



## ORBMINCO LIMITED

### ACN 073 155 781

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#### NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

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##### **Date of Meeting**

18 September 2025

##### **Time of Meeting**

11:00 am (ACST)

##### **Venue**

Virtual Meeting

The General Meeting will be held as a virtual meeting in which Shareholders will be able to participate in the Meeting online. Accordingly, there will be no physical venue for Shareholders to attend and shareholders are encouraged to vote by directed proxy in lieu of attending the Meeting.

Shareholders should contact the Company by email at [info@orbminco.com.au](mailto:info@orbminco.com.au) or by phone at +61 (08) 8232 6201 to obtain more details about how to participate and vote at the Meeting by no later than 5pm (ACST) on 12 September 2025. Shareholders can also submit and are encouraged to submit any questions in advance of the Meeting by emailing questions to [info@orbminco.com.au](mailto:info@orbminco.com.au) by not later than 5pm (ACST) on 12 September 2025.

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 advisors prior to voting.

# ORBMINCO LIMITED

(ACN 073 155 781)

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF ORBMINCO LIMITED (ACN 073 155 781) ('COMPANY') WILL BE HELD VIRTUALLY ON AN ONLINE PLATFORM COMMENCING ON **18 SEPTEMBER 2025 AT 11:00AM (ACST)** ('MEETING') FOR THE PURPOSES OF TRANSACTING THE FOLLOWING BUSINESS.

Each of the Resolutions proposed to be put to Shareholders at the Meeting are set out in this Notice of General Meeting ('Notice' or 'Notice of Meeting'). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice.

The terms used and defined in the Explanatory Memorandum have the same meaning when used in this Notice.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in the Glossary, or where they are first used in the Notice or Explanatory Memorandum.

### AGENDA

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#### 1. Resolution 1: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 349,635,192 Placement Shares (on a pre-consolidation basis), previously issued under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum."*

#### 2. Resolution 2: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 155,364,808 Placement Shares (on a pre-consolidation basis), previously issued under ASX Listing Rule 7.1A on the terms and conditions set out in the Explanatory Memorandum."*

#### 3. Resolution 3: Approval of issue of Consideration Shares to Fortify Mining Shareholders

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 120,000,000 Ordinary Shares (on a post consolidation basis)(**Consideration Shares**) to the shareholders of Fortify Mining Pty Ltd on the terms and conditions set out in the Explanatory Memorandum."*

#### 4. Resolution 4: Approval of issue of Placement Shares to Ian Gordon

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Placement Shares (on a post consolidation basis) to Mr Ian Gordon (or his nominee) under the Share Placement undertaken by the Company."*

#### 5. Resolution 5: Approval of issue of Placement Shares to David Richards

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Placement Shares (on a post consolidation basis) to Mr David Richards (or his nominee) under the Share Placement undertaken by the Company."*

#### 6. Resolution 6: Approval of issue of Placement Shares to David Lindh

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Placement Shares (on a post consolidation basis) to Mr David Lindh (or his nominee) under the Share Placement undertaken by the Company."*

#### 7. Resolution 7: Approval of issue of Placement Shares to Ralf Kriege

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,000,000 Placement Shares (on a post consolidation basis) to Mr Ralf Kriege (or his nominee) under the Share Placement undertaken by the Company."*

#### 8. Resolution 8: Approval of issue of Broker Options

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 6,500,000 Options (on a post consolidation basis) to Cerberus Advisory (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."*

#### 9. Resolution 9: Consolidation of Capital

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

*"That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:*

- (a) every 20 Shares be consolidated into 1 Share; and*

(b) every 20 Options be consolidated into 1 Option,

and where this consolidation results in a fraction of a Share or Option being held, the Company be authorised to round that fraction up to the nearest whole number, on the Consolidation Effective Date and otherwise on the terms and conditions detailed in the Explanatory Memorandum.”

#### Voting Exclusion Statement

<b>Resolution 1 – Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s).
<b>Resolution 2: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s).
<b>Resolution 3: Approval of issue of Consideration Shares to Fortify Mining Shareholders</b>	The Company will disregard any votes cast on this Resolution by or on behalf of 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 Shareholder) or any associates of those persons.
<b>Resolution 4 – Approval of issue of Placement Shares to Ian Gordon</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Ian Gordon (or his nominee) 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 Company) or an associate of that person or those persons.
<b>Resolution 5 – Approval of issue of Placement Shares to David Richards</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of David Richards (or his nominee) 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 Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval of issue of Placement Shares to David Lindh</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of David Lindh (or his nominee) 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 Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval of issue of Placement Shares to Ralf Kriege</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Ralf Kriege (or his nominee) 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 Company) or an associate of that person or those persons.
<b>Resolution 8 – Approval of issue of Broker Options</b>	The Company will disregard any votes cast on this Resolution by or on behalf of 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 Shareholder) or any associates of those persons.

