

30 June 2025

Dear Shareholders

Norwest Minerals Limited General Meeting

The Notice of General Meeting of Norwest Minerals Limited (**Norwest** or **the Company**), to be held at 9.30 am WST on 29 July 2025, is now available at www.norwestminerals.com.au/asx-announcements.

This meeting will be held virtually to give more shareholders the opportunity to attend. The consequences of this are as follows:

1. Shareholders who wish to participate in the EGM online may do so from their computer or mobile device, by entering the following URL into their browser:

https://us02web.zoom.us/webinar/register/WN_HQ46VSntSAur-iWRhGVAKw

2. Questions concerning the business of the meeting can be submitted in advance of the meeting. There will be a facility to put questions in writing and speak during the meeting using a Q&A facility;

Refer to the enclosed proxy form for further details on how to access and vote at the meeting. If no proxy form is attached you have elected to receive this letter only and should go to Automic's website to vote. Information about participating in the Meeting is also set out in Automic's Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms>

All decisions at the meeting will be determined by poll. This will be carried out online and you will be able to cast votes at the appropriate times whilst the meeting is in progress. There will also be a facility to ask questions and comment during the meeting. Given potential connectivity issues, Shareholders are strongly encouraged to lodge a proxy form to vote at the EGM at least 48 hours before the meeting.

A proxy form is enclosed. Shareholders are strongly encouraged to lodge a proxy form to vote at the EGM at least 48 hours before the meeting.

Yours sincerely



Oliver Carton
Company Secretary

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NORWEST MINERALS LIMITED

ABN 72 622 979 275

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of the members of Norwest Minerals Limited (**Norwest or Company**) will be held by videoconference at 9.30 am WST on 29 July 2025.

BUSINESS

RESOLUTION 1 – RATIFICATION OF ISSUE OF SECURITIES

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 1 *“That for the purposes of ASX Listing Rules 7.4, and for all other purposes, Shareholders ratify the issue and allotment by the Company under ASX Listing Rule 7.1 of the Underwriter Options to the recipient set out in Section 1.2 of the Explanatory Statement.”*

Short Explanation

On 30 April 2025 the Company announced the Entitlement Offer. It has issued Underwriter Options using its placement capacity under Listing Rule 7.1. Shareholders are able to ratify securities issued during the year by the Company under its placement capacity. The effect of that ratification is to re-set that placement capacity.

Voting Exclusion Statement The Company will disregard any votes cast in favour of these resolutions by or on behalf of a person who participated in the Securities issues, or any associates of that persons.

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

- 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; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2 – APPROVAL OF ISSUE OF UNDERWRITER OPTIONS

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

- 2 *That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of Underwriter Options to Fortress Minerals Limited, an entity associated with Yew Fei Chee, or its nominee, as referred to in section 2.1 of the Explanatory Statement, is approved..*

Short Explanation

In the announcement released on 30 April 2025 and in the Prospectus, the Company advised that it would seek shareholder approval to issue the Underwriter Options to Fortress. It requires Shareholder Approval to do so as Fortress is an associate of a Director.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2.1 by or on behalf of the Director named in that resolution, any other person who will receive a material benefit as a result of the issue of the Underwriter Options (except a benefit solely by reason of being a holder of fully paid ordinary securities of Norwest), or an associate of those persons.

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

- 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; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 2.1 (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. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 2.1 and it is not cast 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.

Further, a Key Management Personnel or their associate who is appointed as a proxy will not vote on Resolution 2.1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 2.1; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 2.1. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on Resolution 2.1, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 2.1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

RESOLUTION 3 – APPROVAL OF ISSUE OF SECURITIES

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

- 3.1 *That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of Conversion Shares to Merit Grace Global Limited, an entity associated with Kok Hou Leong, or its nominee, as referred to in section 3 of the Explanatory Statement, is approved.*
- 3.2 *That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of Conversion Shares to Hok Kiang Sia or his nominee, as referred to in section 3 of the Explanatory Statement, is approved.*

- 3.3 *That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of Conversion Shares to YF Chee Holdings Sdn Bhd, an entity associated with Yew Fei Chee, or its nominee, as referred to in section 3 of the Explanatory Statement, is approved.*

Short Explanation

The Company has determined, subject to Shareholder approval, to improve its balance sheet by the reduction of short term liabilities in the form of loans from related parties and another person. It has also agreed, subject to Shareholder approval to convert unpaid Director Fees into Shares. It requires Shareholder approval before issuing securities to any related party.

Voting exclusion statement – resolutions 3.1 to 3.3

The Company will disregard any votes cast in favour of Resolutions 3.1 to 3.3 by or on behalf of the Director named in that resolution, any other person who will receive a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of fully paid ordinary securities of Norwest), or an associate of those persons.

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

- 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; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolutions 3.1 to 3.3 (in any capacity) by or on behalf 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. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolutions 3.1 to 3.3 and it is not cast 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.

Further, a Key Management Personnel or their associate who is appointed as a proxy will not vote on Resolutions 3.1 to 3.3 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolutions 3.1 to 3.3; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 3.1 to 3.3. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on Resolutions 3.1 to 3.3, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolutions 3.1 to 3.3 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO DIRECTORS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 4.1 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Options to Charles Schaus or his nominee, as referred to in the Explanatory Statement, is approved.*
- 4.2 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Options to Yew Fei Chee or his nominee, as referred to in the Explanatory Statement, is approved.*
- 4.3 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Options to Ching Hong Loong or his nominee, as referred to in the Explanatory Statement, is approved.*
- 4.4 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Options to Kok Hou Leong or his nominee, as referred to in the Explanatory Statement, is approved.*
- 4.5 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Options to Hok Kiang Sia or his nominee, as referred to in the Explanatory Statement, is approved.*
- 4.6 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Options to Oliver Carton or his nominee, as referred to in the Explanatory Statement, is approved.*
- 4.7 *That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of Options to the non-related party or his nominee, as referred to in the Explanatory Statement, is approved.*

Voting exclusion statement – resolutions 4.1 to 4.6

The Company will disregard any votes cast in favour of Resolutions 4.1 to 4.6 by or on behalf of the Director named in the resolution, any other person who will receive a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of fully paid ordinary securities of Norwest), or an associate of those persons.

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

- 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; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolutions 4.1 to 4.6 (in any capacity) by or on behalf 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. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on 4.1 to 4.6 and it is not cast 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.

