

General Meeting

14 August 2025

ASX Announcements Office
Australian Securities Exchange Limited

Attached are the following documents relating to a General Meeting of Resources & Energy Group Limited to be held at 9.30am 16 September 2025 at Level 3, Suite 301 66 Hunter Street Sydney:

- Notice of General Meeting;
- Sample proxy form; and
- Letter to shareholders.

-ends-

Released with the authority of the board.

For further information on the company and our projects, please visit: www.rezgroup.com.au

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ABOUT RESOURCES AND ENERGY GROUP

Resources and Energy Group Limited (ASX: REZ) is an ASX-listed mineral resources explorer and miner, with projects located in premier mining jurisdictions in Western Australia and Queensland. In Western Australia, the Company's flagship is the **East Menzies project (EMP)**, situated 130km north of Kalgoorlie. The EMP represents a 108km² package of contiguous mining, exploration, and prospecting licenses which are prospective for precious metals, nickel, and other technology metals. The tenements are located within a significant orogenic lode gold province.

The EMP currently encompasses seven operational areas, including the **Gigante Grande Gold** prospect on the east side project area, which has been subdivided into three geographical domains (North, Central and South. In the southwest, drilling investigations at **Springfield** have intersected magmatic Ni sulphides. This is a significant and material exploration result that has opened a large tract of prospective ground for nickel, cobalt, copper, and platinum group elements. In the central west, the Company is investigating opportunities for mining operations in M29/189 Granny Venn, **M29/141 Goodenough**, and **M29/427 Maranoa**.

RESOURCES & ENERGY GROUP LIMITED

ACN 110 005 822

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.30am (AEST)
DATE: 16 September 2025
PLACE: Suite 301, Level 3
66 Hunter Street
Sydney NSW 2000

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm on 14 September 2025.



BUSINESS OF THE MEETING

1. RESOLUTION 1 – RATIFY PRIOR ISSUE OF PLACEMENT SHARES

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 75,833,466 fully paid ordinary shares in the Company on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – APPROVAL ISSUE OF SHARES TO MR J. DANIEL MOORE

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

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, approve the issue of 10,000,000 Shares in the Company to Mr J Daniel Moore, or his nominee, in satisfaction of \$150,000 of his cash remuneration on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL ISSUE OF SHARES TO MR RICHARD POOLE

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

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, approve the issue of 10,000,000 Shares in the Company to Mr Richard Poole, or his nominee, in satisfaction of \$150,000 of his cash remuneration on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL ISSUE OF SHARES TO MR GAVIN REZOS

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

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, approve the issue of 3,333,333 Shares in the Company to Mr Gavin Rezos, or his nominee, in satisfaction of \$50,000 of his cash remuneration on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL OF ISSUE OF ADVISORY OPTIONS TO CANARY CAPITAL PTY LIMITED

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Advisor Options to Canary Capital Pty Limited (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 14 August 2025
By order of the Board
Warren Kember
Company Secretary

For personal use only

Voting Exclusion Statements

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

Resolution 1 – Ratify prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement Participants) or an associate of that person or those persons.
Resolution 5 – Approval of Advisor Options to Carnary Capital Pty Limited	A 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 holder of ordinary securities in the entity)

Voting Prohibition Statements

Resolution 2 to 4 – Approval of issue of shares to Directors	<p>The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).</p> <p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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However, this does not apply to a vote cast in favour of the Resolution by:

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary via email communications@rezgroup.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions.

1. RESOLUTION 1 – RATIFY ISSUE OF PLACEMENT SHARES

1.1 Background

As announced on 3 July 2025, the Company announced that it had received firm commitments for a placement of 73,333,333 Shares in the Company at a price of \$0.015 Per Share to professional, sophisticated and other investors (**Placement**). Subsequently, on 17 July 2025 75,833,466 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (**Placement Shares**). Total gross proceeds of the Placement of \$1,137,502 comprised \$1,113,502 received from cash subscriptions and the balance of \$24,000 was received in form of services provided.

The Company engaged Canary Capital Pty Limited (ACN 618 657 640) (AFSL 456663) (**Canary**) to lead manage the Placement. The Company has paid Canary a fee of 6% of the Placement attributable its clients of \$33,314.

1.2 Listing Rule 7.1

Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rules 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

1.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

1.4 Technical information required by Listing Rule 7.4

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 1 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of

equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

1.5 Technical information required by Listing Rule 7.5

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

- a) the Placement Shares were issued to sophisticated and professional investors (**Placement Participants**). In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- b) the Placement Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1);
- c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- d) the Placement Shares were issued on 17 July 2025;
- e) the issue price was \$0.015 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- f) the issue of the Placement Shares raised gross cash proceeds of \$1,113,502 which will be applied towards the development of the Maranoa Project, as well as for general working capital and costs of the Placement; and
- g) the Placement Shares were not issued under an agreement.