However, the voting exclusion statements from resolutions 1 to 8 do not apply to a vote cast in favour of the respective 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.

## PROXIES

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### Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 11:00 am (ACST) on 16 September 2025:

- (a) by mail to the Share Registry as follows:  
  
Computershare Investor Services Pty Ltd  
GPO Box 242, Melbourne, Victoria 3001
- (b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (c) online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and entering the shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed Proxy Form.

For Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

Further instructions are on the reverse of the Proxy Form.

### Undirected Proxies

The Chairman of the Meeting will vote undirected proxies in favour of all the resolutions.

### Corporate representation

A corporation which is a Member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Meeting. The appointment must comply with Section 250D of the *Corporations Act 2001 (Cth)*. To participate in the Meeting, the representative should provide the appropriate "Appointment of Corporate Representative" unless it has previously been provided to the Share Registry.

## ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

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### Remote Attendance

Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via the webcast must email the Company Secretary at [info@orbminco.com.au](mailto:info@orbminco.com.au) by 5pm (ACST) on 12 September 2025 to register, and will then be provided with log in details, including a password for the meeting.

In order to vote at the meeting, shareholders, proxyholders, corporate representatives and holders of powers of attorney must also log on to the online platform as per details below.

## Voting on Resolutions

Shareholders are advised that all resolutions will be decided on a poll. Please note that you are strongly encouraged to lodge proxy votes prior to the proxy receipt close off.

Shareholders can vote at the Meeting virtually via the online platform at <https://meetnow.global/MG2FS5F> on your computer, tablet or smartphone.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxy holders will need to contact the call centre before the Meeting to obtain their login details. To vote in the meeting online follow the instructions below.

- (a) Click on 'Join Meeting Now';
- (b) Enter your SRN/HIN. Proxyholders will need to contact the Share Registrar on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details;
- (c) Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop down list; and
- (d) Accept the Terms and Conditions.

You can cast votes at the appropriate times while the meeting is in progress.

Further information and support on how to use the platform is available by calling Computershare at +61 3 9415 4024.

Proxy votes must be received by 11 am (ACST) on **16 September 2025**. Instructions on how to lodge proxy votes are set out in this Notice of Meeting.

## Participation in the meeting

Shareholders are strongly encouraged to submit any questions they may have of the Company in writing to the Company Secretary at [info@orbminco.com.au](mailto:info@orbminco.com.au) by 5pm (ACST) on **12 September 2025**.

Due to the difficulties of having a large number of attendees on a webcast, participants will be on listen-only mode for much of the Meeting, however, they will be given a reasonable opportunity to speak by the Chair at certain times during the call.

## Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 11 am (ACST) on **16 September 2025** even if they plan to attend the Meeting online.

All members may attend the Meeting via webcast. The Directors have determined that for the purposes of voting at the Meeting, Shares will be taken to be held by the persons who are registered as the holders of those Shares as at 6.30 pm (ACST) on **16 September 2025**.

By Order of the Board

Jonathan W. Lindh  
Company Secretary  
Dated: 19 August 2025

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Meeting.

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# EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the Orbminco Limited ('Company') Notice of Meeting for a General Meeting to be held on 18 September 2025 via a webcast at 11:00 am (ACST).

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

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

## 1. Resolution 1 - Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1

### Background

The Company received binding commitments from professional and sophisticated investors for the following share placements:

- (a) on 23 May 2025, a share placement of 880,000,000 ordinary shares to sophisticated and professional investors and three Directors (subject to shareholder approval) at an issue price of \$0.001 to raise approximately \$0.880m; and
- (b) on 27 June 2025, a further share placement of 205,000,000 ordinary shares to sophisticated and professional investors at an issue price of \$0.001 to raise approximately \$0.205m.

(together, the **Share Placement**).

As a portion of the Share Placement, the Company issued a total of:

- (a) 300,000,000 Shares on 4 June 2025; and
- (b) 49,635,192 Shares on 27 June 2025,

utilising the Company's existing placement capacity under Listing Rule 7.1.

