

Mount Hope Mining Limited
ACN 677 683 055

Notice of General Meeting

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

Time	10:00am (AWST)
Date	Monday, 1 September 2025
Place	Spaces 136 Stirling Highway Nedlands WA 6009

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

Notice of General Meeting

Notice is given that the general meeting of Mount Hope Mining Limited (ACN 677 683 055) (**Company**) will be held at 10:00am (AWST) on Monday, 1 September 2025 at Spaces located at 136 Stirling Highway, Nedlands WA 6009.

Agenda

The agenda for the Meeting will be to consider the Resolutions set out below.

1 Resolutions 1(a) to (c) – Issue of Shortfall Options to Directors

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shortfall Options to the Related Party Participants (or their nominees) as follows:

- (a) up to 333,334 Shortfall Options to Mr Ben Phillips (or his nominee);*
- (b) up to 333,333 Shortfall Options to Mr Fergus Kiley (or his nominee); and*
- (c) up to 333,333 Shortfall Options to Mr Todd Williams (or his nominee),*

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of: (a) Resolution 1(a) by or on behalf of Mr Ben Phillips (and his nominees), or any of their respective associates; (b) Resolution 1(b) by or on behalf of Mr Fergus Kiley (and his nominees), or any of their respective associates; and (c) Resolution 1(c) by or on behalf of Mr Todd Williams (and his nominees), or any of their respective associates.

Voting Prohibitions: In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

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 exclusions and exceptions

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

Resolution	Exceptions
1(a), 1(b) and 1(c)	<p>A person (voter) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
1(a), 1(b) and 1(c)	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (c) 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; (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (e) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 10:00am (AWST) on Saturday, 30 August 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.

- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. The Company will supply an additional Proxy Form on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolutions 1(a) to (c) (inclusive) unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.
- (j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolutions 1(a) to (c) (inclusive).
- (k) If a Shareholder intends to appoint the Chair as its proxy for Resolutions 1(a) to (c) (inclusive), the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolutions 1(a) to (c) (inclusive) (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolutions 1(a) to (c) (inclusive) even though it is connected to the remuneration of a member of the Key Management Personnel.
- (l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic:
 - (i) by post to Automic, GPO Box 5193, Sydney, NSW 2001;
 - (ii) online by scanning the QR code in the Proxy Form or visiting <https://investor.automic.com.au/#/loginsah>;
 - (iii) by email to meetings@automicgroup.com.au;
 - (iv) in person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or
 - (v) by facsimile to +61 2 8583 3040,

so that they are received no later than 48 hours before the commencement of the Meeting.

- (m) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.
- (n) If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1(a) to (c) (inclusive) 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, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Document components

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

Authorisation

By order of the Board.



Paul Kiley
Company Secretary

25 July 2025

For personal use only

Explanatory Statement

1 General

1.1 Purpose

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions. A Proxy Form is located at the end of the Explanatory Statement.

1.2 Access to Notice

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

The Notice can be viewed online and downloaded via:

- the Company's website at www.mounthopemining.com.au;
- the Company's ASX platform at www.asx.com.au/markets/company/mhm; or
- if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

2 Resolutions 1(c), (b) and (c) – Issue of Shortfall Options to Directors

2.1 General

As announced on 30 May 2025, the Company lodged a prospectus (**Prospectus**) with ASIC for a non-renounceable entitlement issue of one (1) Loyalty Option in the Company for every four (4) Shares held by eligible shareholders (**Offer**).

Each Loyalty Option under the Offer had an issue price of \$0.01 and was exercisable at \$0.25 on or before 30 June 2028.

As disclosed in the Prospectus, any Loyalty Options not taken up pursuant to the Offer would form a separate shortfall offer which shall remain open for up to three months following the closing of the Offer which occurred on 24 June 2025 (**Shortfall Offer**). The terms and conditions of the Options offered under the Shortfall Offer shall be the same as those Loyalty Options offered under the Offer.

Furthermore, as announced to the ASX on 30 June 2025, Messrs Ben Phillips, Fergus Kiley and Todd Williams (together, the **Related Party Participants**) have agreed, subject to Shareholder approval, to subscribe for an aggregate of 1,000,000 Options (**Shortfall Options**) under the Shortfall Offer (**Participation**). The Shortfall Options will be issued to the Directors in the following proportions:

- (a) 333,334 Shortfall Options to be issued to Mr Ben Phillips (or his nominee) at an issue price of \$0.01 to raise \$3,333.34;

- (b) 333,333 Shortfall Options to be issued to Mr Fergus Kiley (or his nominee) at an issue price of \$0.01 to raise \$3,333.33; and
- (c) 333,333 Shortfall Options to be issued to Mr Todd Williams (or his nominee) at an issue price of \$0.01 to raise \$3,333.33.