Further, a Key Management Personnel or their associate who is appointed as a proxy will not vote on 4.1 to 4.6 unless:

- (a) the appointment specifies the way the proxy is to vote on 4.1 to 4.6; or

- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of 4.1 to 4.6. As the Chair is the subject of Resolution 4.1 he will not vote undirected proxies concerning that Resolution if he chairs the meeting. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on 4.1 to 4.6, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against 4.1 to 4.6 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Voting Exclusion Statement – resolution 4.7

The Company will disregard any votes cast in favour on Resolution 4.7 by or on behalf of the recipient of the securities, or any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.

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

- 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; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO DIRECTORS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- 5.1 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Shares to Yew Fei Chee or his nominee, as referred to in the Explanatory Statement, is approved.*
- 5.2 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Shares to Ching Hong Loong or his nominee, as referred to in the Explanatory Statement, is approved.*
- 5.3 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Shares to Kok Hou Leong or his nominee, as referred to in the Explanatory Statement, is approved.*
- 5.4 *That for the purposes of ASX Listing Rule 10.11, section 208(1) of the Corporations Act, and for all other purposes, the issue of Shares to Hok Kiang Sia or his nominee, as referred to in the Explanatory Statement, is approved.*

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolutions 5.1 to 5.4 by or on behalf of the Director named in the resolution, any other person who will receive a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of fully paid ordinary securities of Norwest), or an associate of those persons.

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

- 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; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolutions 5.1 to 5.4 (in any capacity) by or on behalf 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. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on 5.1 to 5.4 and it is not cast 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.

Further, a Key Management Personnel or their associate who is appointed as a proxy will not vote on 5.1 to 5.4 unless:

- (a) the appointment specifies the way the proxy is to vote on resolutions 5.1 to 5.4; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of 5.1 to 5.4 . In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on 5.1 to 5.4, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against 5.1 to 5.4 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Capitalised terms are defined in the Explanatory Statement.

By order of the Board:



Oliver Carton
Company secretary
Dated: 30 June 2025

NOTES

IMPORTANT: Shareholders are urged to direct their proxy how to vote by clearly marking the relevant box for each item on the proxy form.

1. A Member entitled to attend and vote at the General Meeting has the right to appoint a person (who does not need to be a Member) as the Member's proxy to attend and vote at the meeting.
2. A Member 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 Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise one half of the Member's votes.
3. The proxy form must be signed by the Member or the Member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
4. To be valid, the enclosed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged:
 - a) In Person at the offices of the Share Registry – Automic Level 5, 126 Phillip Street Sydney NSW 2000
 - b) By Email: meetings@automicgroup.com.au
 - c) By Mail: Automic GPO Box 5193 Sydney NSW 2001
 - d) Online at <https://investor.automic.com.au/#/loginsah>

not later than 48 hours before the time for commencement of the meeting being **9.30.00 am WST on 27 July 2025**.

5. A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as they think fit.
6. Amendments to the Corporations Act were made which apply to proxy voting. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:
 - (a) if proxy holders vote, they must cast all directed proxies as directed; and
 - (b) any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote as the proxies as directed.
7. A proxy form accompanies this Notice of Meeting.
8. The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairman as his or her proxy. You should read those instructions carefully.
9. The Chairman of the meeting intends to exercise all available proxies by voting in favour of all resolutions.
10. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Act or Power of Attorney only if a copy of that duly executed appointment or Power of Attorney is lodged with the Share Registry or produced prior to the commencement of the meeting.

11. The Company has determined that a person's entitlement to vote at the General Meeting will, in accordance with the Corporations Act, be the entitlement of that person set out in the register of Shareholders as at **7:00 pm WST on 27 July 2025**. This means that any Shareholder registered at that date is entitled to attend and vote at the General Meeting.
12. Shareholders or their attorneys wishing to vote in person should attend the General Meeting.
13. Attorneys should bring with them the original or a certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting, unless it had already been provided to the Share Registry.

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EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the resolutions proposed to be considered at the General Meeting.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SECURITIES

1.1 Background

On 30 April 2025 the Company announced the Entitlement Offer, being a non-renounceable entitlement offer to raise \$4.85 million of which \$3 million was underwritten, by way of an issue of one New Share at \$0.01 per Share and one free New Option for each Share held.

Proceeds of the Entitlement Offer will enable Norwest to analyse mining options at its Bulgera Gold projects (100% owned) and to drill test the numerous near surface and deeper gold targets located within the Bulgera Mining Lease area. All clearances are in place for a timely start to the drilling campaign.

As stated the Entitlement Offer was partly underwritten by Chaleyer and Fortress. Each Underwriter was entitled to a fee of 6% together with:

- For Chaleyer 10,000,000 Underwriter Options; and
- For Fortress, subject to Shareholder approval, 7,657,000 Underwriter Options.

The purpose of resolution 1 is to ratify the issue of Underwriter Options to Chaleyer. The Company agreed to issue the Underwriter Options as a usual arms length fee for an underwriter, and the number of Underwriter Options has been pro rated between the Underwriters according to their underwriting commitments.

The Board is allowed to issue or agree to issue up to 15% of its issued capital without Shareholder approval each 12 months under ASX Listing Rule 7.1, and a further 10% under certain conditions under ASX Listing Rule 7.1A. The Company has issued securities for the purpose as set out in sections 1.1.

Under Listing Rule 7.4, the Company can seek Shareholder ratification of an issue made within the limit of ASX Listing Rule 7.1, and, if given, the effect of the ratification is to deem that the securities issued were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval. The issues of securities set out in section 1.1 was within the limits of Listing Rules 7.1.

If Shareholder approval is given, the Company will issue the securities the subject of the resolution. If Shareholder approval is not given, the Equity Securities set out in section 1.1 will count in calculating the Company's 15% limit, thereby decreasing the number of Equity Securities it can issue in the 12 months following the issue dates.

1.2 Resolution 1

Resolution 1.1 concerns an issue of Underwriter Options under ASX Listing Rule 7.1. The following information is provided to satisfy the information requirements of ASX Listing Rule 7.5. There are no other material terms:

| | |
|--|---|
| The number of securities issued | 10,000,000 Underwriter Options |
| Date of issue | 29 May 2025 |
| Issue price per security | Nil. Underwriter Options are exercisable at \$0.03 per option |

| | |
|--|---|
| Terms of security | Underwriter Options are listed three year call options exercisable at \$0.03 per option. Further terms are set out Annexure A |
| Persons whom securities were issued or basis of issue | Chaleyer |
| Use of funds raised | No funds were raised |

1.3 Board recommendation

All Directors recommend that Shareholders vote in favour of Resolutions 1.1.