Resolution 1 is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the portion of the Placement Shares issued under Listing Rule 7.1 as detailed above.

### Listing Rule 7.4

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an "eligible entity" may issue up to 10% of its issued share capital without shareholder approval in the 12 month period following its annual general meeting, provided that shareholder approval is obtained by special resolution to do so at the annual general meeting. This issuing capacity is in addition to the capacity under Listing Rule 7.1. An "eligible entity" under the Listing Rules is an entity that is not included in the S&P/ASX 300 index and has a market capitalisation of \$300 million or less. The Company satisfied these criteria.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1. Issues made without shareholder approval in accordance with Listing Rule 7.1A can also be ratified under Listing Rule 7.4 and provided the issue did not breach Listing Rule 7.1A.

#### **Information required by Listing Rule 14.1A**

If Resolution 1 is passed, the portion of the Placement Shares detailed above will be excluded in calculating the Company's 15% placement capacity 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 issue date.

If Resolution 1 is not passed, the portion of the Placement Shares detailed above will be included in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the issue date.

#### **Information required by Listing Rule 7.5**

The following information is provided for the purposes of Listing Rule 7.5:

- (a) the following Placement Shares were issued utilising the Company's 15% placement capacity under Listing Rule 7.1:
  - (i) 300,000,000 Shares on 4 June 2025; and
  - (ii) 49,635,192 Shares on 23 June 2025,
- (b) the issue price for the Shares was \$0.001 per Share;
- (c) the Shares issued were 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 to sophisticated and professional investors as defined by the Corporations Act, who were identified through a bookbuild process which involved the Company's lead manager, Cerberus Advisory Pty Ltd, seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (e) 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, other than for Patron Partners Pty Ltd, Noble Investments Superannuation Fund Pty Ltd, Tornado Nominees Pty Ltd, Super Rocket Pty Ltd and RVS Holdings Pty Ltd;
- (f) the funds raised from this issue will be used to fund exploration at the Majestic North Project and working capital; and
- (g) a voting exclusion statement is included in the Notice.

#### **Directors recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

## **2. Resolution 2 - Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A**

#### **Background**

On 27 June 2025, the Company issued a total of 155,364,808 of the Placement Shares as a portion of the Placement utilising the Company's placement capacity under Listing Rule 7.1A. The Company

obtained Shareholder approval under Listing Rule 7.1A to issue up to an additional 10% of its fully paid issued capital at the Company's 2024 Annual General Meeting.

Resolution 2 is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the portion of the Placement Shares issued under Listing Rule 7.1A.

#### **Listing Rule 7.4**

A summary of Listing Rule 7.4 is set out in Section 1 above.

#### **Information required by Listing Rule 14.1A**

If Resolution 2 is passed, the portion of the Placement Shares detailed above will be excluded in calculating the Company's 10% additional placement capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the portion of the Placement Shares detailed above will be included in calculating the Company's 10% additional placement capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of the 2024 AGM.

#### **Information required by Listing Rule 7.5**

The following information is provided for the purposes of Listing Rule 7.5:

- (a) a total of 155,364,808 Placement Shares were issued on 23 June 2025 utilising the Company's 10% placement capacity under Listing Rule 7.1A;
- (b) the issue price for the Shares was \$0.001 per Share;
- (c) the Placement Shares issued were 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 to sophisticated and professional investors as defined by the Corporations Act, who were identified through a bookbuild process which involved the Company's lead manager, Cerberus Advisory, seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (e) 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, other than for Patron Partners Pty Ltd, Noble Investments Superannuation Fund Pty Ltd and Richard & Leigh Willson;
- (f) the funds raised from this issue will be used to fund exploration at the Majestic North Project and working capital; and
- (g) a voting exclusion statement is included in the Notice.

#### **Directors recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

### 3. Resolution 3: Approval of issue of Consideration Shares to shareholders of Fortify

#### Background

##### Overview of Acquisition

On 23 May 2025, the Company announced that it had entered into a binding term sheet to purchase all of the issued shares of Fortify Mining Pty Ltd (**Fortify**), the registered holder of the Majestic North Project and associated tenements (**Acquisition**).

The Majestic North Project is located approximately 65km east-south-east of Kalgoorlie in the Eastern Goldfield region of Western Australia (**Project**). The Project tenure covers 127 km<sup>2</sup> comprising one granted Mining Lease, one Exploration Licence and 14 Prospecting Licences. The Project includes a JORC 2012 compliant resource which is predominantly hosted within shallow, supergene-enriched mineralisation, offering potential advantages for future development scenarios.

