



**Krakatoa Resources Limited  
ACN 155 231 575**

**Notice of General Meeting**

**The General Meeting of the Company will be held at the offices of the Company, at Level 8, 216 St Georges Terrace, Perth, Western Australia on Friday, 22 August 2025 at 10:00am AWST.**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9481 0389.**

**Shareholders are encouraged to vote by lodging the proxy form attached to the Notice**

**Krakatoa Resources Limited****ACN 155 231 575****(Company)****Notice of General Meeting**

Notice is given that the general meeting of Krakatoa Resources Limited will be held at Level 8, 216 St Georges Terrace, Perth, Western Australia on Friday, 22 August 2025 at 10:00am AWST (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 20 August 2025 at 5.00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

**Agenda****1 Resolutions****Resolution 1 – Ratification of prior issue of Initial Placement Shares**

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

*'That the issue of:*

- (a) 58,986,598 Initial Placement Shares under Listing Rule 7.1; and
- (b) 62,013,402 Initial Placement Shares under Listing Rule 7.1A,

*at \$0.0105 per Share is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

**Resolution 2 – Ratification of prior issue of Top-Up Placement Shares**

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

*'That the issue of 34,000,000 Top-Up Placement Shares under Listing Rule 7.1 at \$0.0105 per Share is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

**Resolution 3 – Approval to issue Placement Options**

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

*'That the issue of:*

- (a) 60,500,000 Initial Placement Options; and
- (b) 17,000,000 Top-Up Placement Options,

*is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 4 – Approval for David Palumbo to participate in the Placement**

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

*'That the issue of up to 3,000,000 Director Placement Shares at an issue price of \$0.0105 per Share and up to 1,500,000 Director Placement Options to David Palumbo (or his nominee(s)) is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

## **2 Voting Exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1(a) or Resolution 1(b), by or on behalf of any person who participated in the issue of the Initial Placement Shares, or any of their respective associates;
- (b) Resolution 2 by or on behalf of any person who participated in the issue of the Top-Up Placement Shares, or any of their respective associates;
- (c) Resolution 3(a) or Resolution 3(b), 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; and
- (d) Resolution 4 by or on behalf of David Palumbo (or his nominee(s)) 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.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

## **BY ORDER OF THE BOARD**

David Palumbo  
**Non-Executive Director and Company Secretary**  
**Krakatoa Resources Limited**  
 Dated: 16 July 2025

**Krakatoa Resources Limited**  
**ACN 155 231 575**  
**(Company)**

**Explanatory Memorandum**

**1 Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 8, 216 St Georges Terrace, Perth, Western Australia on Friday, 22 August at 10:00am AWST.

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

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Background
Section 4	Resolution 1(a) and Resolution 1(b) – Ratification of prior issue of Initial Placement Shares
Section 5	Resolution 2 – Ratification of prior issue of Top-Up Placement Shares
Section 6	Resolution 3(a) and Resolution 3(b) – Approval to issue Placement Options
Section 7	Resolution 4 – Approval for David Palumbo to participate in the Placement
Schedule 1	Definitions
Schedule 2	Terms and conditions of Placement Options

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

**2 Voting and attendance information**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

**2.1 Voting in person**

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

**2.2 Voting by proxy**

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice and Proxy Forms must be received by the Company no later than 10:00 am (AWST) on Wednesday 20 August 2025, being at least 48 hours before the Meeting.

Proxy Forms can be lodged:

<b>Online:</b>	<b>www.investorvote.com.au</b>
<b>By mail:</b>	<b>Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia</b>
<b>By fax:</b>	<b>1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)</b>
<b>By mobile:</b>	<b>Scan the QR Code on your Proxy Form and follow the prompts</b>

### 2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

## 3 Background

### 3.1 Initial Placement

On 18 June 2025, the Company announced that it had received firm commitments from sophisticated and professional investors (**Initial Placement Participants**) and a Director to raise \$1,302,000 (before costs) by way of a placement of 124,000,000 Shares (**Initial Placement Shares**) at an issue price of \$0.0105 per Share, together with one (1) free attaching unquoted Option for every two (2) Initial Placement Shares subscribed for and issued, exercisable at \$0.02 each and expiring on 30 September 2026 (**Initial Placement Options**) (**Initial Placement**).

### 3.2 Top-Up Placement

On 30 June 2025, the Company further announced that it had received firm commitments from sophisticated and professional investors (**Top-Up Placement Participants**) to raise an additional \$357,000 (before costs) by way of a top-up placement of 34,000,000 Shares (**Top-Up Placement Shares**) at an issue price of \$0.0105 per Share, together with one (1) free-attaching unquoted Option for every two (2) Top-Up Placement Shares subscribed for, exercisable at \$0.02 each and expiring on 30 September 2026 (**Top-Up Placement Options**) (**Top-Up Placement**).

