



27 June 2025

Dear Shareholders

Marquee Resources Limited Shareholders General Meeting

You are invited to attend the general meeting of shareholders of Marquee Resources Limited (**Company**) (ASX: MQR) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Monday, 28 July 2025 at 11.00 am (AWST) (**Meeting**).

In accordance with recent modifications to the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at www.marqueeresources.com.au/investor-centre/announcements ;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/MQR; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#/loginsah> and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab. As a valued shareholder in the Company, we look forward to your participation in the meeting.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must vote online or attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company or submit your vote online.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at anna@marqueeresources.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely

Anna Mackintosh
Company Secretary
Marquee Resources Limited

Marquee Resources Limited (ACN 616 200 312)

Notice of General Meeting

Notice is given that a general meeting of the Company (**Meeting**) will be held at:

Time	11.00 am (WST)
Date	28 July 2025
Place	22 Townshend Road Subiaco WA 6008

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that the Meeting of Marquee Resources Limited (ACN 616 200 312) (**Company**) will be held at 11.00 am (WST) on 28 July 2025 at 22 Townshend Road, Subiaco WA 6008.

Agenda

Resolutions

1 Resolution 1 – Ratification of prior issue of Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4, Shareholders ratify the issue of 72,822,071 Placement Shares at \$0.0075 per Share under Listing Rule 7.1 as described in the Explanatory Statement accompanying this Notice of meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Placement Shares or any of their respective associates.

2 Resolution 2 Related Party Participation in the Placement – Charles Thomas

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, approval is given for the Company to issue 6,666,667 Shares to Mr Charles Thomas (or his nominee) on the terms and conditions in the Explanatory Statement accompanying this Notice of meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is to receive the securities and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

3 Resolution 3 Approval to Issue Shares to Rapid Explorations 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, approval is given for the Company to issue up to 20,000,000 Shares to Rapid Exploration Pty Ltd (or its nominee) as payment for drilling services on the terms and conditions in the Explanatory Statement accompanying this Notice of meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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 Shareholder) or any of their respective associates.

Voting prohibitions, exclusions and exceptions

Where a voting exclusion and / or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and / or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1, 2 and 3	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; (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 Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 11.00 am (WST) on 26 July 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.

- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic:
 - (i) by post to GPO Box 5193 Sydney NSW 2001;
 - (ii) in person at Level 5, 126 Phillip Street, Sydney NSW 2000;
 - (iii) by facsimile at +61 2 8583 3040;
 - (iv) by email at meeting@automicgroup.com.au; or
 - (v) online at <https://investor.automic.com.au/#/loginsah> or by scanning the QR code on the Proxy Form,so that they are received no later than 48 hours before the commencement of the Meeting.
- (j) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Anna MacKintosh
Company Secretary

27 June 2025

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is located at the end of the Explanatory Statement.

1 General

In accordance with section 110D of the Corporations Act (as inserted by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth)), this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed and downloaded at the following link:

- (a) the Company's website at www.marqueeresources.com.au/announcements;
- (b) the Company's ASX platform at www.asx.com.au/asx/share-price-research/company/MQR; or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

2 Resolutions 1 Ratification of Placement Securities

2.1 General

On 15 May 2025, the Company announced the successful completion of a share placement to sophisticated and professional investors (**Placement Participants**). The Company raised approximately \$546,165 (before costs) (**Placement**) by the issue of 72,822,071 Shares at \$0.0075 per Share (**Placement Shares**).

On 21 May 2025, the Company issued a total of 72,822,071 Placement Shares to the Placement Participants using the Company's placement capacity under Listing Rules 7.1.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

The Board recommends that Shareholders vote in favour of Resolution 1.

2.2 Listing Rules 7.1, and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 .

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1. To this end, Resolution 1 seeks shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement Shares (being 21 May 2025).

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares (being 21 May 2025).

2.3 Resolution 1 - Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Placement Shares were issued to the Placement Participants, none of whom are a related party of the Company. Placement Participants were sophisticated and professional investors selected by the Company in consultation with the Lead Manager. Of the Placement Participants, the following party is a "material investor" as per ASX Guidance Note 21, paragraph 7.2:
 - (i) Syracuse Capital Pty Ltd , <Tenacity A/C>, a substantial shareholder of the Company, who was issued 10,600,000 Placement Shares.

No other Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (b) 72,822,071 Placement Shares were issued;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued on 21 May 2025;
- (e) the issue price of the Placement Shares was \$0.0075 per Share;
- (f) the purpose of the issue of the Placement Shares was to raise proceeds to be used towards the ongoing exploration at the Yindi, Mt Clement, West Spargoville and Redlings Projects, as well as for costs of the Placement and general working capital; and
- (g) a voting exclusion statement is included in the Notice.

3 Resolution 2 – Related Party Participation in the Placement – Charles Thomas

3.1 Background

Pursuant to the Placement announced on 15 May 2025, the Company received a commitment from Mr Charles Thomas a Director of the Company to subscribe for 6,666,667 Placement Shares (**Director Placement Shares**).

Resolution 2 seeks approval pursuant to Listing Rule 10.11 to issue the Director Placement Shares to Mr Charles Thomas, or his nominee.

3.2 Regulatory requirements

(a) Chapter 2E Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (i) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (ii) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the directors of the company and their immediate family. As such, Mr Charles Thomas (or his nominee) as a Director of the Company, is a related party of the Company for the purposes of section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Director Placement Shares to Mr Charles Thomas (or his nominee) under Resolution 2 constitutes the provision of a financial benefit to a related party under section 228 of the Corporations Act by virtue of Mr Charles Thomas being a Director of the Company.

One of the exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length).

Given Mr Charles Thomas (or his nominee) will be participating in the Placement on the same arm's length terms as the parties who are not related parties of the Company, the Board is of the view that the issue of the Director Placement Shares, pursuant to Resolution 2, constitutes the provision of a financial benefit on arm's length terms, and accordingly that Shareholder approval under section 208 of the Corporations Act is not required.

(b) Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to any of the following, without the approval of ordinary shareholders:

- (i) a related party;

- (ii) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the entity;
- (iii) person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (iv) an associate of a person referred to in items (i) to (iii) above; or
- (v) a person whose relationship with the entity, or a person referred to items (i) to (iv) above is such that in ASX's opinion, the issue or agreement should be approved its Shareholders.

A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company and members of the directors' immediate families.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 2 proposes to issue the Director Placement Shares to Mr Charles Thomas (or his nominee) who is a related party of the Company by virtue of being a Director.

As Shareholder approval under Resolutions 2 is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolution 2, the Company will be able to proceed with the issue of Director Placement Shares under Resolutions 2, to Mr Charles Thomas (or his nominee) the subject of the Resolution, on the terms and conditions as set out in this Notice of Meeting.

If Shareholders do not approve Resolution 2 the Company will not be able to proceed with the issue of Director Placement Shares under Resolutions 2, to Mr Charles Thomas (or his nominee) the subject of the Resolution, on the terms and conditions as set out in this Notice of Meeting.

3.3 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 2:

- (a) The Director Placement Shares will be issued to Mr Charles Thomas (or his nominee).
- (b) Mr Charles Thomas is a Director of the Company and as such, falls within Listing Rule 10.11.
- (c) The maximum number of Director Placement Shares to be issued are 6,666,667 to Mr Charles Thomas (or his nominee).
- (d) The Director Placement Shares are fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.
- (e) The Director Placement Shares will be issued not later than one month after the date of the Meeting (or such later date as permitted by an ASX waiver of the Listing Rules).
- (f) The issue price will be \$0.0075 per Director Placement Share, being the same price as the Placement Shares.
- (g) The purpose of the issue of the Director Placement Shares is to raise proceeds to be used towards the ongoing exploration at the Yindi, Mt Clement, West Spargoville and Redlings Projects, as well as for costs of the Placement and general working capital. A voting exclusion statement is included in the Notice.

3.4 Board recommendation

Given Mr Charles Thomas has a personal interest in the outcome of this Resolution, Mr Charles Thomas declines to make a recommendation to Shareholders with respect to Resolution 2. The remaining Directors recommend that Shareholders vote in favour of Resolution 2.