Resolutions 1(a) to (c) (inclusive) seek Shareholder approval for the issue of the Shortfall Options to the Directors.

2.2 Board Recommendation

Each Director has a material personal interest in the outcome of Resolutions 1(a) to (c) (inclusive) on the basis that all of the Directors (or their nominees) are to be issued Shortfall Options should Resolutions 1(a) to (c) (inclusive) be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 1(a) to (c) (inclusive) of this Notice.

2.3 Listing Rule 10.11

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

- (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 relationship 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 Related Party Participants are related parties of the Company by virtue of being Directors. As the Participation involves the issue of Shortfall Options to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 1(a) to (c) (inclusive) seek the required Shareholder approval to the proposed issues of Shortfall Options under and for the purposes of Listing Rule 10.11.

If Resolutions 1(a) to (c) (inclusive) are passed the Company will be able to proceed with the issue of the Shortfall Options to the Related Party Participants (or their respective nominees).

If Resolutions 1(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Shortfall Options to the Related Party Participants (or their respective nominees) and the Company will need to return funds received from the Related Party Participants.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Shares to the Related Party Participants (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

2.4 Specific information required by Listing Rule 10.13

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

- (a) the Shortfall Options will be issued to Messrs Ben Phillips, Fergus Kiley and Todd Williams (or their respective nominees);
- (b) each of the Directors 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 that the Shortfall Options are issued to nominee of the Directors, those persons will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the maximum number of Shortfall Options to be issued to the Related Party Participants is 1,000,000 in the following proportions:
 - (i) up to 333,334 Shortfall Options to Mr Ben Phillips (or his nominee);
 - (ii) up to 333,333 Shortfall Options to Mr Fergus Kiley (or his nominee); and
 - (iii) up to 333,333 Shortfall Options to Mr Todd Williams (or his nominee);
- (d) the issue price will be \$0.01 per Shortfall Option, being the same as all other Options issued under the Loyalty Offer;
- (e) the Shortfall Options will be issued no later than 1 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 Shortfall Options issued will be issued on the terms and conditions as the Options issued pursuant to the Loyalty Offer and otherwise on the terms and conditions set out in Schedule 1;
- (g) the funds raised will be used for the costs of the Loyalty Offer and for working capital purposes;
- (h) the Shortfall Options are not being issued under an agreement; and
- (a) a voting exclusion statement is included in the Notice.

2.5 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 will result in the issue of Shortfall Options which constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

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

2.6 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Shortfall Options:

(a) **Identity of the related parties to whom Resolutions 1(a) to (c) permits financial benefits to be given**

The Shortfall Options will be issued to Messrs Ben Phillips, Fergus Kiley and Todd William or their respective nominees.

(b) **Nature of the financial benefit**

Resolutions 1(a) to (c) (inclusive) seek approval from Shareholders to allow the Company to issue the Shortfall Options specified in section 2.1 above to Messrs Ben Phillips, Fergus Kiley and Todd William or their respective nominees. The Shortfall Options are to be issued on the terms and conditions in Schedule 1.

The Shares to be issued upon conversion of the Shortfall Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

Based on the closing price of the MHMO Options on the ASX of \$0.034 per Option on 24 July 2025, the value of the Shortfall Options (being the nature of the financial benefit) to be issued to each Director is approximately \$11,333.

(d) **Remuneration of Related Parties**

The total annual remuneration package for each of the Related Party Participants in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	FY ended 2024	FY ending 2025 ¹
Ben Phillips ²	Nil	\$28,596
Fergus Kiley ³	Nil	\$170,632
Todd Williams ⁴	Nil	\$25,419

Notes:

- 1 These are the amounts that are proposed to be paid for the period commencing on the date of the Company was admitted to the Official List on 20 December 2024 until 30 June 2025.
- 2 Mr Phillips receives an annual salary of \$54,000 (excluding GST and superannuation).
- 3 Mr Kiley receives an annual salary of \$275,000 (excluding GST and superannuation). Mr Kiley received a one-off cash payment of \$25,000 (excluding GST and superannuation) upon the Company's successful admission to the Official List as payment for pre-IPO services provided by Mr Kiley.
- 4 Mr Williams receives an annual salary of \$48,000 (excluding GST and superannuation).

(e) Existing relevant interests

At the date of this Notice, the Messrs Ben Phillips, Fergus Kiley and Todd William or their respective nominees holds the following relevant interest in Equity Securities of the Company:

Related Party	Shares	Unquoted Options ¹	Quoted Options ²
Ben Phillips	500,000	650,000	118,750
Fergus Kiley	1,500,000	1,950,000	375,000
Todd Williams	Nil	400,000	Nil

Notes:

- 1 Options are unquoted, exercisable at \$0.30 and expire on or before 18 December 2027.
- 2 Options are quoted, exercisable at \$0.25 and expire on or before 30 June 2028.