2 RESOLUTION 2 - APPROVAL OF ISSUE OF UNDERWRITER OPTIONS

2.1 General

As stated in section 1.1, the Company has agreed to issue 7,657,000 Underwriter Options to Fortress, subject to Shareholder approval as Fortress is an associate of Yew Fei Chee.

If Resolutions 2.1 is not approved, the Company will not be able to issue the Underwriter Options.

2.2 ASX Listing Rule 10.11 and 10.13

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), shareholder approval must be obtained where an entity issues equity securities to:

- a related party;
- a holder of 30% or more of the entity;
- a holder of 10% or more of the entity who has nominated a director; or
- an associate of those persons.

The Directors and their associates are related parties of the Company by virtue of being Directors of the Company. Fortress is an associate of Yew Fei Chee.

Pursuant to and in accordance with the requirements of the ASX Listing Rules 10.13, the following information is provided in relation to the proposed issue of Options:

| | |
|---|--|
| <i>The name of the persons</i> | Fortress |
| <i>Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why</i> | Category 10.14.2 as an associate of a Director |
| <i>The number of securities proposed to be issued to the persons under the scheme for which approval is being sought, which may be expressed as a maximum number or formula</i> | See section 2.1 |
| <i>A summary of the material terms of the securities</i> | Underwriter Options are listed three year call options exercisable at \$0.03 per option Further Terms are set out in Annexure A |
| <i>The date on which the securities will be issued</i> | The Options will be issued within 1 month of the date of this meeting |
| <i>The price or other consideration Norwest will receive for the issue</i> | Nil |

| | |
|--|------------------|
| <i>The purpose of the issue, including the intended use of any funds raised</i> | See section 2.1. |
| <i>If the person is a Director, the current remuneration of that person</i> | Not applicable |
| <i>If the securities are issued under an agreement, a summary of the material terms of the agreement</i> | Not applicable |

Further information concerning Mr Yew Fei Chee is set out in section 3.1.

2.3 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless of a number of exceptions apply.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company issuing securities.

Under the Corporations Act, an associate of a director of a company is a related party of that company. As such the issue of the Underwriter Options constitute the giving of a financial benefit.

Section 208(1) of the Corporations Act provides that for the Company to give a financial benefit to a related party of the Company, the Company must:

- (a) obtain the approval of Shareholders to grant the financial benefit; and
- (b) give the benefit within 15 months following such approval,

unless the benefit falls within one of the exceptions set out in the Corporations Act.

An exemption is that the giving of the benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length. Directors other than the Director Lenders considered that this is the case as:

- (a) The terms of the Underwriter Options are identical to those issued to Chaleyer, which is an arms length party;
- (b) The number of Underwriter Options is pro rata to the number issued to Chaleyer, which negotiated the number and terms as an arms length party; and
- (c) The terms and number are usual for an Underwriting Agreement of the sort entered into;

2.3 Board recommendation

The Directors other than Mr Yew Fei Chee recommend that Shareholders vote in favour of Resolutions 2.1. The Chair intends to vote undirected proxies in favour of it. Mr Yew Fei Chee declines to make a recommendation as he has an interest in this resolution.

3 RESOLUTION 3 - APPROVAL OF ISSUE OF SECURITIES

3.1 Background

The Director Lenders have loaned a total of \$370,000 to the Company by way of short term loans (**Loans**) which enabled the Company to continue its drilling program, pending a capital raising. The Company wishes to take the opportunity to restructure its balance sheet by extinguishing the Loans while preserving cash. It wishes to do this by

converting the Loans and accrued interest owing into Conversions Shares, at an issue price of \$0.0117 per Share, being the 15 day vwap up to the end of trading on 15 June 2025.

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), shareholder approval must be obtained where an entity issues equity securities to:

- a related party;
- a holder of 30% or more of the entity;
- a holder of 10% or more of the entity who has nominated a director; or
- an associate of those persons.

The Directors and their associates are related parties of the Company by virtue of being Directors of the Company. If approved, the following securities will be issued:

| Name of related party | Amount of Loan before conversion (\$) | Amount of accrued interest (\$) | No of Shares to be issued |
|--|---------------------------------------|---------------------------------|---------------------------|
| Kok Hou Leong (holder is Merit Grace Global Limited) | 90,000.00 | 10,924.93 | 8,626,063 |
| Hok Kiang Sia (holder is Malaco Mining Sdn Bhd) | 90,000.00 | 11,049.86 | 8,636,740 |
| Yew Fei Chee (holder is YF Chee Holdings Sdn Bhd) | 195,000.00 | 25,481.10 | 18,844,538 |

If Shareholder approval is not given, the Company will be unable to issue the Shares and will repay the Loans in cash.

3.2 ASX Listing Rules 10.11 and 10.13

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), shareholder approval must be obtained where an entity issues equity securities to a related party.

The Directors are related parties of the Company by virtue of being Directors of the Company.

Pursuant to and in accordance with the requirements of the ASX Listing Rules 10.13, the following information is provided in relation to the proposed issue of Options:

| | |
|---|--|
| <i>The names of the persons</i> | See section 3.1 |
| <i>Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why</i> | Category 10.14.1 as a Director |
| <i>The number of securities proposed to be issued to the persons under the scheme for which approval is being sought, which may be expressed as a maximum number or formula</i> | See section 3.1 |
| <i>A summary of the material terms of the securities</i> | The Shares are fully paid ordinary Shares. |
| <i>The date on which the securities will be issued</i> | The Options will be issued within 1 month of the date of this meeting |
| <i>The price or other consideration Norwest will receive for the issue</i> | Norwest will receive \$0.0117 per Share in the form of Loan reduction. |

| | |
|--|---|
| <i>The purpose of the issue, including the intended use of any funds raised</i> | See section 3.1. |
| <i>If the person is a Director, the current remuneration of that person</i> | The current remuneration for Directors is set out below |
| <i>If the securities are issued under an agreement, a summary of the material terms of the agreement</i> | Not applicable |

Director Lender salaries as disclosed in the 2024 Annual Report are as follows:

Table 1

| Non-Executive Director | Directors' Fees \$ | Options Issued \$ | Total \$ |
|-------------------------------|-------------------------------|------------------------------|---------------------|
| Mr Sia | 50,000 | 12,000 | 62,000 |
| Mr Leong | 50,000 | 12,000 | 62,000 |
| Mr Chee | 50,000 | 12,000 | 62,000 |

The Company also provides the following additional information:

Table 2

| Name of director | Interest in Shares and Options pre conversion | % interest in Shares pre conversion | % interest in Share post conversion |
|-------------------------|---|--|--|
| Kok Hou Leong | 36,916,668 Shares 6,483,334 listed options NWMO 18,458,334 – listed options NWMOB 1,395,834 - unlisted options @ \$0.07 expiring 5 years from date of issue | 3.81 | 4.66 |
| Hok Kiang Sia | 34,311,944 Shares 7,312,389 listed options NWMO 17,155,972 listed options NWMOB 1,265,598 unlisted options @ \$0.07 expiring 5 years from date of issue | 3.54 | 4.40 |
| Yew Fei Chee | 59,777,780 Shares 2,000,000 – listed options NWMO 8,097,223 – Listed options NWMO 2,013,889 – unlisted options @ \$0.07 expiring 5 years from date of issue 29,888,890 - NWMOB listed options 60,235,692 – Shares held by Fortress 60,235,692 NWMOB listed options held by Fortress | 12.39 | 14.07 |

Note:

- 1 This table assumes that there are 968,358,562 Shares on issue, that no other Shares are issued prior to the date of the Meeting, and that none of the existing options are exercised.

If Shareholders approve Resolutions 3.1 to 3.3, on a fully diluted basis (meaning they exercise all options held by them but no other option holder does) those persons' interests will increase as follows:

Table 3

| Name | Current interest | Fully diluted interest post allotment ¹ |
|---------------|------------------|--|
| Kok Hou Leong | 3.81 | 4.48 |
| Hok Kiang Sia | 3.54 | 4.29 |
| Yew Fei Chee | 12.39 | 14.25 |

Note:

- 1 This assumes that no other Shares are issued prior to the date of the Meeting, no Shares the subject of this meeting are issued, all Director Options are exercised, and all of the 739,883,650 existing options are exercised, giving a total issued Shares of 1,708,242,212 prior to the issue of the Shares the subject of each resolution.

3.3 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions apply.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company issuing securities.

Under the Corporations Act, a director of a company is a related party of that company. As the Directors are directors of the Company, the proposed Loan conversions constitute the giving of a financial benefit.

Section 208(1) of the Corporations Act provides that for the Company to give a financial benefit to a related party of the Company, the Company must:

- (c) obtain the approval of Shareholders to grant the financial benefit; and
- (d) give the benefit within 15 months following such approval,

unless the benefit falls within one of the exceptions set out in the Corporations Act.

An exemption is that the giving of the benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length. Directors other than the Director Lenders considered that this is the case as:

- (d) The Share price used for the proposed conversion is the market price of Shares, being the 15 day VWAP from close of trade on 15 June 2025 with no discount;
- (e) The conversion restructures the Company’s balance sheet by reducing short term liabilities;
- (f) The conversion does not impact the control of the Company as no Director Lender increases his holding to above 10% (in the case of Mr Chee it was already above 10%); and
- (g) The conversion preserves the cash resources of the Company.

3.4 Board recommendation

- (a) In respect of Resolution 3.1, all Directors recommend that Shareholders vote in favour of it, apart from Kok Hou Leong who has an interest in the outcome of Resolution 3.1 and declines to make a recommendation in respect of it;
- (b) In respect of Resolution 3.2, all Directors recommend that Shareholders vote in favour of it, apart from Hok Kiang Sia who has an interest in the outcome of Resolution 3.2 and declines to make a recommendation in respect of it;
- (c) In respect of Resolution 3.3, all Directors recommend that Shareholders vote in favour of it, apart from Yew Fei Chee who has an interest in the outcome of Resolution 3.3. and declines to make a recommendation in respect of it;
- (d) As stated, the Chair will vote undirected proxies in favour of all resolutions.

4 RESOLUTION 4 - APPROVAL OF ISSUE OF OPTIONS TO DIRECTORS AND AN UNRELATED PARTY

4.1 General

The Company proposes, subject to obtaining Shareholder approval, to issue the following Options on the following terms to the following Directors (Directors).

Table 1

| Name | Number of options |
|-----------------|-------------------|
| Charles Schaus | 10,000,000 |
| Yew Fei Chee | 5,000,000 |
| Ching Hong Loon | 5,000,000 |
| Kok Hou Leong | 5,000,000 |
| Hok Kiang Sia | 5,000,000 |
| Oliver Carton | 5,000,000 |

The Options are unlisted, vest 12 months from the date of issue, are exercisable at \$0.03 per Option and expire five years from the date of issue.

The objective of the issue of the Options is to provide non-cash remuneration for the Directors. Directors were previously granted options in 2018 at the IPO of the Company, in 2021 and in 2023. Options other than options issued in 2023 have expired. Details are set out in section 4.4 Tables 2, 3 and 4.

The Directors have considered that the number of Options to be issued is appropriate and reasonable remuneration in light of their skills and experience, and leadership of the Company. The Options issue aligns remuneration with the interests of all Shareholders. The incentive represented by these Options is cost effective and efficient, as opposed to alternative forms of incentive, such as the payment of cash compensation.

Further, the Company proposes to issue 5,000,000 Options on the same terms to Chee Kok Teo, who has been providing consulting services to the Company since its IPO, as non-cash remuneration, for the same reasons.

If Shareholder approval is given, the Company will issue the securities the subject of the resolution. If Shareholder approval is not given, the Company will not issue the securities and will examine other methods of compensation for Directors such as cash.

4.2 Resolutions 4.1 to 4.6 - ASX Listing Rules 10.11 and 10.13

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), shareholder approval must be obtained where an entity issues equity securities to:

- a related party;
- a holder of 30% or more of the entity;
- a holder of 10% or more of the entity who has nominated a director; or
- an associate of those persons.

The Directors and their associates are related parties of the Company by virtue of being Directors of the Company.

Pursuant to and in accordance with the requirements of the ASX Listing Rules 10.13, the following information is provided in relation to the proposed issue of Options:

| | |
|---|--|
| <i>The names of the persons</i> | See Table 1 |
| <i>Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why</i> | Category 10.14.1 as a Director |
| <i>The number of securities proposed to be issued to the persons under the scheme for which approval is being sought, which may be expressed as a maximum number or formula</i> | See Table 1 |
| <i>A summary of the material terms of the Options</i> | These are set out below and in Annexure A |
| <i>The date on which the securities will be issued</i> | The Options will be issued within 1 month of the date of this meeting |
| <i>The price or other consideration Norwest will receive for the issue</i> | Options will be issued at nil consideration, and are exercisable at the prices set out in Table 1 |
| <i>The purpose of the issue, including the intended use of any funds raised</i> | The purpose of the issue is to provide remuneration for the Directors in a way that aligns their interests with Shareholders. No funds will be raised from the issue |
| <i>If the person is a Director, the current remuneration of that person</i> | The current remuneration for Directors is set out in Table 8 |
| <i>If the securities are issued under an agreement, a summary of the material terms of the agreement</i> | Not applicable |

Other material terms of the Options are:

- In the event that a Director leaves the Company's employment for any reason, his retention of any vested or unvested Options will be at the discretion of the Board.
- An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- In the event of any reconstruction of the issued capital of the Company prior to the expiry date, all rights of the Option holder will be varied in accordance with the ASX Listing Rules.

4.3 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless of a number of exceptions apply.

A "financial benefit" is defined in the Corporations Act in broad terms and includes a public company issuing securities.

Under the Corporations Act, a director of a company is a related party of that company. As the Directors are directors of the Company, the proposed issue of Options constitute the giving of a financial benefit.

Section 208(1) of the Corporations Act provides that for the Company to give a financial benefit to a related party of the Company, the Company must:

- (e) obtain the approval of Shareholders to grant the financial benefit; and

- (f) give the benefit within 15 months following such approval,

unless the benefit falls within one of the exceptions set out in the Corporations Act.

An exception in section 211 is where the benefit is remuneration to a related party as a director of a company, and the giving of the remuneration is reasonable given the circumstances of the company and the related party's circumstances. The Directors consider the remuneration is reasonable because:

- (a) The Company has previously issued options to directors as remuneration in 2018, 2021 and 2023, as set out in Tables 2, 3 and 4. The 2018 and 2021 Options have lapsed without being exercised. If granted, the new Options will therefore replace lapsed or lapsing Options;
- (b) The Directors consider that the number of Options to be issued is appropriate and reasonable remuneration in light of their skills and experience, and leadership of the Company. The Options issue aligns remuneration with the interests of all Shareholders. The incentive represented by these Options is cost effective and efficient, as opposed to alternative forms of incentive, such as the payment of cash compensation;
- (c) The granting of the Options will have no effect on the Company's cash flow (other than in respect of any costs associated with the granting of the Options which are not expected to be material) as there is no cash outlay when issuing them. The Company will receive cash as and when the Options are exercised, being the exercise price multiplied by the number of Options exercised;
- (d) The Board does not consider therefore that the giving of the financial benefit will be likely to materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors;
- (e) The Board of Directors does not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or material taxation consequences for the Company or benefits foregone by the Company in issuing the Options;
- (f) The Board is not aware of any other information which Shareholders of the Company would reasonably require in order to decide whether or not it is in the Company's best interest to pass Resolutions 4.1 to 4.6.

4.4 Other relevant information

The following information is provided to Shareholders for the purpose of obtaining Shareholder approval for the proposed issues of Options:

- (a) The following Options have been issued to Directors as part of the IPO process in November 2018 (since lapsed):

Table 2

| Name | options exercisable at \$0.20 vesting on 28/11/2018 and expired on 7/9/2023 | options exercisable at \$0.25 vesting on 28/11/2019 and expired on 7/9/2023. |
|------------------|--|---|
| Charles Schaus | 1,010,000 | 1,010,000 |
| Yew Fei Chee | 312,500 | 312,500 |
| Ching Hong Loong | 312,500 | 312,500 |
| Kok Hou Leong | 312,500 | 312,500 |

- (b) The following Options have been issued to Directors on 1 November 2021:

Table 3

| Name | options exercisable at \$0.105 vesting on 1/11/2021 and expiring on 4/11/2024 | options exercisable at \$0.14 vesting on 1/11/2023 and expiring on 4/11/2024 |
|------------------|---|--|
| Charles Schaus | 3,000,000 | 2,000,000 |
| Yew Fei Chee | 1,500,000 | 1,000,000 |
| Ching Hong Loong | 1,500,000 | 1,000,000 |
| Kok Hou Leong | 1,500,000 | 1,000,000 |
| Oliver Carton | 1,500,000 | 1,000,000 |

(c) The following Options have been issued to Directors on 8 April 2024:

Table 4

| Name | Listed options NWMO |
|------------------|---------------------|
| Charles Schaus | 5,000,000 |
| Yew Fei Chee | 2,000,000 |
| Ching Hong Loong | 2,000,000 |
| Kok Hou Leong | 2,000,000 |
| Hok Kiang Sia | 2,000,000 |
| Oliver Carton | 2,000,000 |

(d) The nature of the financial benefit to be given to Directors is the value of the Options to be granted. As the Options are unlisted they have been valued using a Black Scholes methodology at \$0.0116 per option, giving a valuation as follows:

Table 4

| Name | No of Options | Amortised value (\$) | Total value(\$) |
|------------------|---------------|----------------------|-----------------|
| Charles Schaus | 10,000,000 | \$23,293.11 | \$116,465.57 |
| Yew Fei Chee | 5,000,000 | \$11,646.56 | \$58,232.79 |
| Ching Hong Loong | 5,000,000 | \$11,646.56 | \$58,232.79 |
| Kok Hou Leong | 5,000,000 | \$11,646.56 | \$58,232.79 |
| Hok Kiang Sia | 5,000,000 | \$11,646.56 | \$58,232.79 |
| Oliver Carton | 5,000,000 | \$11,646.56 | \$58,232.79 |

Note:

1 The amortised value is the annual value over the 5 year period of the Option.

(e) As at the date of this Notice of Meeting, the Directors hold the following relevant interests in Shares in the Company:

Table 6

| Name | Shares | Options | % of current issued shares |
|------------------|------------|---|----------------------------|
| Charles Schaus | 1,269,510 | 98,894 NWMO listed options 5,000,000 NWMO listed options 63,476 unlisted options @ \$0.07 expiring 27/3/2028 634,755 NWMO listed options | 1.8 |
| Ching Hong Loong | 27,916,668 | 4,233,334 NWMO listed options | 3.9 |

| | | | |
|---------------|---------|---|-----|
| | | 1,395,834 unlisted options @ \$0.07 expiring 27/3/2028 13,958,334 NWMOB listed options | |
| Oliver Carton | 891,600 | 2,071,445 NWMO listed options 445,800 NWMOB listed options 125,000 unlisted options @ \$0.07 expiring 27/3/2028 | 1.2 |

Note:

- For the directors Yew Fei Chee, Kok Hou Leong and Hok Kiang Sia refer to section 3.2 Table 2;
- This assumes that no other Shares are issued up to the date of the Meeting, no shares the subject of this meeting are issued and that none of the existing options are exercised.

(f) If Shareholders approve Resolutions 4.1 to 4.6, on a fully diluted basis those persons' interests will increase as follows

Table 7

| Name | Current interest % | Fully diluted interest post allotment % ¹ |
|------------------|--------------------|--|
| Charles Schaus | 0.13 | 1.00 |
| Yew Fei Chee | 12.39 | 13.30 |
| Ching Hong Loong | 2.88 | 3.07 |
| Kok Hou Leong | 3.81 | 4.00 |
| Hok Kiang Sia | 3.54 | 3.80 |
| Oliver Carton | 0.09 | 0.50 |

Note:

- This assumes that no other Shares are issued prior to the date of the Meeting, no Shares the subject of this meeting are issued, all Director Options are exercised, and all of the 739,883,650 existing options are exercised, giving a total issued Shares of 1,708,242,212.

(g) Details of each of the Eligible Participant's director fees for the financial year ended 30 June 2023 is as follows (please refer to the 2024 Annual Report for further details):

Table 8

| Director | Directors' Fees \$ | Executive Salaries \$ | Superannuation Contribution \$ | Options Issued \$ | Total |
|-----------|-----------------------|--------------------------|-----------------------------------|----------------------|---------|
| Mr Sia | 50,000 | - | - | - | 50,000 |
| Mr Leong | 50,000 | - | - | 10,017 | 60,017 |
| Mr Loong | 50,000 | - | - | 10,017 | 60,017 |
| Mr Chee | 50,000 | - | - | 10,017 | 60,017 |
| Mr Schaus | 50,000 | 249,503 | 20,531 | 20,034 | 340,068 |
| Mr Carton | - | - | - | - | - |

Notes:

- there have been no changes to director fees since 30 June 2023;
- the director Mr Carton is not paid director fees, however he is paid a monthly retainer to provide company secretarial services of \$4,000 per month. He also charges ad hoc legal fees on an agreed basis for legal services such as services concerning entitlement offers and shareholder meetings.

4.5 Resolution 4.7

Resolution 4.7 concerns a non-related party, being Chee Kok Teo. Mr Chee has been a consultant to the Company since its IPO. He is not a related party or an associate of a related party, and is not a substantial holder of Shares.

As stated, ASX 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.

The effect of Resolution 4.7 will be to allow the Company to issue the Options during the period of 3 months after this meeting, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If Shareholder approval is given, the given will issue the securities the subject of the resolution. If Shareholder approval is not approved, the Company will not be able to issue the securities.

Other material terms of the Options are set out in Annexure A.

4.6 ASX Listing Rule 7.3

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

- 2.2.1. The maximum number of securities to be issued is set out in section 4.1;
- 2.2.2. Consideration – Options are issued at nil cost, and are exercisable at \$0.105 per Option.
- 2.2.3. The Options will be issued to the recipient within 3 months of the date of this meeting.
- 2.2.4. No funds will be raised from the issue of the Options.
- 2.2.5. A voting exclusion statement is included in the Notice of Meeting.
- 2.2.6. The terms of the Options are set out in Annexure A.

4.7 Board recommendation

- (h) In respect of Resolution 4.1, all Directors recommend that Shareholders vote in favour of Resolution 4.1, save for Charles Schaus who has an interest in the outcome of Resolution 4.1 and declines to make a recommendation in respect of it.
- (i) In respect of Resolution 4.2, all Directors recommend that Shareholders vote in favour of Resolution 4.2, save for Yew Fei Chee who has an interest in the outcome of Resolution 4.2 and declines to make a recommendation in respect of it.
- (j) In respect of Resolution 4.3, all Directors recommend that Shareholders vote in favour of Resolution 4.3, save for Ching Hong Loong who has an interest in the outcome of Resolution 4.2 and declines to make a recommendation in respect of it.
- (k) In respect of Resolution 4.4, all Directors recommend that Shareholders vote in favour of Resolution 4.4, save for Kok Hou Leong who has an interest in the outcome of Resolution 4.4 and declines to make a recommendation in respect of it.
- (l) In respect of Resolution 4.5, all Directors recommend that Shareholders vote in favour of Resolution 4.5, save for Hok Kang Sia who has an interest in the outcome of Resolution 4.5 and declines to make a recommendation in respect of it.
- (m) In respect of Resolution 4.6, all Directors recommend that Shareholders vote in favour of Resolution 4.6, save for Oliver Carton who has an interest in the outcome of Resolution 4.6 and declines to make a recommendation in respect of it.
- (n) In respect of Resolution 4.7, all Directors recommend that Shareholders vote in favour of it;

- (o) As stated the Chair will vote undirected proxies in favour of all resolutions.

5 RESOLUTION 5 - APPROVAL OF ISSUE OF SHARES TO DIRECTORS

5.1 General

In order to preserve cash resources of the Company, certain non-executive Director have deferred director fees. The Company proposes, subject to obtaining Shareholder approval, to issue the following Shares to those directors in lieu of cash.

Table 1

| Name | Deferred fees (\$) | No of Shares |
|-----------------|---------------------------|---------------------|
| Yew Fei Chee | 75,000.06 | 6,410,262 |
| Ching Hong Loon | 75,000.06 | 6,410,262 |
| Kok Hou Leong | 75,000.06 | 6,410,262 |
| Hok Kiang Sia | 75,000.06 | 6,410,262 |

Shares will be issued at \$0.0117 per Share, which is the 15 day VWAP from close of trade on 15 June 2025.

If Shareholder approval is not obtained, the Company will not issue the Shares and will instead pay the Directors in cash.

5.2 ASX Listing Rules 10.11 and 10.13

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), shareholder approval must be obtained where an entity issues equity securities to:

- a related party;
- a holder of 30% or more of the entity;
- a holder of 10% or more of the entity who has nominated a director; or
- an associate of those persons.