1.6 Directors' Recommendation

All of the Directors unanimously recommend that Shareholders vote in favour of Resolution 1, for the reasons set out above.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman may change their voting intention on any resolution, in which case an ASX announcement will be made.

2. RESOLUTION 2 – APPROVE ISSUE OF SHARES TO J DANIEL MOORE

2.1 Background

Subject to obtaining Shareholder approval, the Company has agreed with Mr J Daniel Moore, a director and Chief Executive Officer (**CEO**), to convert deferred fees of \$150,000 into Shares (**Moore Shares**) based on the issue price of the Placements Shares of \$0.015.

2.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of the Moore Shares to the CEO (or his nominee) constitutes giving a financial benefit and the CEO is a related party of the Company by virtue of being a Director.

However, the Directors note that the Moore Shares for which approval is being sought is in lieu of cash remuneration that would otherwise be payable to the CEO and is not in addition to his cash remuneration.

2.3 Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not permit a related party to acquire equity securities without the approval of the holders of its ordinary securities.

Resolution 2 therefore seeks the required Shareholder approval for the issue of the Moore Shares to the CEO for the purposes of Listing Rule 10.11.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of Moore Shares to the CEO within one month after the date of the. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Moore Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Moore Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Moore Shares and the CEO will be paid cash for the amount outstanding for services.

2.5 Technical Information required by Listing Rule 10.13

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

- a) the Moore Shares will be issued to Mr J. Daniel Moore (or his nominee), a related party of REZ by virtue of being a director. Under Listing Rule 10.11.1 issues to a related party require approval of the holders of ordinary shares;
- b) the number of Moore Shares to be issued to the CEO is 10,000,000;
- c) the Moore Shares are intended to be issued shortly after the Meeting, but in any event will not be issued later than 1 month after the date of the Meeting in accordance with the Listing Rules;
- d) the issue price of the Moore Shares will be \$0.015, however no funds will be raised from the issue of the Moore Shares. The issue of the Moore Shares will result in the outstanding liability to the Directors for accrued fees being extinguished;
- e) the purpose of the issue of the Moore Shares is to extinguish outstanding directors fees which have accrued. As disclosed in the annual report for the year ended 30 June 2024, Mr Moore's annual cash remuneration was \$254,100 and the value of share-based payments were \$89,486;
- f) the Moore shares are not being issued under an agreement;
- g) the Moore Shares are fully paid ordinary shares in the capital of the Company on the same terms as existing Shares on issue;
- h) no loan is being made relating to the issue of the Moore Shares.

3. RESOLUTION 3 – APPROVE ISSUE OF SHARES TO RICHARD POOLE

3.1 Background

Subject to obtaining Shareholder approval, the Company has agreed with Mr Richard Poole (**NED**), a director, to convert deferred fees of \$150,000 into Shares (**Poole Shares**) based on the issue price of the Placements Shares of \$0.015.

3.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of the Poole Shares to NED (or his nominee) constitutes giving a financial benefit and NED is a related party of the Company by virtue of being a Director.

However, the Directors note that the Poole Shares for which approval is being sought is in lieu of cash remuneration that would otherwise be payable to the NED and is not in addition to his cash remuneration.

3.3 Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not permit a related party to acquire equity securities without the approval of the holders of its ordinary securities.

Resolution 4 therefore seeks the required Shareholder approval for the issue of the Poole Shares to the NED for the purposes of Listing Rule 10.11.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of Poole Shares within one month after the date of the. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Poole Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Poole Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Poole Shares and the NED will be paid cash for the amount outstanding for services.

3.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- a) the Poole Shares will be issued to Mr Richard Poole (or his nominee) a related party of REZ by virtue of being a director. Under Listing Rule 10.11.1 issues to a related party require approval of the holders of ordinary shares;
- b) the number of Poole Shares to be issued to the NED is 10,000,000;
- c) the Poole Shares are intended to be issued shortly after the Meeting, but in any event will not be issued later than 1 month after the date of the Meeting in accordance with the Listing Rules;
- d) the issue price of the Poole Shares will be \$0.015, however no funds will be raised from the issue of the Poole Shares. The issue of the Poole Shares will result in the outstanding liability to the Directors for accrued fees being extinguished;
- e) the purpose of the issue of the Poole Shares is to extinguish outstanding fees which have accrued. As disclosed in the annual report for the year ended 30 June 2024, Mr Poole's annual cash remuneration was \$33,000;
- f) the Poole shares are not being issued under an agreement;
- g) the Poole Shares are fully paid ordinary shares in the capital of the Company on the same terms as existing Shares on issue;
- h) no loan is being made relating to the issue of the Poole Shares.

4. RESOLUTION 4 – APPROVE ISSUE OF SHARES TO GAVIN REZOS

4.1 Background

Subject to obtaining Shareholder approval, the Company has agreed with Mr Gavin Rezos, a director and Chairman (**Chair**), to convert deferred fees of \$50,000 into Shares (**Rezos Shares**) based on the issue price of the Placements Shares of \$0.015.

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue of the Rezos Shares to the Chair (or his nominee) constitutes giving a financial benefit and the Chair is a related party of the Company by virtue of being a Director.

However, the Directors note that the Rezos Shares for which approval is being sought is in lieu of cash remuneration that would otherwise be payable to the Chair and is not in addition to his cash remuneration.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not permit a related party to acquire equity securities without the approval of the holders of its ordinary securities.

Resolution 4 therefore seeks the required Shareholder approval for the issue of the Rezos Shares to the Chair for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of Rezos Shares to the Chair within one month after the date of the. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Rezos Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Rezos Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Rezos Shares and the Chair will be paid cash for the amount outstanding for services.

4.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- a) the Rezos Shares will be issued to Mr Gavin Rezos (or his nominee) a related party of REZ by virtue of being a director. Under Listing Rule 10.11.1 issues to a related party require approval of the holders of ordinary shares;
- b) the number of Rezos Shares to be issued to the Chair is 3,333,333;
- c) the Rezos Shares are intended to be issued shortly after the Meeting, but in any event will not be issued later than 1 month after the date of the Meeting in accordance with the Listing Rules;
- d) the issue price of the Rezos Shares will be \$0.015, however no funds will be raised from the issue of the Rezos Shares. The issue of the Rezos Shares will result in the outstanding liability to the Chair for accrued fees being extinguished;
- e) the purpose of the issue of the Rezos Shares is to extinguish outstanding directors fees which have accrued. As disclosed in the annual report for the year ended 30 June 2024, Mr Rezos's annual cash remuneration was \$47,913 including superannuation;
- f) the Rezos shares are not being issued under an agreement;
- g) the Rezos Shares are fully paid ordinary shares in the capital of the Company on the same terms as existing Shares on issue;
- h) no loan is being made relating to the issue of the Rezos Shares.

5. RESOLUTION 5 – RATIFY ISSUE OF ADVISOR OPTIONS TO CANARY CAPITAL PTY LIMITED

5.1 Background

The Company has agreed, subject to shareholder approval, to issue 5,000,000 Options with an exercise price of \$0.04 each and expiry 3 years from date of issue to Canary (**Advisor Options**) in consideration for advisory services to be provided to the Company. Resolution 5 seeks Shareholder approval for the issue of the Advisor Options.

On 27 June 2025 the Company entered into an agreement with Canary for their appointment as lead manager for the placement of securities by the Company to raise capital (**Placement Agreement**).

The Placement Agreement provided for Canary to arrange for the placement of Shares by the Company on a best endeavours basis, in exchange for a fee of 6% of the gross proceeds, other than for parties introduced by the Company for which a reduced fee of 1% of the gross proceeds applies.

5.2 Listing Rule 7.1

Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month period.

The issue of the Advisor Options does not fit within any of the exceptions set out in Listing Rule 7.2 and accordingly Shareholder approval under Listing Rule 7.1 is being sought.

5.3 Technical information required by Listing Rule 7.3

If Resolution 5 is passed, the Advisor Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Advisor Options.

If Resolution 5 is not passed, the Advisor Options will be issued under Listing Rule 7.1 (if Resolution 1 is passed and the Company's capacity to issue securities under that Listing Rule is reset) and therefore will be included in calculating the Company's 15% limit in Listing Rules 7.1. This would then effectively decrease the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Advisor Options.

5.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- a) the Advisor Options will be issued to Canary (or its nominee);
- b) 5,000,000 Advisor Options will be issued on the terms contained in Schedule 2.
- c) the Advisor Options will be issued within 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- d) the purpose of the Advisor Option issue is to remunerate Canary for advisory work to be performed;
- e) consideration of \$0.0001 is payable for each the Advisor Option;
- f) the Advisor Options are issued pursuant to the Advisor Agreement, a summary of which is included in Schedule 2;
- g) funds received upon exercise of the Advisor Options will be applied to the Company's ongoing extraction program at its East Menzies tenements and working capital

5.5 Directors' Recommendation

All of the Directors unanimously recommend that Shareholders vote in favour of Resolution 5, for the reasons set out above.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman may change their voting intention on any resolution, in which case an ASX announcement will be made.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Advisor Options as defined in Section 5.1

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Canary means Canary Capital Pty Limited (ACN 618 657 640 AFSL 456663)

Chair means the chair of the Meeting.

Company means Resources & Energy Group Limited (ACN 110 005 822).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share with the terms and conditions set out in Schedule 3.

Placement means an issuance by the Company of new Shares to investors who qualify under section 708 of the Corporations Act 2001 (Cth).

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Securities means equity in the Company, including Shares and Options.

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 - TERMS OF ADVISOR OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.04 (4.0 cents) (**Exercise Price**).

(c) Expiry Date

Each Option will expire three years from date of issue, expected to be at 5:00 pm (WST) on 31 August 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Exercise of Options

The exercise of each Option is subject to compliance with the Corporations Act, including, without limitation, Section 606(1) of the Corporations Act.

(f) Notice of Exercise

The 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 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 Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- 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;
- 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

- 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 Options.**

If a notice delivered under (h)(ii) 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 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 an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) 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.

(l) Change in exercise price

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.

(m) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 - TERMS OF PLACEMENT AGREEMENT

On 22 April 2024 the Company entered into an agreement with Canary for their appointment as an advisor to the Company (**Advisor Agreement**).

The material terms and conditions of the Advisor Agreement are as follows:

(a) Term and Review

The Advisor Agreement commences on 22 April 2024 and continues for a minimum of 12 months (**Minimum Term**) and shall thereafter continue until terminated. For an initial period of 3 months the Company can terminate the Advisor Agreement. Thereafter the Advisor Agreement can be terminated for material breaches and other usual events for agreements of this nature or on one month's notice after the Minimum Term. As of the date of this Notice of Meeting the Advisor Agreement has not been terminated.

(b) Fees

The Company will pay/issue to Canary:

- A retainer fee of \$3,000 per month for the first 6 months and thereafter \$6,000 per month.
- Options (note: the Options listed below have been already issued by the Company):
 - i. 6,000,000 Options at an exercise price of 2.5 cents and 3-year expiry from date of issue
 - ii. if the Company did not terminate the Advisor Agreement after the initial 3-month period, and subject to Shareholder approval if required, a further 6,000,000 Options with an exercise price of 5.0 cents and 4-year expiry from date of issue and 6,000,000 Options with an exercise price of 8.0 cents and 5-year expiry from date of issue.

(c) Expenses

The Company has agreed to reimburse Canary for all reasonable out-of-pocket expenses it incurs in connection with the Advisor Agreement.

On 27 June 2025 the Company entered into the Placement Agreement with Canary to arrange on a best endeavours basis for the placement of Shares by the Company. For this service Canary will receive:

- a fee of 6% of the gross proceeds; and
- the Advisor Options which are the subject of Resolution 5, consisting of 5,000,000 options with an issue price of \$0.0001, an exercise price of \$0.04 each and an expiry of three years from the date of issue.

Under the Placement Agreement Canary also has a first right of refusal for a period of 12 months from signing to lead any further capital raisings by the Company.

Proxy Voting Form

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



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Your proxy voting instruction must be received by **9.30am (AEST) on Sunday, 14 September 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

For personal use only

3004447-R001-STR601-B001-000001-1/3_H1

AUTOMIC



NOTICE OF MEETING

14 August 2025



All Registry communications to:

Automatic Group

GPO Box 5193

Sydney NSW 2001

Telephone (free call within Australia): 1300 288 664

ASX Code: REZ

Email: hello@automaticgroup.com.au

Dear Shareholder,

Resources & Energy Group Limited (ASX:REZ) (Company) advises that a General Meeting of shareholders (**Meeting**) will be held at Suite 301, Level 3, 66 Hunter Street Sydney at 9.30am (AEST) on Tuesday 16 September 2025.

NOTICE OF MEETING

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (Shareholders) from the Company's website at rezgroup.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX:REZ).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

MEETING ATTENDANCE

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders in attendance.


Shareholders will be able to vote and ask questions at the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at communications@rezgroup.com.au at least 2 business days before the Meeting.

For personal use only

Copies of all Meeting related materials including the Notice, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

VOTING BY PROXY

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ol style="list-style-type: none">1. Login to the Automic website using the holding details as shown on the Proxy Form.2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown as shown at the top of your holding statement.
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Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

HOW DO I CREATE AN ACCOUNT WITH AUTOMIC?

To create an account with Automic, please go to the Automic website

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

-Ends-

Released with the authority of the Board.

For further information on the Company and our projects, please visit: rezgroup.com.au

CONTACT

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Investor Relations

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