or before 11 December 2025;(d) 3,333,333 Unlisted Options exercisable at \$0.025 on or before 19 March 2026;(e) 3,000,000 Unlisted Options exercisable at \$0.05 on or before 18 December 2027; and(f) 3,000,000 Unlisted Options exercisable at \$0.06 on or before 18 December 2027.													
Dilution	If the Director Tranche 2 Placement Shares are issued, the number of Shares on issue will increase from 780,595,594 (being the total number of Shares on issue as at the date of this Notice) to 811,091,246 (assuming that no Shares are issued and no other convertible shares vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.76%, comprising 1.07% by Mr Justin Barton and 2.69% by Mr Roger Steinepreis.												

REQUIRED INFORMATION	DETAILS												
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>CLOSING PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.042</td><td>24 February 2025</td></tr><tr><td>Lowest</td><td>\$0.016</td><td>7 April 2025 and 9 April 2025</td></tr><tr><td>Last</td><td>\$0.039</td><td>2 June 2025</td></tr></table>		CLOSING PRICE	DATE	Highest	\$0.042	24 February 2025	Lowest	\$0.016	7 April 2025 and 9 April 2025	Last	\$0.039	2 June 2025
	CLOSING PRICE	DATE											
Highest	\$0.042	24 February 2025											
Lowest	\$0.016	7 April 2025 and 9 April 2025											
Last	\$0.039	2 June 2025											
Other information	<p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p>												
Voting exclusion statements	<p>Voting exclusion statements apply to these Resolutions.</p>												
Voting prohibition statements	<p>Voting prohibition statements apply to these Resolutions.</p>												

5. RESOLUTIONS 6 TO 8 – APPROVAL FOR CONVERSION OF ACCRUED DIRECTORS' FEES TO SHARES

5.1 General

Resolutions 6 to 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 7,369,564 Director Fee Conversion Shares to Mr Justin Barton, Mr Roger Steinepreis and Mr Steven (or their nominee(s)) on the terms and conditions set out below in lieu of directors' fees and accrued annual leave at the Deemed Conversion Price of \$0.023 per Share for the purposes of the Conversion Agreement. The Deemed Conversion Price is equal to the issue price under the Placement and the price was set by the Directors for the reasons set out in Section 1.1.

Further details in respect of issue are set out in the table below.

RECIPIENT	DIRECTORS FEES/SALARY		QUANTUM OF DIRECTOR FEE CONVERSION SHARES	VALUE OF DIRECTOR FEE CONVERSION SHARES				
	\$	ACCRUAL PERIOD		\$0.023 ¹	\$0.016 ²	\$0.018 ³	\$0.019 ⁴	\$0.020 ⁵
Mr Justin Barton (Resolution 6)	\$69,999.99	1 May 2025 to 31 May 2025 and a portion of accrued annual leave	3,043,478	\$69,999.99	\$48,695.65	\$54,782.60	\$57,826.08	\$60,869.56
Mr Roger Steinepreis (Resolution 7)	\$59,499.99	4 June 2024 to 31 May 2025	2,586,956	\$59,499.99	\$41,391.30	\$46,565.21	\$49,152.16	\$51,739.12
Mr Steven Wood (Resolution 8)	\$39,999.99	25 August 2024 to 31 May 2025	1,739,130	\$39,999.99	\$27,826.08	\$31,304.34	\$33,043.47	\$34,782.60
TOTAL	\$169,499.97		7,369,564	\$169,499.97	\$117,913.02	\$132,652.15	\$140,021.72	\$147,391.28

Notes:

- Based on the Deemed Conversion Price of \$0.023 per Share.
- Based on the lowest daily closing price of Shares during the 60-day period from 4 March 2025 to 2 June 2025, as set out in the trading history table at Section 1.1.
- Based on the lowest rolling 5-day VWAP of Shares during the 60-day period from 4 March 2025 to 2 June 2025, as set out in the trading history table at Section 1.1.
- Based on the lowest rolling 10-day VWAP of Shares during the 60-day period from 4 March 2025 to 2 June 2025, as set out in the trading history table at Section 1.1.
- Based on the lowest rolling 15-day VWAP of Shares during the 60-day period from 4 March 2025 to 2 June 2025, as set out in the trading history table at Section 1.1.

5.2 Reasoning for Conversion Agreement

The Director Fee Conversion Shares are proposed to be issued to the Directors for consideration equal to the value of the Director fees and salary (including annual leave for Mr Justin Barton) that have accrued but not been paid as set out in the table above at Section 5.1.