### 3.3 General Placement Details

In this Notice, the Initial Placement and Top-Up Placement together constitute the '**Placement**'.

The Placement Participants were unrelated sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act. The Placement Participants were existing contacts of the Company.

The Placement Shares were issued as follows:

- (a) 58,986,598 Initial Placement Shares issued to Initial Placement Participants pursuant to the Company's available placement capacity under Listing Rule 7.1 (being the Shares for which ratification is sought pursuant to Resolution 1(a)), comprising:

- (i) 35,177,074 Initial Placement shares issued on 26 June 2025;
  - (ii) 4,761,905 Initial Placement shares issued on 30 June 2025; and
  - (iii) 19,047,619 Initial Placement shares issued on 11 July 2025.
- (b) 62,013,402 Initial Placement Shares issued to Initial Placement Participants on 26 June 2025 pursuant to the Company's available placement capacity under Listing Rule 7.1A (being the Shares for which ratification is sought pursuant to Resolution 1(b)); and
- (c) 34,000,000 Top-Up Placement Shares issued to Top-Up Placement Participants on 30 June 2025 pursuant to the Company's available placement capacity under Listing Rule 7.1 (being the Shares for which ratification is sought pursuant to Resolution 2).

Subject to Shareholder approval at this Meeting, the Company intends to issue:

- (a) 60,500,000 Initial Placement Options to Initial Placement Participants (being the Options for which approval is sought pursuant to Resolution 3(a));
- (b) 17,000,000 Top-Up Placement Options to Top-Up Placement Participants (being the Options for which approval is sought pursuant to Resolution 3(b)); and
- (c) 3,000,000 Placement Shares and 1,500,000 Placement Options to Director David Palumbo (**Director Placement Shares** and **Director Placement Options**, together **Director Placement Securities**) on the same terms as the Placement Participants (being the Securities for which approval is sought pursuant to Resolution 4).

Funds raised from the Placement will be used towards exploration activities at the Zopkhito Project, as well as for costs of the Placement and general working capital.

#### **4 Resolution 1(a) and Resolution 1(b) – Ratification of prior issue of Initial Placement Shares**

##### **4.1 General**

A summary of the Initial Placement is set out in Section 3.1.

The resolutions comprising Resolution 1 seek the approval of Shareholders to ratify the issue of Initial Placement Shares to the Initial Placement Participants under and for the purposes of Listing Rule 7.4.

##### **4.2 Listing Rules 7.1, 7.1A and 7.4**

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.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

The issue of Initial Placement Shares to the Initial Placement Participants does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, uses up a significant proportion of the 15% and 10% limits under each of Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Initial Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 or 7.1A.

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 Rule 7.1.

To this end, the resolutions which form part of Resolution 1 seek Shareholder approval to ratify the issue of 121,000,000 Initial Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions which form part of Resolution 1 are passed, the issue of the Initial Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Initial Placement Shares.

In the event that Resolution 1(a) is not passed, 58,986,598 Initial Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Initial Placement Shares.

In the event that Resolution 1(b) is not passed, 62,013,402 Initial Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, until the earlier of:

- (a) 29 November 2025;
- (b) the Company's next annual general meeting; or
- (c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

#### 4.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Initial Placement Shares:

- (a) 121,000,000 Initial Placement Shares were issued to the Initial Placement Participants, being unrelated sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom is a Material Investor of the Company. The Initial Placement Participants were existing contacts of the Company;
- (b) a total of 121,000,000 Initial Placement Shares were issued as follows:
  - (i) 58,986,598 Initial Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval, on the following dates:
    - (A) 35,177,074 Initial Placement shares issued on 26 June 2025;
    - (B) 4,761,905 Initial Placement shares issued on 30 June 2025; and
    - (C) 19,047,619 Initial Placement shares issued on 11 July 2025;
  - (ii) 62,013,402 Initial Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval, on 26 June 2025;

- (c) the Initial Placement Shares are 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 Initial Placement Shares were issued at \$0.0105 per Share;
- (e) the proceeds from the issue of the Initial Placement Shares are intended to be used towards exploration activities at the Zopkhito Project, as well as for costs of the Placement and general working capital;
- (f) there are no additional material terms with respect to the agreements for the issue of the Initial Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

#### **4.4 Board recommendation**

Each of the resolutions which form part of Resolution 1 are an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of each of the resolutions which form a part of Resolution 1.

### **5 Resolution 2 – Ratification of prior issue of Top-Up Placement Shares**

#### **5.1 General**

A summary of the Top-Up Placement is set out in Section 3.2.

Resolution 2 seeks the approval of Shareholders to ratify the issue of Top-Up Placement Shares to the Top-Up Placement Participants under and for the purposes of Listing Rule 7.4.