Assuming that Resolutions 1(a) to (c) (inclusive) are approved by Shareholders, all of Shortfall Options are issued and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Related Party Participants in the Company would be as follows:

- (i) Mr Phillips' interest would represent approximately 1.97% of the Company's expanded capital;
- (ii) Mr Kiley's interest would represent approximately 4.34% of the Company's expanded capital; and
- (iii) Mr Williams' interest would represent approximately 0.79% of the Company's expanded capital.

(f) Trading history

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.19 per Share on 27 December 2024 and 16 July 2025

Lowest: \$0.125 per Share on 7 – 8 April 2025 and 14 April 2025

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.165 per Share on 24 July 2025.

(g) **Dilution**

If all of the Shortfall Options to be issued under Resolutions 1(a), (b) and (c) are exercised into Shares, and no other Equity Securities are issued or exercised, then Shareholders would be diluted by approximately 2.37%.

The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Shortfall Options (including fringe benefits tax).

(i) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 1(a), (b) and (c) due to their material personal interests in the outcome of the Resolutions, as further described in section 2.2.

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 1(a) to (c) (inclusive).

Definitions

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

\$ or A\$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

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

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

Board means the board of Directors.

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

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

Company means Mount Hope Mining Limited (ACN 677 683 055).

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

Director means a director of the Company.

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

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

Key Management Personnel has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company or, if the Company is part of a consolidated entity, the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of annual general meeting.

Offer means the offer pursuant to the Prospectus of a non-renounceable entitlement issue of one (1) Option in the Company for every four (4) Shares held by eligible shareholders.

Option means an option to acquire a Share.

Participation has the meaning given in section 2.1.

Prospectus means the prospectus issued by the Company under section 713 of the Corporations Act in connection with the Entitlement Offer, dated 30 May 2025.

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

Related Party Participant has the meaning given in section 2.1.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Securities means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).

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

Shareholder means the holder of a Share.

Shortfall Offer has the meaning given in section 2.1.

Shortfall Options means an Option to be issued to the Related Party Participants (or their nominees) on the terms and conditions set out in Schedule 1.

Schedule 1 – Terms of the Shortfall Options

- (a) **(Entitlement):** Each Shortfall Option entitles the holder to subscribe for one Share upon exercise of the Shortfall Option.
- (b) **(Issue Price):** Each Shortfall Option has an issue price of \$0.01.
- (c) **(Exercise Price):** Subject to section (j), the amount payable upon exercise of each Shortfall Option will be \$0.25 (**Exercise Price**).
- (d) **(Expiry Date):** Each Shortfall Option will expire at 5:00pm (AWST) on or before 30 June 2028 (**Expiry Date**). A Shortfall Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Shortfall Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (f) **(Notice of Exercise):** The Shortfall Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Shortfall Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (g) **(Exercise Date):** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Shortfall Option being exercised in cleared funds (**Exercise Date**).
- (h) **(Timing of issue of Shares on exercise):** Within 10 Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Shortfall Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Shortfall Options.

If a notice delivered under this section for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (i) **(Shares issued on exercise):** Shares issued on exercise of the Shortfall Options rank equally with the then issued shares of the Company.

- (j) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of a Shortfall Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (k) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Shortfall Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Shortfall Options without exercising their Shortfall Options.
- (l) **(Change in exercise price):** A Shortfall Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Shortfall Option can be exercised.
- (m) **(Transferability):** The Shortfall Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- (n) **(Quotation):** The Company will seek quotation of the Shortfall Options in accordance with the Listing Rules and the Corporations Act, subject to satisfaction of the minimum quotation conditions of the Listing Rules. In the event quotation of the Shortfall Options cannot be obtained, the Shortfall Options will remain unquoted.



Mount Hope Mining Limited | ABN 81 677 683 055

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Saturday, 30 August 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 Mount Hope Mining Limited, to be held at **10.00am (AWST) on Monday, 01 September 2025 at Spaces, 136 Stirling Highway, Nedlands WA 6009** 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 1a, 1b and 1c (except where I/we have indicated a different voting intention below) even though Resolutions 1a, 1b and 1c are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1a Issue up to 333,334 Shortfall Options to Mr Ben Phillips (or his nominee)	<div></div>	<div></div>	<div></div>
1b Issue up to 333,333 Shortfall Options to Mr Fergus Kiley (or his nominee)	<div></div>	<div></div>	<div></div>
1c Issue up to 333,333 Shortfall Options to Mr Todd Williams (or his nominee)	<div></div>	<div></div>	<div></div>

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).