The number of Director Fee Conversion Shares proposed to be issued to the Directors under the Conversion Agreement was calculated using the Deemed Conversion Price, being equal to the issue price under the Placement. As set out in Section 1.1, this value was considered to be a fair and reasonable value given that the pricing for the Placement Shares was undertaken in accordance with market practice in consultation with the Joint Lead Managers on an arm's length basis and therefore the same price should apply to the Directors. This is also the same price at which Mr Justin Barton and Mr Roger Steinepreis are subscribing for the Tranche 2 Placement Shares for cash amounts of \$200,000 and \$501,400 respectively, subject to Shareholder approval pursuant to Resolutions 4 and 5.

Relevantly, the Company agreed to undertake the Conversion Agreement to preserve the Company's existing cash reserves and also as a show of commitment and support for the Company moving forward by its Directors, Mr Justin Barton, Mr Roger Steinepreis and Mr Steven Wood.

5.3 Director Recommendation

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

5.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.3 above.

The issue of the Director Fee Conversion Shares constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director. The nature of the financial benefit is the issue of the Director Fee Conversion Shares to the Directors pursuant to the Conversion Agreement.

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

5.5 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 4.4 above.

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

5.6 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue.

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	The proposed recipients of the Director Fee Conversion Shares are set out in Section 5.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Director Fee Conversion Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	The maximum number of Director Fee Conversion Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 5.1 above.
Terms of Shares	The Director Fee Conversion 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 Shares will be issued	The Company expects to issue the Director Fee Conversion Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Director Fee Conversion Shares 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 Shares	The Director Fee Conversion Shares are being issued at an issue price equal to \$0.023, and they are being issued in lieu of accrued directors' fees in accordance with the Conversion Agreement. Accordingly, no funds will be raised pursuant to the issue of the Director Conversion Fee Shares. Notwithstanding this, it should be noted that the deemed issue price being used under the Conversion Agreement for the purposes of calculating the number of Director Conversion Fee Shares to be issued is \$0.023 per Director Conversion Fee Share as outlined in Section 1.1 and 5.1 above.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of Director Fee Conversion Shares is to satisfy accrued director's fees owed to the recipients for the periods outlined in Section 5.1 above.
Consideration of type and quantum of Security to be issued	It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Fee Conversion Shares on the terms proposed, noting the improved balance sheet position of the Company by completing the Conversion Agreement, the grant of the Director Fee Conversion Shares to Directors, Mr Barton, Mr Steinepreis and Mr Wood further aligns their interests with the interests of Shareholders and that settlement of the accrued directors' fees under the Conversion Agreement alleviates any need for the Company to use its cash reserves to settle these accrued directors' fees, which can otherwise be utilised to advance the Company's business.

REQUIRED INFORMATION	DETAILS																																	
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:																																	
	<table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024</th></tr><tr><td>Mr Justin Barton</td><td>\$481,025¹</td><td>\$290,784</td></tr><tr><td>Mr Roger Steinepreis</td><td>\$136,050²</td><td>\$22,523</td></tr><tr><td>Mr Steven Wood</td><td>\$98,025³</td><td>\$42,500</td></tr></table>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024	Mr Justin Barton	\$481,025 ¹	\$290,784	Mr Roger Steinepreis	\$136,050 ²	\$22,523	Mr Steven Wood	\$98,025 ³	\$42,500																					
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	Mr Roger Steinepreis	\$136,050 ²	\$22,523																															
	Mr Steven Wood	\$98,025 ³	\$42,500																															
Notes:																																		
1. Comprising Directors' salary of \$295,000, superannuation of \$33,925 and share based payments of \$152,100.																																		
2. Comprising Directors' salary (inclusive of superannuation) of \$60,000 and share based payments of \$76,050.																																		
3. Comprising Directors' salary (inclusive of superannuation) of \$60,000 and share based payments of \$38,025.																																		
Valuation	The value of the Director Fee Conversion Shares proposed to be issued pursuant to Resolutions 6 to 8 are set out in the table below, based on a valuation of \$0.023 per Share, being equal to the issue price under the Placement.																																	
	<table><tr><th rowspan="2">RELATED PARTY</th><th rowspan="2">QUANTUM</th><th colspan="5">VALUE</th></tr><tr><th>\$0.023¹</th><th>\$0.016²</th><th>\$0.018³</th><th>\$0.019⁴</th><th>\$0.020⁵</th></tr><tr><td>Mr Justin Barton</td><td>3,043,478</td><td>\$69,999.99</td><td>\$48,695.65</td><td>\$54,782.60</td><td>\$57,826.08</td><td>\$60,869.56</td></tr><tr><td>Mr Roger Steinepreis</td><td>2,586,956</td><td>\$59,499.99</td><td>\$41,391.30</td><td>\$46,565.21</td><td>\$49,152.16</td><td>\$51,739.12</td></tr><tr><td>Mr Steven Wood</td><td>1,739,130</td><td>\$39,999.99</td><td>\$27,826.08</td><td>\$31,304.34</td><td>\$33,043.47</td><td>\$34,782.60</td></tr></table>	RELATED PARTY	QUANTUM	VALUE					\$0.023 ¹	\$0.016 ²	\$0.018 ³	\$0.019 ⁴	\$0.020 ⁵	Mr Justin Barton	3,043,478	\$69,999.99	\$48,695.65	\$54,782.60	\$57,826.08	\$60,869.56	Mr Roger Steinepreis	2,586,956	\$59,499.99	\$41,391.30	\$46,565.21	\$49,152.16	\$51,739.12	Mr Steven Wood	1,739,130	\$39,999.99	\$27,826.08	\$31,304.34	\$33,043.47	\$34,782.60
	RELATED PARTY			QUANTUM	VALUE																													
		\$0.023 ¹	\$0.016 ²		\$0.018 ³	\$0.019 ⁴	\$0.020 ⁵																											
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Summary of material terms of agreement to issue	The Director Fee Conversion Shares are being issued under the Conversion Agreement summarised at Section 1.1.																																	
Interest in Shares	The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue of Director Fee Conversion Shares are set out below:																																	
	As at the date of this Notice																																	
	<table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Mr Justin Barton</td><td>16,383,241</td><td>18,821,962²</td><td>3,000,000³</td><td>2.10%</td><td>4.22%</td></tr><tr><td>Mr Roger Steinepreis</td><td>47,453,889⁴</td><td>34,374,913⁵</td><td>Nil</td><td>6.08%</td><td>9.03%</td></tr></table>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Mr Justin Barton	16,383,241	18,821,962 ²	3,000,000 ³	2.10%	4.22%	Mr Roger Steinepreis	47,453,889 ⁴	34,374,913 ⁵	Nil	6.08%	9.03%															
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Mr Roger Steinepreis	47,453,889 ⁴	34,374,913 ⁵	Nil	6.08%	9.03%																													

REQUIRED INFORMATION	DETAILS						
	Mr Steven Wood	5,170,088	5,612,753 ⁶	Nil	0.66%	1.19%	
	Post issue (Resolutions 6 to 8 only)						
	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS			
	Mr Justin Barton	19,426,719	18,821,962	3,000,000			
	Mr Roger Steinepreis	50,040,845	34,374,913	Nil			
	Mr Steven Wood	6,909,218	5,612,753	Nil			
	Notes:						
	1	Fully paid ordinary shares in the capital of the Company (ASX: ARI).					
	2	Comprising: (a) 2,237,450 Class A Unlisted Options exercisable at \$0.06 on or before 23 May 2026; (b) 2,237,450 Class B Unlisted Options exercisable at \$0.09 on or before 23 May 2026; (c) 2,013,729 Unlisted Options exercisable at \$0.03 on or before 11 December 2025; (d) 333,333 Unlisted Options exercisable at \$0.025, expiring 19 March 2026; (e) 6,000,000 Unlisted Options exercisable at \$0.05 on or before 18 December 2027; and (f) 6,000,000 Unlisted Options exercisable at \$0.06 on or before 18 December 2027.					
	3	Comprising: (a) 500,000 Performance Rights vesting on achievement of a closing share price of the Company's ordinary shares listed on the ASX having exceeded \$0.15 for 5 consecutive days, expiring 20 December 2025; (b) 500,000 Performance Rights vesting on achievement of a closing share price of the Company's ordinary shares listed on the ASX having exceeded \$0.25 for 5 consecutive days, expiring 20 December 2025; and (c) 2,000,000 Tranche B Performance Rights vesting on achievement of a closing share price of the Company's ordinary shares listed on the ASX reaching \$0.2 for at least 1 trading day, expiring 31 May 2025.					
	4	Comprising: (a) 500,000 Shares held indirectly by Ranchland Holdings Pty Ltd (controlled entity); (b) 90,000 Shares held indirectly by Jacqueline Steinepreis (related party of Director); and (c) 46,863,889 Shares held indirectly by Genteel Nominees Pty Ltd (controls a 50% interest).					
	5	Comprising: (a) 8,333,333 Class A Unlisted Options exercisable at \$0.06 on or before 23 May 2026; (b) 8,333,333 Class B Unlisted Options exercisable at \$0.09 on or before 23 May 2026; (c) 8,374,914 Unlisted Options exercisable at \$0.03 on or before 11 December 2025; (d) 3,333,333 Unlisted Options exercisable at \$0.025 on or before 19 March 2026; (e) 3,000,000 Unlisted Options exercisable at \$0.05 on or before 18 December 2027; and (f) 3,000,000 Unlisted Options exercisable at \$0.06 on or before 18 December 2027.					
	6	Comprising: (a) 484,833 Class A Unlisted Options exercisable at \$0.06 on or before 23 May 2026; (b) 484,833 Class B Unlisted Options exercisable at \$0.09 on or before 23 May 2026; (c) 1,309,754 Unlisted Options exercisable at \$0.03 on or before 11 December 2025;					

REQUIRED INFORMATION	DETAILS												
	<div>(d) 333,333 Unlisted Options exercisable at \$0.025, on or before 19 March 2026;</div> <div>(e) 1,500,000 Unlisted Options exercisable at \$0.05 on or before 18 December 2027; and</div> <div>(f) 1,500,000 Unlisted Options exercisable at \$0.06 on or before 18 December 2027.</div>												
Dilution	If the Director Fee Conversion Shares are issued, the number of Shares on issue will increase from 780,595,594 (being the total number of Shares on issue as at the date of this Notice) to 787,965,158 (assuming that no Shares are issued and no other convertible shares vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.94%, comprising 0.39% by Mr Justin Barton, 0.33% by Mr Roger Steinepreis and 0.22% by Mr Steven Wood.												
Trading history	<div>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</div> <table><tr><th></th><th>CLOSING PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.042</td><td>24 February 2025</td></tr><tr><td>Lowest</td><td>\$0.016</td><td>7 April 2025 and 9 April 2025</td></tr><tr><td>Last</td><td>\$0.039</td><td>2 June 2025</td></tr></table>		CLOSING PRICE	DATE	Highest	\$0.042	24 February 2025	Lowest	\$0.016	7 April 2025 and 9 April 2025	Last	\$0.039	2 June 2025
	CLOSING PRICE	DATE											
Highest	\$0.042	24 February 2025											
Lowest	\$0.016	7 April 2025 and 9 April 2025											
Last	\$0.039	2 June 2025											
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Bell Potter means Bell Potter Securities Pty Ltd (ABN 25 006 390 772).

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.

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466).

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Arika Resources Limited (ACN 086 839 992).

Constitution means the Company's constitution.

Conversion Agreement has the meaning given in section 1.1.

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

Deemed Conversion Price has the meaning given in section 1.1.

Directors means the current directors of the Company.

Director Fee Conversion Shares has the meaning given in section 1.1.

Director Participation has the meaning given in section 1.1.

Director Tranche 2 Placement Shares has the meaning given in Section 1.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Joint Lead Managers has the meaning given in Section 1.2.

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.

Management Fee has the meaning given in Section 1.2.

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.

Placement has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Selling Fee has the meaning given in Section 1.2.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Shares has the meaning given in Section 1.1.

Unrelated Participants has the meaning given in Section 1.1.

Unrelated Tranche 2 Participants has the meaning given in Section 1.1.

Unrelated Tranche 2 Placement Shares has the meaning given in Section 1.1.

VWAP means volume-weighted average price.

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



ARIKA RESOURCES

Arika Resources Limited

ACN 086 839 992

LODGE YOUR VOTE



ONLINE

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Arika Resources Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (WST), on Thursday, 17 July 2025 at Level 14, QV1 Building, 250 St Georges Terrace, PERTH WA 6000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 4, 5, 6, 7 & 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 4, 5, 6, 7 & 8 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

1 Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval for Director Participation in Placement – Roger Steinepreis

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Ratification of Prior Issue of Tranche 1 Placement Shares – Listing Rule 7.1a

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Approval for Conversion of Accrued Directors' Fees to Shares – Justin Barton

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Approval to Issue Tranche 2 Placement Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Approval for Conversion of Accrued Directors' Fees to Shares – Roger Steinepreis

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval for Director Participation in Placement – Justin Barton

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

8 Approval for Conversion of Accrued Directors' Fees to Shares – Steven Wood

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ARI PRX2501C

For personal use only



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST), Tuesday, 15 July 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

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

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



BY MOBILE DEVICE

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

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

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

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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

For personal use only