#### **5.2 Listing Rule 7.1 and 7.4**

A summary of Listing Rule 7.1 and 7.4 is set out in Section 4.2 above.

The issue of Top-Up Placement Shares to the Top-Up Placement Participants does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, uses up a significant proportion of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Top-Up Placement Shares.

To ensure that the Company retains as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1, Resolution 2 seeks Shareholder approval to ratify the issue of 34,000,000 Top-Up Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of the Top-Up Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Top-Up Placement Shares.

In the event that Resolution 2 is not passed, 34,000,000 Top-Up Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Top-Up Placement Shares.

#### **5.3 Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Top-Up Placement Shares:



- (a) 34,000,000 Top-Up Placement Shares were issued to the Top-Up Placement Participants, being unrelated sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom is a Material Investor of the Company. The Top-Up Placement Participants were existing contacts of the Company;
- (b) a total of 34,000,000 Top-Up Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval, on 30 June 2025;
- (c) the Top-Up Placement Shares are 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 Top-Up Placement Shares were issued at \$0.0105 per Share;
- (e) the proceeds from the issue of the Top-Up Placement Shares are intended to be used towards exploration activities at the Zopkhito Project, as well as for costs of the Placement and general working capital;
- (f) there are no additional material terms with respect to the agreements for the issue of the Top-Up Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

## **6 Resolution 3(a) and Resolution 3(b) – Approval to issue Placement Options**

### **6.1 General**

A summary of the Placement is set out in Section 3.

The resolutions comprising Resolution 3 seek Shareholder approval for the issue of Placement Options to the Placement Participants under and for the purposes of Listing Rule 7.1.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

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

The resolutions comprising Resolution 3 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 for the issue of up to:

- (a) 60,500,000 Initial Placement Options to Initial Placement Participants; and
- (b) 17,000,000 Top-Up Placement Options to Top-Up Placement Participants.

If the resolutions comprising Resolution 3 are passed, the Company can proceed with the issue of the Placement Options to the Placement Participants. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

If Resolution 3(b) is not passed, the Company will not be able to proceed with the issue of the Top-Up Placement Options to the Top-Up Placement Participants.

### **6.3 Specific information required by Listing Rule 7.3**

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Placement Options:

- (a) the Placement Options will be issued to the Placement Participants being unrelated sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom is a Material Investor of the Company. The Placement Participants were existing contacts of the Company;
- (b) a total of 77,500,000 Placement Options will be issued as follows:
  - (i) 60,500,000 Initial Placement Options will be issued to Initial Placement Participants; and
  - (ii) 17,000,000 Top-Up Placement Options will be issued to Top-Up Placement Participants;
- (c) the Placement Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Placement Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). It is intended that the Placement Options will be issued on 22 August 2025;
- (e) the Placement Options will be issued for nil consideration, as they are being issued as free attaching Options to the Placement Shares subscribed for and issued to the Placement Participants under the Placement. Accordingly, no funds will be raised from the issue of the Placement Options;
- (f) there are no additional material terms with respect to the agreements for the issue of the Placement Options; and
- (g) a voting exclusion statement is included in the Notice.

#### **6.4 Board recommendation**

Each of the resolutions which form part of Resolution 3 are an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of each of the resolutions which form a part of Resolution 3.

### **7 Resolution 4 – Approval for David Palumbo to participate in the Placement**

#### **7.1 General**

A summary of the Placement is set out in section 3.

Resolution 4 seeks the approval of Shareholders under and for the purposes of Listing Rule 10.11 for the issue of up to 3,000,000 Director Placement Shares and up to 1,500,000 Director Placement Options, to Director David Palumbo (or his nominee(s)).

#### **7.2 Listing Rule 10.11**

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

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The proposed issue of Director Placement Securities to David Palumbo (or his nominee(s)), a Director, falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval to the issue of Director Placement Securities under and for the purposes of Listing Rule 10.11. If the Resolution is passed, the Company will be able to proceed with the proposed issue and the Company will raise up to a total of \$31,500 which will be used in the manner set out in Section 3.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Director Placement Securities to David Palumbo, David Palumbo will not be able to participate in the Placement, and the Company will not receive any funds from David Palumbo's participation in the Placement.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 or 7.1A is not required. Accordingly, the issue of Director Placement Securities to David Palumbo will not be included under the Company's 15% or additional 10% annual placement capacity pursuant to Listing Rule 7.1 and 7.1A.