##### Key terms of Acquisition

Orbminco entered into a binding term sheet with Fortify (**Agreement**) under which it will undertake detailed due diligence on the Project (including but not limited to a drilling program) and will be granted a 6-month exclusivity period during which it will complete confirmation drilling.

Following the six-month exclusivity period, completion of due diligence and satisfaction of various conditions precedent, Orbminco has the right to acquire 100% of the issued shares of Fortify for the following consideration:

- (a) payment of \$1 Million in cash;
- (b) \$2.4 Million in OB1 shares based on an issue price of \$0.001 (**Issue Price**); and
- (c) a production payment of \$75 per oz of gold produced.

The Agreement is subject to various conditions precedent including among others:

- (a) all necessary shareholder approvals required under the ASX Listing Rules and Corporations Act 2001 to proceed with the Agreement;
- (b) Orbminco undertaking a capital raising within 30 business days of the execution of the term sheet (now satisfied);
- (c) receipt of any required regulatory or third-party consents or approvals; and
- (d) execution of a definitive share sale agreement and any other required formal agreements consistent with the Term Sheet.

Although the Company has not to date completed its due diligence on the Project, the Board wishes to have the necessary shareholder approvals in place in the event that the Company elects to proceed with the Acquisition. Accordingly, the Consideration Shares (as defined below) may not be issued in the event that the Acquisition does not proceed.

The Company notes that the ASX has confirmed that ASX Listing Rules 11.1.2 and 11.1.3 do not apply to the Acquisition.

Further material terms of the Acquisition are contained in the Company's ASX announcement dated 23 May 2025.

##### Effect on Share Capital

As noted, the maximum Consideration Shares to be issued under the terms of the Agreement is 120,000,000 (post consolidation) (**Consideration Shares**).

The number of Consideration Shares is expressed on a post-consolidation basis assuming Resolution 9 is approved. Resolution 3 is not contingent upon the passing of Resolution 9. If Resolution 9 is not approved, the number of Consideration Shares will be approximately 2,400,000,000 at the Issue Price.

Following the issue of the Consideration Shares, the share capital of Orbminco will be as follows:

Shares on Issue <sup>1</sup>	174,128,398
Maximum number of Consideration Shares as Upfront Consideration <sup>2</sup>	120,000,000
Shares on issue following Acquisition	294,128,398

**Notes:**

- <sup>1</sup> This assumes the Securities the subject of Resolutions 4-7 are approved by Shareholders at this Meeting and issued, and the Share Consolidation the subject to Resolution 8 is approved.
- <sup>2</sup> Subject to rounding.

**ASX Listing Rule 7.1**

The purpose of the approval under this Resolution 3 is for Shareholders to approve the issue of the Consideration Shares to the shareholders of Fortify under the Acquisition.

ASX Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Consideration Shares the subject of this Resolution 3 will exceed the 15% threshold set out in ASX Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under ASX Listing Rule 7.1. The effect of Resolution 3 will be to allow the Company to issue the Consideration Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

**Information required by ASX Listing Rule 14.1A**

If Resolution 3 is passed, the Company can proceed with the issue of the Consideration Shares the subject of this Resolution 3 and such securities will be excluded in calculating the Company's 15% limit in ASX 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 issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Acquisition on the current terms.

**Information required by ASX Listing Rule 7.3**

The following information is provided for the purposes of ASX Listing Rule 7.3:

- (a) the maximum number of Consideration Shares to be issued is 120,000,000 (on a post consolidation basis) and 2,400,000,000 (on a pre-consolidation basis);
- (b) the Consideration Shares the subject of this Resolution 3 are proposed to be issued no later than 3 months after the date of the Meeting;
- (c) the issue price of the Consideration Shares will be \$0.02 per Share (on a post consolidation basis) and \$0.001 (on a pre-consolidation basis);
- (d) the Consideration Shares the subject of this Resolution 3 will be issued to the Fortify Shareholders and none of those investors will be related parties of the Company;
- (e) the Consideration Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the material terms of the agreement under which the Consideration Shares are to be issued is set out above under 'Key Terms of the Acquisition';

- (g) the Consideration Shares will be issued for nil consideration as they are being issued as part of the consideration for the Acquisition. Accordingly, no funds will be raised by the issue of the Consideration Shares; and
- (h) a voting exclusion statement is included in the Notice.

### Recommendation of the Board

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

## 4. Resolutions 4, 5, 6 and 7 – Approval of issue of Placement Shares to Ian Gordon, David Richards, Ralf Kriege and David Lindh

### Background

On 23 May 2025, the Company announced a Placement to raise approximately \$2.3m as detailed above in the background to Resolution 1 and 2. Included in this amount was a commitment by Directors Ian Gordon, David Richards, Ralf Kriege and David Lindh to participate in the capital raise on the same terms as all the other investors, subject to the Company obtaining Shareholder approval to the issue ('Director Shares').

The number of Director Shares is expressed on a post-consolidation basis assuming Resolution 9 is approved. Resolutions 4, 5, 6 and 7 are not contingent upon the passing of Resolution 9. If Resolution 9 is not approved, the number of Director Shares will be approximately 80,000,000 (20,000,000 to each Director) at an issue price of \$0.001 per Share.

### Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party (among others), unless an exception in Listing Rule 10.12 applies.

Mr Gordon, Mr Richards, Mr Kriege and Mr Lindh are related parties of the Company by virtue of being Directors of the Company. As the issue of the Director Shares is the issue of securities to a related party of the Company, shareholder approval is required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Accordingly, Shareholder approval is being sought for the issue of a total of 4,000,000 Director Shares to Mr Gordon, Mr Richards, Mr Kriege and Mr Lindh (or their nominees) on the terms set out below and as detailed in the table below.

Director	Director Shares	Funds Raised	Resolution
Ian Gordon	1,000,000	\$20,000	4
David Richards	1,000,000	\$20,000	5
David Lindh	1,000,000	\$20,000	6
Ralf Kriege	1,000,000	\$20,000	7
<b>Total</b>	<b>4,000,000</b>	<b>\$80,000</b>	

If approval to issue the Director Shares is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. The Director Shares must be issued within one month of this meeting, as per Listing Rule 10.13.5.

### 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.

It is considered that Shareholder approval under Chapter 2E of the Corporations Act is not required for the purposes of the issue of the Director Shares, pursuant to Resolutions 4, 5 and 6, on the basis that the exception in section 210 of the Corporations Act applies as Mr Gordon, Mr Richards, Mr Kriege and Mr Lindh are proposing to participate in the Placement on the same terms as the other applicants.

#### **Information required by Listing Rule 14.1A**

If Resolutions 4, 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Director Shares to Messrs Gordon, Richards, Kriege and Lindh within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4, 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Director Shares to Messrs Gordon, Richards, Kriege and Lindh. Resolutions 4, 5, 6 and 7 are each an independent Resolution. Resolutions 4, 5, 6 and 7 seek Shareholder approval for the purposes of Listing 10.11 for the issue of the Director Shares.

#### **Information required by ASX Listing Rule 10.11**

For the purposes of Listing Rule 10.13, the Company provides the following information:

- (a) the Director Shares will be issued to Mr Ian Gordon (Resolution 4), Mr David Richards (Resolution 5), Mr David Lindh (Resolution 6) and Mr Ralf Kriege (Resolution 7)(or their nominees), Directors of the Company and persons falling within the definition of Listing Rule 10.11.1;
- (b) the maximum number of Director Shares to be issued is:
  - (i) 1,000,000 Director Shares to Mr Ian Gordon (or nominee) on a post consolidation basis and 20,000,000 Director Shares on a pre-consolidation basis;
  - (ii) 1,000,000 Director Shares to Mr David Richards (or nominee) on a post consolidation basis and 20,000,000 Director Shares on a pre-consolidation basis;
  - (iii) 1,000,000 Director Shares to Mr David Lindh (or nominee) on a post consolidation basis and 20,000,000 Director Shares on a pre-consolidation basis;
  - (iv) 1,000,000 Director Shares to Mr Ralf Kriege (or nominee) on a post consolidation basis and 20,000,000 Director Shares on a pre-consolidation basis.
- (c) the Director Shares will be issued at an issue price of \$0.02 per Share (on a post consolidation basis) and an issue price of \$0.001 per Share (on a pre-consolidation basis);
- (d) the Director Shares are proposed to be issued no later than 1 month after the date of the Meeting;
- (e) the Director Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from this issue will be used to fund exploration at the Majestic North Project and working capital; and
- (g) a voting exclusion statement is included in the Notice.