The Directors and their associates are related parties of the Company by virtue of being Directors of the Company. If Shareholder approval is given, the Company will issue the securities the subject of the resolution. If Shareholder approval is not given, the Company will be unable to issue the securities and will pay the deferred Director fees in cash.

Pursuant to and in accordance with the requirements of the ASX Listing Rules 10.13, the following information is provided in relation to the proposed issue of Options:

| | |
|---|---|
| <i>The names of the persons</i> | See Table 1 |
| <i>Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why</i> | Category 10.14.1 as a Director |
| <i>The number of securities proposed to be issued to the persons under the scheme for which approval is being sought, which may be expressed as a maximum number or formula</i> | See Table 1 |
| <i>A summary of the material terms of the securities</i> | The securities are Shares |
| <i>The date on which the securities will be issued</i> | The Shares will be issued within 1 month of the date of this meeting |
| <i>The price or other consideration Norwest will receive for the issue</i> | Shares will be issued at \$0.0117 per Share, which is the 15 day vwap from close of trade on 15 June 2025 |

| | |
|--|--|
| <i>The purpose of the issue, including the intended use of any funds raised</i> | The purpose of the issue is to provide remuneration for the Directors while preserving the cash resources of the Company |
| <i>If the person is a Director, the current remuneration of that person</i> | The current remuneration for Directors is set out in section 3.2 and section 4.4 |
| <i>If the securities are issued under an agreement, a summary of the material terms of the agreement</i> | Not applicable |

5.3 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless of a number of exceptions apply.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company issuing securities.

Under the Corporations Act, a director of a company is a related party of that company. As the Directors are directors of the Company, the proposed issue of Options constitute the giving of a financial benefit.

Section 208(1) of the Corporations Act provides that for the Company to give a financial benefit to a related party of the Company, the Company must:

- (a) obtain the approval of Shareholders to grant the financial benefit; and
- (b) give the benefit within 15 months following such approval,

unless the benefit falls within one of the exceptions set out in the Corporations Act.

An exception in section 211 is where the benefit is remuneration to a related party as a director of a company, and the giving of the remuneration is reasonable given the circumstances of the company and the related party’s circumstances. The Directors consider the remuneration is reasonable because:

- (a) The issuing of the Shares in lieu of cash remuneration preserves the cash resources of the Company as it seeks to commence an expedited drilling program for the Bulgera Gold Project;
- (b) The Directors consider that the number of Shares to be issued is appropriate and reasonable remuneration in that the Shares are issued at the 15 day VWAP from 15 June 2025 with no discount, in return for forgone remuneration;
- (c) The granting of the Shares will have no effect on the Company’s cash flow (other than in respect of any costs associated with the granting of the Shares which are not expected to be material) as there is no cash outlay when issuing them;
- (d) The Board does not consider therefore that the giving of the financial benefit will be likely to materially prejudice the interests of the Company or its Shareholders or the Company’s ability to pay its creditors;
- (e) The Board of Directors does not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or material taxation consequences for the Company or benefits foregone by the Company in issuing the Shares;
- (f) The Board is not aware of any other information which Shareholders of the Company would reasonably require in order to decide whether or not it is in the Company’s best interest to pass Resolutions 5.1 to 5.4.

5.4 Other relevant information

Shareholders should refer to sections 3.2 and 4.4 for relevant information about the remuneration and prior issues of securities for the relevant Directors. In addition:

- (a) If Shareholders approve Resolutions 5.1 to 5.4, on a post allotment and fully diluted basis those persons' interests will increase as follows

Table 1

| Name | Current interest % | Interest post allotment %¹ | Fully diluted interest post allotment %² |
|------------------|---------------------------|--|--|
| Yew Fei Chee | 12.39 | 12.97 | 13.63 |
| Ching Hong Loong | 2.88 | 3.52 | 3.44 |
| Kok Hou Leong | 3.81 | 4.45 | 4.36 |
| Hok Kiang Sia | 3.54 | 4.18 | 4.17 |

Note:

- 1 This assumes that there are 968,358,562 Shares on issue, that no other Shares are issued prior to the date of the Meeting, and that none of the existing options are exercised;
- 2 This assumes that no other Shares are issued prior to the date of the Meeting, no Shares the subject of this meeting are issued, all Director Options are exercised, and all of the 739,883,650 existing options are exercised, giving a total issued Shares of 1,708,242,212 prior to the issue of shares the subject of each resolution.

5.5 Board recommendation

- (a) In respect of Resolution 5.1, all Directors recommend that Shareholders vote in favour of Resolution 5.1, save for Yew Fei Chee who has an interest in the outcome of Resolution 5.1 and declines to make a recommendation in respect of it.
- (b) In respect of Resolution 5.2, all Directors recommend that Shareholders vote in favour of Resolution 5.2, save for Ching Hong Loong who has an interest in the outcome of Resolution 5.2 and declines to make a recommendation in respect of it.
- (c) In respect of Resolution 5.3, all Directors recommend that Shareholders vote in favour of Resolution 5.3, save for Kok Hou Leong who has an interest in the outcome of Resolution 5.3 and declines to make a recommendation in respect of it.
- (d) In respect of Resolution 5.4, all Directors recommend that Shareholders vote in favour of Resolution 5.4, save for Hok Kang Sia who has an interest in the outcome of Resolution 5.4 and declines to make a recommendation in respect of it.
- (e) As stated the Chair will vote undirected proxies in favour of all resolutions.

5. GLOSSARY

In this booklet:

Arunta Acquisition means the acquisition by the Company of tenements described in section 1.1;

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it as the context requires.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company or **Norwest** means Norwest Minerals Limited ACN 622 979 275

Chaleyer means Chaleyer Holdings Pty Ltd ACN 066215478.

Constitution means the constitution of the Company.

Conversion Shares means Shares to be issued on conversion of Loans referred to in section 3.2.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Lenders means Yew Fei Chee, Hok Kiang Sia and Kok Hou Leong.

Entitlement Offer means the one for one Entitlement Offer announced by the Company on 30 April 2025.

Explanatory Statement means the Explanatory Statement attached to this Notice of Meeting.

Fortress means Fortress Minerals Limited of 77 Robinson Road #06-03, Robinson 77 Singapore 068896

Loans means the loans from Director Lenders and an unrelated party referred to in section 3.1

Notice of Meeting means this notice of meeting and explanatory statement.