### **7.3 Specific Information required by Listing Rule 10.13**

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed Participation:

- (a) the Director Placement Securities will be issued to David Palumbo (or his nominee(s));
- (b) David Palumbo is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Securities are issued to a nominee of David Palumbo, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Director Placement Securities to be issued is:
  - (i) 3,000,000 Director Placement Shares; and
  - (ii) 1,500,000 Director Placement Options;
- (d) the Director Placement Securities issued will be in classes as follows:
  - (i) for the Director Placement Shares, fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
  - (ii) for the Director Placement Options, Options on the same terms and conditions as the Placement Participants, as set out in Schedule 2;
- (e) the Director Placement Securities will be issued to David Palumbo no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (f) the consideration payable for the Director Placement Securities is as follows:

- (i) for the Director Placement Shares, \$0.0105 per Share, being the same issue price as the Placement Shares; and
- (ii) for the Director Placement Options, nil consideration, as they are being issued as free attaching Options to the Director Placement Shares;
- (g) proceeds from the issue of the Director Placement Shares are intended to be used towards exploration activities at the Zopkhito Project, as well as for costs of the Placement and general working capital. No funds will be raised from the issue of the Director Placement Options;
- (h) there are no additional material terms with respect to the agreement for the proposed issue of the Director Placement Securities; and
- (i) a voting exclusion statement is included in the Notice.

#### **7.4 Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The participation of David Palumbo in the Placement will result in the issue of Director Placement Securities, which constitutes giving a financial benefit, and David Palumbo is a related party of the Company by virtue of being a Director.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of David Palumbo's participation in the Placement because the Director Placement Securities will be issued to David Palumbo on the same terms as the Placement Shares and Placement Options issued to the Placement Participants and, as such, the giving of the financial benefit is on arm's length terms.

#### **7.5 Board recommendation**

Resolution 4 is an ordinary resolution.

The Board (other than David Palumbo, who has a material personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 4.

## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>\$</b>	means Australian Dollars.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>AWST</b>	means Australian Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Krakatoa Resources Limited (ACN 155 231 575).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Director Placement Options</b>	has the meaning given in Section 3.3.
<b>Director Placement Securities</b>	has the meaning given in Section 3.3.
<b>Director Placement Shares</b>	has the meaning given in Section 3.3.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Initial Placement</b>	has the meaning given in Section 3.1.
<b>Initial Placement Options</b>	has the meaning given in Section 3.1.
<b>Initial Placement Participants</b>	has the meaning given in Section 3.1.
<b>Initial Placement Shares</b>	has the meaning given in Section 3.1.

<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice</b>	means this notice of general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Placement</b>	means the Initial Placement and the Top-Up Placement.
<b>Placement Options</b>	means the Initial Placement Options and the Top-Up Placement Options.
<b>Placement Participants</b>	means the Initial Placement Participants and the Top-Up Placement Participants.
<b>Placement Shares</b>	means the Initial Placement Shares and the Top-Up Placement Shares.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company.

<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Top-Up Placement</b>	has the meaning given in Section 3.2.
<b>Top-Up Placement Options</b>	has the meaning given in Section 3.2.
<b>Top-Up Placement Participants</b>	has the meaning given in Section 3.2.
<b>Top-Up Placement Shares</b>	has the meaning given in Section 3.2.
<b>Zopkhito Project</b>	means the Zopkhito Antimony-Gold Project in Georgia.

## Schedule 2 Terms and conditions of Placement Options

The terms of the Placement Options (below defined as 'Options') are as follows:

- 1      **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- 2      **(Issue Price):** No issue price is payable for the Options.
- 3      **(Exercise Price):** The Options have an exercise price of \$0.02 per Option (**Exercise Price**).
- 4      **(Expiry Date):** The Options expire at 5.00pm (AWST) on 30 September 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- 5      **(Exercise Period):** The Options are exercisable at any time up to the Expiry Date.
- 6      **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
- 7      **(Transferability of the Options):** The Options are not transferable, except with the prior written approval of the Company.
- 8      **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

- 9      **(Timing of issue of Shares on exercise):** Within 5 Business Days after the later of the following:
  - (a)      the Exercise Date; and
  - (b)      when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (c)      allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (d)      if required, give ASX a notice that complies with section 708(5)(e) of the Corporations Act; and
  - (e)      apply for official quotation on the ASX of Shares issued pursuant to the exercise of the Options.
- 10      **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 9(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue



unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

- 11 **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- 12 **(Quotation of Shares on exercise):** Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- 13 **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- 14 **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- 15 **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 20 August 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 185039**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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

## Proxy Form

Please mark ☒ to indicate your directions

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

I/We being a member/s of Krakatoa Resources Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Krakatoa Resources Limited to be held at the offices of the Company, at Level 8, 216 St Georges Terrace, Perth, WA 6000 on Friday, 22 August 2025 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1(a)	Ratification of prior issue of Initial Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1(b)	Ratification of prior issue of Initial Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Top-Up Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(a)	Approval to issue Initial Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(b)	Approval to issue Top-Up Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for David Palumbo to participate in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically