



Trinex Minerals Limited

(ACN 600 308 398)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday 17 September 2025

10:00 AM AWST

To be held at

Suite 9, 110 Hay Street Subiaco 6008

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on + 61 8 6166 0255 or email at corporate@trinexminerals.com.au

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NOTICE OF MEETING

Notice is given that a General Meeting of Shareholders of Trinex Minerals Limited (ACN 600 308 398) (**Company**) will be held at Suite 9, 110 Hay Street Subiaco 6008 on Wednesday 17 September 2025 commencing at 10:00 AM AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this 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 at 5.00 PM AWST on Monday 15 September 2025.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Election of Director (Mr Peretz Schapiro)

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

“That, for the purpose of clause 6.3(f) of the Constitution and for all other purposes, Mr Peretz Schapiro, a Director who was appointed on 12 March 2025, retires, and being eligible for re-election, is elected as a Director with immediate effect.”

2. Resolution 2 – Election of Director (Mr Chris Zielinski)

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

“That, for the purpose of clause 6.3(f) of the Constitution and for all other purposes, Mr Chris Zielinski, a Director who was appointed on 11 July 2025, retires, and being eligible for re-election, is elected as a Director with immediate effect.”

3. Resolution 3 – Approval of Change of Company Name and amendment of Constitution

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

“That, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, the Company change its name from ‘Trinex Minerals Limited’ to ‘Xenora Minerals Limited’ and all references in the Company Constitution to ‘Trinex Minerals Limited’ be amended to ‘Xenora Minerals Limited’ to reflect the Company’s new name.”

4. Resolution 4 – Approval to issue Advisor Options to Corporate Advisor

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 up to 2,500,000 Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of

- (a) a person (or persons) 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 Company) (namely, Canaccord Genuity (Australia) Limited (and/or its nominees));
- (b) or an Associate of that person (or those persons).

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 directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

5. Resolution 5 – Approval to issue Options to Consultants

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,750,000 Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of

- (a) a person (or persons) 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 Company) (namely, the Consultants (and/or their respective nominees));
- (b) or an Associate of that person (or those persons).

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 directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

6. Resolution 6 – Approval to issue Director Options to Director (Mr Peretz Schapiro)

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

“That, for the purpose of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 2,500,000 Director Options to Mr Peretz Schapiro (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast:

- (a) 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 (namely, Mr Peretz Schapiro (and/or his nominees))); or
- (b) any Associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party to whom the Resolution would permit a financial benefit to be given or an associate of such a related party (**Resolution 3 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

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

Dated 13 August 2025

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'I. Hobson', is written over a light blue rectangular background.

Ian Hobson
Company Secretary

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at Suite 9, 110 Hay Street Subiaco 6008 on Wednesday 17 September 2025 commencing at 10:00 AM AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting in person, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend in person and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 6, unless you have directed them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 6 and, by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Automic, GPO Box 5193, Sydney NSW 2001
BY EMAIL	meeting@automicgroup.com.au
BY MOBILE	Scan the QR Code on your proxy form and follow the prompts

3. Resolution 1 – Election of Director (Mr Peretz Schapiro)

3.1 General

Article 6.2(b) of the Constitution allows the Director to appoint any person as a Director of the Company. Further, Article 6.3(f) of the Constitution states that a Director appointed under Article 6.2(b) of the constitution may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Peretz Schapiro (**Mr Schapiro**) was appointed as a Director of the Company on 12 March 2025. Accordingly, Mr Schapiro will retire in accordance with Article 6.3(f) of the Constitution and being eligible, seeks re-election pursuant to Resolution 1.

3.2 Qualifications and experience

Mr Schapiro is an experienced investor and public company director with a particular focus in the resources sector. He has a wide investor network and understands the fundamental parameters, strategic drivers, and what it takes to create successful high growth businesses.

Mr Schapiro holds a master's degree in applied finance and is a highly experienced leader in resource exploration, with a strong track record of creating significant shareholder value. With a deep understanding of market dynamics and industry trends, Mr Schapiro has a proven track record of leveraging his extensive project generation network to advance numerous ASX listed resource ventures and deliver returns for shareholders.

Mr Schapiro is the founding Chairman of Loyal Lithium (ASX: LLM), a director of Breakthrough Minerals Ltd (ASX: BTM) and Snow Lake Resources (NASDAQ: LITM), as well as previously held directorships at various other listed companies.

3.3 Independence

If elected, the Board considers Mr Schapiro will be an independent director.

3.4 Board recommendation

The Board (excluding Mr Schapiro) believes that Resolution 1 is in the best interests of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 1. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1.

4. Resolution 2 – Election of Director (Mr Chris Zielinski)

4.1 General

Article 6.2(b) of the Constitution allows the Director to appoint any person as a Director of the Company. Further, Article 6.3(f) of the Constitution states that a Director appointed under Article 6.2(b) of the constitution may retire at the next general meeting of the Company and is eligible for re-election at that meeting.

Mr Chris Zielinski (**Mr Zielinski**) was appointed as a Director of the Company on 11 July 2025. Accordingly, Mr Zielinski will retire in accordance with Article 6.3(f) of the Constitution and being eligible, seeks re-election pursuant to Resolution 2.

4.2 Qualifications and experience

Mr Zielinski is an experienced corporate lawyer and director of Nova Legal, a Perth based corporate law firm. Mr Zielinski has a wide range of experience in all forms of corporate and commercial law, with a focus on mergers and acquisitions, equity capital markets, regulatory compliance and commercial transactions – particularly in the resources and technology sectors in the ASX listed environment.

Mr Zielinski graduated from the University of Notre Dame Australia with a Bachelor of Laws and Bachelor of Commerce (Finance). Mr Zielinski is a Member of the Australian Institute of Company Directors (AICD) and an Associate of the Governance Institute of Australia (GIA).

Mr Zielinski is currently a Non-Executive Director of Green Critical Minerals Limited (ASX: GCM), Omnia Metals Limited (ASX: OM1) and Earth's Energy Limited (ASX: EE1).

4.3 Independence

If elected, the Board considers Mr Zielinski will be an independent director.

4.4 Board recommendation

The Board (excluding Mr Zielinski) believes that Resolution 2 is in the best interests of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

5. Resolution 3 – Approval of Change of Company Name and amend Constitution

5.1 General

The Company is proposed to change its name from 'Trinex Minerals Limited' to 'Xenora Minerals Limited'. The Board proposes this change of name on the basis that it believes the proposed name of 'Xenora Minerals' provides the company with a new brand as it transitions through a company rejuvenation.

The Company has reserved Xenora Minerals Limited as a company name with ASIC.

Pursuant to section 157(1)(a) of the Corporations Act, a change in company name can only be effected by way of a special resolution that is passed by the company's shareholders. Accordingly, Resolution 3 is a special resolution and can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in favour of Resolution 3.

The Company also proposes to change its ASX ticker code from 'TX3' to 'XRA' to reflect this change. The Company has reserved the 'XRA' ticker code with ASX.

Subject to the Company obtaining Shareholder approval (the subject of this Resolution 3), the name change will take effect from when ASIC alters the details of the Company's registration.

Accordingly, Resolution 3 seeks Shareholder approval pursuant to section 157(1) of the Corporations Act to amend the Company's name from 'Trinex Minerals Limited' to 'Xenora Minerals Limited'.

5.2 Amendment to Constitution

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

As noted above, Resolution 3 is a special resolution, which seeks Shareholder approval to enable the Company to modify its current Constitution to amend all references in the Company's Constitution to 'Trinex Minerals Limited' to 'Xenora Minerals Limited', to reflect the Company's new name.

A copy of the amended Constitution is available for review by Shareholders at the office of the Company. A copy of the amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

5.3 Board recommendation

The Board believes that Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

6. Resolution 4 – Approval to issue Advisor Options to Corporate Advisor

6.1 General

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1, for the issue of up to 2,500,000 Options (exercisable at \$0.065 and expiring on the date that is three (3) years from the date of issue) (**Advisor Options**) to Canaccord Genuity (Australia) Limited (**Corporate Advisor**) (and/or its nominees). The Company has agreed, subject to Shareholder approval, to issue the Advisor Options to the Corporate Advisor (and/or its nominees pursuant to the mandate between the Company and Corporate Advisor (**Corporate Advisory Mandate**)).

A summary of the material terms of the Corporate Advisory Mandate are as follows:

- (a) **(Services):** The Corporate Advisor agrees to provide the Company corporate advisory services on a non-exclusive basis for the duration of the Term.
- (b) **(Term):** The Corporate Advisor agrees to provide the Services for a period of 12 months.
- (c) **(Fees):** The Company agrees, subject to prior Shareholder approval, to issue the Corporate Advisor (and/or its nominee) up to 2,500,000 Options (exercisable at \$0.065 and expiring on the date that is three (3) years from the date of issue), at a nominal issue price of \$0.001 per Option.
- (d) **(Termination):** The Company may terminate the Corporate Advisory Mandate at any time with 30 days written notice being provided to the Corporate Advisor.

The Corporate Advisory Mandate is otherwise on terms and conditions that are considered standard for an agreement of this nature.

6.2 ASX Listing Rule 7.1

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

The issue of the Advisor Options is subject to Shareholder approval (which falls under Exception 17 of ASX Listing Rule 7.2). Accordingly, Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 to issue up to 2,500,000 Advisor Options to the Corporate Advisor (and/or its nominees).

6.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Advisor Options which allow the Company to satisfy its obligations under the Corporate Advisory Mandate. In addition, the issue of the Advisor Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Advisor Options, and the Company will have to consider alternative forms of consideration in lieu of such issue (such as cash consideration).

6.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Advisor Options will be issued to Canaccord Genuity (Australia) Limited (and/or its nominees);
- (b) a total of up to 2,500,000 Advisor Options will be issued;
- (c) the Advisor Options will be issued on the terms and conditions as set out in Schedule 2;
- (d) the Advisor Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

- (e) the Advisor Options will be issued at a nominal issue price of \$0.001;
- (f) the Advisor Options will be issued for the purpose of satisfying the Company's obligations under the Corporate Advisory Mandate;
- (g) the Advisor Options will be issued pursuant to the Corporate Advisory Mandate. A summary of the material terms of the Corporate Advisory Mandate is included in Section 6.1 above;
- (h) the Advisor Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolution 4.

6.5 Board Recommendation

The Board believes that Resolution 4 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 4. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 4.

7. Resolution 5 – Approval to issue Consultant Options to Consultants

7.1 General

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1, for the issue of up to 3,750,000 Options (exercisable at \$0.065 and expiring on the date that is three (3) years from the date of issue) (**Consultant Options**) to the Consultants, who are sophisticated and professional investors who are not related parties of the Company (**Consultants**) (and/or their respective nominees). The Company has agreed, subject to Shareholder approval, to issue the Consultant Options to the Consultants pursuant to separate mandates between the Company and each of the Consultants (**Consultant Mandates**). For the avoidance of doubt, the material terms of the Consultant Mandates are based on the Company's required terms.

A summary of the material terms of each of the Consultant Mandates are set out below:

- (a) (**Services**): The Consultants agree to provide the Company with management consulting services, including providing advice on corporate strategy, potential project acquisitions and introductions to potential investors, for the duration of the Term.
- (b) (**Term**): The Consultants agree to provide the Services for a period of 6 months.
- (c) (**Fees**): No cash fees are payable pursuant to the Consultant Mandates. The Company agrees, subject to Shareholder approval, to issue the Consultants (and/or their respective nominees) with up to 3,750,000 Options (exercisable at \$0.065 and expiring on the date that is three (3) years from the date of issue) as consideration for the Services.
- (d) (**Termination**): The Company may terminate the Consultant Mandates by providing the other party no less than 7 days' written notice.

The Consultant Mandates are otherwise on terms and conditions considered standard for agreements of this nature.

7.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 6.2 above.

The issue of the Consultant Options is subject to Shareholder approval (which falls under Exception 17 of ASX Listing Rule 7.2). Accordingly, Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 to issue up to 3,750,000 Consultant Options to the Consultants (and/or their respective nominees).

7.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Consultant Options to satisfy the Company's obligations pursuant to the Consultant Mandates. In addition, the issue of the Consultant Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Consultant Options, and the Company will have to consider alternative forms of consideration in lieu of such issue (such as cash consideration).

7.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Consultant Options will be issued to the Consultants (and/or their respective nominees). For the avoidance of doubt, the Consultants are unrelated sophisticated and professional investors;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that the Consultants are each engaged as advisers of the Company and are being issued more than 1% of the issued capital of the Company (on a fully diluted basis);
- (c) a total of up to 3,750,000 Consultant Options will be issued;
- (d) the Consultant Options will be issued on the terms and conditions as set out in Schedule 2;
- (e) the Consultant Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Consultant Options will be issued at a nominal issue price of \$0.001;
- (g) the Consultant Options will be issued for the purpose of satisfying the Company's obligations under the Consultant Mandates;
- (h) the Consultant Options will be issued pursuant to the Consultant Mandates. A summary of the material terms of the Consultant Mandates is included in Section 7.1 above;
- (i) the Consultant Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 5.

7.5 Board Recommendation

The Board believes that Resolution 5 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

8. Resolution 6 – Approval to issue Director Options to Director (Mr Peretz Schapiro)

8.1 General

Resolution 6 seeks Shareholder approval for the issue of up to a total of 2,500,000 Options (exercisable at \$0.065 and expiring on the date that is three (3) years from the date of issue) (the **Director Options**) to Mr Peretz Schapiro (and/or his nominees), in accordance with ASX Listing Rule 10.11.

The Director Options are being issued to incentivise and reward Mr Peretz Schapiro (**Mr Schapiro**), as a Director of the Company.

8.2 ASX Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder 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;
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Director Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the issue of the Director Options requires the approval of Shareholders under ASX Listing Rule 10.11.

Accordingly, Resolution 6 seeks the required Shareholder approval for the issue of the Director Options, in accordance with ASX Listing Rule 10.11.

8.3 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.

For the purposes of Chapter 2E of the Corporations Act, the recipient of the Director Options pursuant to Resolution 6 being Mr Peretz Schapiro, is a related party of the Company by virtue of being a current Director of the Company. Further, the proposed issue of the Director Options constitutes giving a financial benefit.

The Board (excluding Mr Schapiro), considers the issue of the Director Options to be a cost effective and efficient method for the Company to reward and appropriately incentivise Mr Schapiro's continued performance, having regard to his role, responsibility and contribution to the Company.

Accordingly, the Board (excluding Mr Schapiro), has determined that the issue of the Director Options constitutes reasonable remuneration within the meaning of section 211 of the Corporations Act as the issue of the Director Options is reasonable given the circumstances of the Company and Mr Schapiro.

8.4 Technical Information required by ASX Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Director Options to Mr Schapiro (and/or his nominees). This will occur within one (1) month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Director Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Options will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Director Options, and the Company may have to consider alternative means to incentives and reward Mr Schapiro in lieu of such issue.

8.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Director Options will be issued to Mr Peretz Schapiro (and/or his nominees);
- (b) Mr Schapiro falls within the category of ASX Listing Rule 10.11.1 by virtue of being a Director of the Company;
- (c) a total of up to 2,500,000 Director Options are proposed to be issued;
- (d) a summary of the terms and conditions of the Director Options is set out in Schedule 3;
- (e) the Director Options will be issued to Mr Schapiro no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX listing Rules);
- (f) the Director Options will be issued for \$0.001 and the nominal funds raised from the issue (that being up to \$2,500) will go towards the Company's general working capital;

- (g) the purpose of the issue is to incentivise and reward Mr Schapiro;
- (h) the remuneration from the Company to Mr Schapiro for the prior financial year and the proposed remuneration for the current financial year are set out below:

Director	Current Financial Year (ending 30 June 2026)	Prior Financial year (ending 30 June 2025)
Mr Peretz Schapiro	\$40,000	\$11,666.66

Notes:

- 1 Mr Schapiro was appointed as Non-Executive Director on 12 March 2025, and transition to Non-Executive Chairman on 11 July 2025. Mr Schapiro and is entitled to receive directors' fees of \$40,000 per annum (inclusive of superannuation).

- (i) the Director Options are not being issued under any agreement; and
- (j) a voting exclusion statement is included for Resolution 6 of this Notice.

8.6 Board recommendation

The Board (excluding Mr Schapiro) believes that Resolution 6 is in the best interests of the Company and its Shareholders and recommends that Shareholders vote in favour of Resolution 6. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 6.

SCHEDULE 1– DEFINITIONS

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars, unless otherwise specified.

Advisor Options has the meaning given to it in Section 3.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

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

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

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

Company means Trinex Minerals Limited (ACN 600 308 398).

Constitution means the constitution of the Company (as amended from time to time).

Consultant Mandates has the meaning given to it in Section 7.1.

Consultant Options has the meaning given to it in Section 7.1.

Consultants means Blue Leaf Corporate Pty Ltd, Skyfield Holdings Pty Ltd and Rock the Polo Pty Ltd.

Corporate Advisor has the meaning given to it in Section 6.1.

Corporate Advisory Mandate has the meaning given to it in Section 6.1.

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

Director means a director of the Company.

Director Options has the meaning given to it in Section 8.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Terms and Conditions of Advisor Options and Consultant Options

The following terms and conditions apply to the Advisor Options and Consultant Options (Resolutions 4 and 5):

- (a) **(Entitlement):** Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) **(Issue Price):** The Options are issued for cash consideration \$0.001 per Option.
- (c) **(Exercise Price):** The Options have an exercise price of \$0.065 each.
- (d) **(Expiry Date):** The Options expire at 5.00pm (Perth time) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Options are exercisable at any time on or prior to the Expiry Date.
- (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:
 - (i) 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;
 - (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 Options.

If a notice delivered under (g)(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) **(Takeover prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (k) **(Quotation of Options)**: The Company will not apply for quotation of the Options on ASX, unless the Board resolves otherwise in its sole discretion.
- (l) **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (m) **(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.
- (n) **(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.
- (o) **(Transferability)**: The Options will be non-transferable, except with the prior written approval of the Company's board of directors.

SCHEDULE 3– Terms and Conditions of Director Options

The following terms and conditions apply to the Director Options (Resolution 6):

- (a) **(Entitlement):** Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) **(Issue Price):** The Options are issued for cash consideration \$0.001 per Option.
- (c) **(Exercise Price):** The Options have an exercise price of \$0.065 each.
- (d) **(Expiry Date):** The Options expire at 5.00pm (Perth time) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period):** The Options are exercisable at any time on or prior to the Expiry Date.
- (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:
 - (i) 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;
 - (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 Options.

If a notice delivered under (g)(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) **(Takeover prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes

of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

- (k) **(Quotation of Options):** The Company will not apply for quotation of the Options on ASX, unless the Board resolves otherwise in its sole discretion.
- (l) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (m) **(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.
- (n) **(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.
- (o) **(Transferability):** The Options will be non-transferable, except with the prior written approval of the Company's board of directors.

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 15 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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Trinex Minerals Limited, to be held at **10.00am (AWST) on Wednesday, 17 September 2025 at Suite 9, 110 Hay Street, Subiaco WA 6008** hereby:

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

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 Resolution 6 (except where I/we have indicated a different voting intention below) even though Resolution 6 is 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
1 Election of Director (Mr Peretz Schapiro)	<div></div>	<div></div>	<div></div>
2 Election of Director (Mr Chris Zielinski)	<div></div>	<div></div>	<div></div>
3 Approval of Change of Company Name and amendment of Constitution	<div></div>	<div></div>	<div></div>
4 Approval to issue Advisor Options to Corporate Advisor	<div></div>	<div></div>	<div></div>
5 Approval to issue Options to Consultants	<div></div>	<div></div>	<div></div>
6 Approval to issue Director Options to Director (Mr Peretz Schapiro)	<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).