4 Resolution 3 – Approval to issues shares to Rapid Explorations Pty Ltd

4.1 Background

The Company owns the Mt Clement Project (Mt Clement) which is located at the western end of the Ashburton Basin in the northern Capricorn Orogen of Western Australia, Australia (Mt Clement, the Project). Rapid Exploration Pty Ltd (**Rapid**) is a mining industry investment company.

The Company has plans to carry out a drill program in two stages. The first stage (**Stage 1**) will consist of 1,386 metres in July 2025. Following on from this and pending results a second stage (**Stage 2**) of ~3,500 metres.

Rapid will invest in Marquee, conditional on Marquee utilising Rapid's associate company Nexgen Drilling (**Nexgen**) for the drilling operations.

Subject to satisfactory performance and subject to Nexgen's availability, the Company grants Nexgen the first right of refusal for a period of 12 months on any new drilling work that it may undertake where such drilling is within the competence of the Nexgen and the pricing is competitive with the market.

Rapid will invest \$150,000 to support the drilling specific costs of Stage 1. It is understood that the total estimated cost of the drilling cost is \$215,268, so this will leave an estimated shortfall of \$65,268.00 for the Company to contribute towards the drilling cost.

Rapid will be issued \$150,000 worth of Shares at a price of \$0.0075 per share on confirmation of receipt of the Investment (**Investment Shares**).

Resolution 3 seeks shareholder approval to issue the Investment Shares to Rapid under and for the purposes of Listing Rule 7.1.

4.2 Applicable Listing Rules

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 issue of the Investment Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. The issue therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 3 seeks the required Shareholder approval for the issues under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Investment Shares. In addition, the Investment Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed the Company will not be able to issue the Investment Shares and will instead have to pay the full drilling cost in cash.

4.3 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) The recipient of the Investment Shares will be Rapid Exploration Pty Ltd, or their nominee, none of whom are related parties of the Company, and none of whom are members of the Company's Key Management Personnel or substantial holders in the Company.
- (b) A maximum of 20,000,000 fully-paid ordinary Investment Shares are proposed to be issued.
- (c) The Investment Shares are fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.
- (d) The Investment Shares will be issued not later than three months after the date of the Meeting (or such later date as permitted by an ASX waiver of the Listing Rules).
- (e) The issue price will be \$0.0075 per Investment Share, being the same price as the Placement Shares.
- (f) The purpose of the issue of the Investment Shares is to cover specific drilling costs of the Phase 1 drilling program at the Mt Clement Project.
- (g) A summary of the material terms of the agreement to issue the Investment Shares is contained in section 4.1 above.
- (h) A voting exclusion statement is included in the Notice.

4.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

Schedule 1– Definitions

\$ or A\$ means Australian Dollars.

Article means an article of the Constitution.

ASIC means the Australian Securities and Investments Commission.

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

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Marquee Resources Limited (ACN 616 200 312).

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Director Placement Shares means the 6,666,667 Shares to be issued to Mr Charles Thomas (or his nominee) the subject of Resolution 2.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes 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, 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.

Investment Shares means the 20,000,000 Shares to be issued to Rapid the subject of Resolution 3.

Lead Manager means GTT Ventures Pty Ltd (ACN 601 029 636).

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Official List means the official list of ASX.

Proxy Form means the proxy form attached to or accompanying the Notice.

Placement has the meaning given in section 2.1.

Placement Participants means the sophisticated and professional investors introduced to the Company by the Lead Manager, who participated in the Placement.

Placement Shares means the 72,822,071 Shares issued on 21 May 2025 to the Placement Participants under the Placement, which are the subject of Resolution 1.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares and Options).

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

Shareholder means the holder of a Share.

Trading Day has the meaning given in the Listing Rules.

WST means Western Standard Time being the time in Perth, Western Australia.



Marquee Resources Limited | ABN 94 616 200 312

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AWST) on Saturday, 26 July 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Marquee Resources Limited, to be held at 11.00am (AWST) on Monday, 28 July 2025 at 22 Townshend Road, Subiaco WA 6008 hereby:

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Related Party Participation in the Placement – Charles Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Shares to Rapid Explorations Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

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