Option means an option to acquire a Share set out in section 4.2.

Prospectus means the Prospectus lodged by NWM with ASX and ASIC on 30 April 2025.

Share means a fully paid ordinary share in the Company.

Shareholder or Member means a holder of at least one Share.

Underwriters means Chaleyer and Fortress.

Underwriter Options means the options referred to in section 1.2.

Annexure A

Terms and conditions of Options

1. Options may be exercised in whole or in parcels by:
 - (a) delivering to the Company before 4.00pm (Australian Western Standard Time) prior to the expiry date (the Option Expiry Date) the application for shares on exercise of options (**Exercise Notice**) duly executed by the Optionholder (together with this Certificate) specifying the number of Options being exercised (**Relevant Number**); and
 - (b) payment to the Company by bank cheque or other immediately available funds of an amount equal to the Exercise Price multiplied by the number of Options being exercised (the **Settlement Price**).
2. The Company must within 3 Business Days of the receipt by it of the last of the documents referred to above and subject to receipt by the Company of the Settlement Price:
 - (c) issue to the Optionholder the Relevant Number of Shares;
 - (d) issue, or cause to be issued, to the Optionholder a holding statement for the Relevant Number of Shares; and
 - (e) if applicable, issue a replacement Option Certificate to the Optionholder for the balance of any unexercised Options.
3. The Shares issued pursuant to the exercise of the Options will be issued as fully paid.
4. Until the Option Expiry Date for so long as the Optionholder holds any unexercised Options, the Company will give the Optionholder notice of all general meetings of the Company and of all resolutions to be considered at those meetings and all other statements, notices, annual reports or circulars at the same time the shareholders of the Company are issued with those notices.
5. Until the Option Expiry Date, the Company must ensure that the Optionholder is given at least 5 Business Days written notice prior to the Record Date in relation to any Pro-Rata Issue of shares or rights to subscribe for shares issued or to be issued by the Company (**Additional Rights**).
6. An Option does not confer any rights of a shareholder of the Company, including any rights to dividends.
7. An Option does not confer any right on the holder to participate in a new issue without exercising the Option.
8. The Optionholder will be entitled to participate in any rights to take up Additional Rights on the same terms and conditions as applicable to the other offerees or shareholders of the Company provided that the Optionholder has exercised any Option prior to the Record Date for the relevant offer.
9. Any Shares issued to the Optionholder as a result of the exercise of an Option will rank pari passu in all respects with all other Shares then on issue. Shares issued upon the exercise of Options will only carry an entitlement to receive a dividend if they were issued before the Record Date for that dividend.
10. If there is a Bonus Issue to holders of Shares, the number of Shares over which an Option is exercisable is increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the Record Date for the Bonus Issue.
11. If, before exercise or expiry of the Options, the Company implements a reorganisation of its capital:
 - (f) the Options must be treated in the manner required by the ASX Listing Rules;
 - (g) the Company must notify the Optionholder of any proposed variation to the terms of Options no less than 5 Business Days prior to the date of variation; and
 - (h) the Company must provide confirmation to the Optionholder immediately after the date of variation that the terms of the Options have been varied as proposed.
12. At the time any Shares are issued upon the exercise of an Option, the Company will:
 - (i) apply to ASX for official quotation of the Shares as soon as practicable, and in any event within 3 Business Days after the date that the Shares are issued;

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- (j) procure that the relevant ASIC and ASX forms are lodged to reflect the issue of the Shares, including a notice under section 708A(5)(e) of the Corporations Act in accordance with sub-clause 12(k) below; and
- (k) give to the ASX a notice under section 708A(5) of the Corporations Act on the day following the issue of Shares on exercise of the Option unless it cannot meet the criteria in "case 1" of section 708A of the Corporations Act in which case:
 - (i) the Company will comply with the criteria in "case 2" of section 708A of the Corporations Act and issue a disclosure document under chapter 6D.2 of the Corporations Act as soon as reasonably practicable after the date of exercise of the Option and in any event within 20 Business Days of that date; and
 - (ii) until the Company has issued the disclosure document under clause 12(k)(i), the Optionholder will only transfer the relevant Shares to a person that comes within section 708(8), (10) or (11) of the Corporations Act.

Your proxy voting instruction must be received by **9.30am (AWST) on Sunday, 27 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Norwest Minerals Limited, to be held virtually at **9.30am (AWST) on Tuesday, 29 July 2025** 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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3.1, 3.2, 3.3, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 5.1, 5.2, 5.3 and 5.4 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 3.1, 3.2, 3.3, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 5.1, 5.2, 5.3 and 5.4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

| Resolutions | For | Against | Abstain | Resolutions | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| RATIFICATION OF ISSUE OF SECURITIES | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.4 APPROVAL OF ISSUE OF OPTIONS TO KOK HOU LEONG OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| APPROVAL OF ISSUE OF UNDERWRITER OPTIONS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.5 APPROVAL OF ISSUE OF OPTIONS TO HOK KIANG SIA OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.1 APPROVAL OF ISSUE OF CONVERSION SHARES TO MERIT GRACE GLOBAL LIMITED, AN ENTITY ASSOCIATED WITH KOK HOU LEONG, OR ITS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.6 APPROVAL OF ISSUE OF OPTIONS TO OLIVER CARTON OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.2 APPROVAL OF THE ISSUE OF CONVERSION SHARES TO HOK KIANG SIA OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4.7 APPROVAL OF ISSUE OF OPTIONS TO THE NON-RELATED PARTY OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.3 APPROVAL OF ISSUE OF CONVERSION SHARES TO YF CHEE HOLDINGS SDN BHD, AN ENTITY ASSOCIATED WITH YEW FEI CHEE, OR ITS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5.1 APPROVAL OF ISSUE OF SHARES TO YEW FEI CHEE OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.1 APPROVAL OF ISSUE OF OPTIONS TO CHARLES SCHAUS OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5.2 APPROVAL OF ISSUE OF SHARES TO CHING HONG LOONG OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.2 APPROVAL OF ISSUE OF OPTIONS TO YEW FEI CHEE OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5.3 APPROVAL OF ISSUE OF SHARES TO KOK HOU LEONG OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.3 APPROVAL OF ISSUE OF OPTIONS TO CHING HONG LOONG OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5.4 APPROVAL OF ISSUE OF SHARES TO HOK KIANG SIA OR HIS NOMINEE | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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