#### **Recommendation of the Board**

Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege decline to make a recommendation to Shareholders in relation to Resolutions 4, 5, 6 and 7 respectively due to their material personal interest in the outcome of these Resolutions on the basis that they are each to be issued 1,000,000 Director Shares (on a post-consolidation basis) or 20,000,000 Director Shares (on a pre-consolidation basis) should Resolutions 4, 5, 6 and 7 be passed.

The Directors (other than the Resolution that relates to their own interest) recommend that Shareholders vote in favour of Resolutions 4, 5, 6 and 7.

The Directors make the recommendation above for the following reasons:

- (a) the issue of the Director Shares will better align the interests of Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege with those of Shareholders;
- (b) the issue of the Director Shares is reasonable and appropriate as Mr Gordon, Mr Richards, Mr Lindh and Mr Kriege are proposing to participate in the Company's capital raising activity on the same terms as other applicants; and
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares on the terms proposed.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 4, 5, 6 and 7.

## 5. Resolution 8 – Approval of issue of Broker Options

### Background

The Company had engaged Cerberus Investments Pty Ltd (ACN 107652737) trading as Cerberus Advisory (**Cerberus**) as lead manager to the Placement pursuant to a lead manager mandate (**Lead Manager Mandate**).

Under the terms of the Lead Manager Mandate, the Company had agreed to provide the following consideration to Cerberus:

- (a) payment of a lead management fee of 6% of the proceeds of the Placement (excluding GST); and
- (b) issue 130,000,000 unlisted Options (6,500,000 unlisted Options on a post consolidation basis) exercisable at \$0.002 (\$0.04 on a post consolidation basis) each on or before the date that is three (3) years from the date of issue (**Broker Options**).

The number of Broker Options is expressed on a post-consolidation basis assuming Resolution 9 is approved. Resolution 8 is not contingent upon the passing of Resolution 9. If Resolution 9 is not approved, the number of Lead Manager Options will be approximately 130,000,000 unlisted Options exercisable at \$0.002 each.

A summary of Listing Rule 7.1 is set out in Section 3 above. As summarised in Section 3, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

### Information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Broker Options.

### Information required by Listing Rule 7.1

The following information is provided for the purposes of ASX Listing Rule 7.3:

- (a) the Broker Options will be issued to Cerberus (or its nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:



- (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;
- (c) the maximum number of Broker Options to be issued is 6,500,000 (on a post consolidation basis) or 130,000,000 (on a pre-consolidation basis),
  - (d) the terms and conditions of the Broker Options are set out in Schedule 1;
  - (e) the Broker Options will be issued no later than 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) and it is intended that issue of the Broker Options will occur on the same date;
  - (f) the Broker Options will be issued at a nil issue price, in consideration for the services provided by Cerberus under the Lead Manager Mandate;
  - (g) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the Lead Manager Mandate;
  - (h) the Broker Options are being issued to Cerberus under the Lead Manager Mandate;
  - (i) a summary of the material terms of the Lead Manager Mandate is summarised above; and
  - (j) the Broker Options are not being issued under, or to fund, a reverse takeover.

## 6. Resolution 9 – Consolidation of Capital

### Background

The Board has resolved that this resolution be put to Shareholders to consider, and if thought fit approve, a 20:1 consolidation of the Company's Shares (**Consolidation**) for the purposes of section 254H of the Corporations Act, the Company's Constitution and for all other purposes.

Section 254H of the Corporations Act provides that a company may convert all or any of its shares into a larger or smaller number of shares subject to the approval of shareholders at a general meeting. Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must advise shareholders of certain matters which are set out below.

No voting exclusions apply, and all Shareholders can vote on the Resolution. If this Resolution is approved by Shareholders, this consolidation will take effect on 18 September 2025 (**Consolidation Effective Date**).

### Reasons for the Consolidation

The Consolidation is proposed by the Company to reduce its total issued capital to a more appropriate and effective capital structure for continued growth for existing shareholders and a resultant share price that is more appealing to a wider range of investors.

### Effect of the Consolidation

As at the date of this Notice the effect of the consolidation of the Company's issued capital is set out below.

Capital Structure Pre-Consolidation	
Issued Shares <sup>1</sup>	5,882,567,952
Listed OB1O Options	948,451,084
Unlisted Options	48,000,000
Broker Options	130,000,000
<b>Pre-Consolidated Issued Capital (Fully diluted)</b>	<b>7,009,019,036</b>
Capital Structure Post- Consolidation	
Issued Shares <sup>1</sup>	294,128,398
Listed OB1O Options	47,422,554

Unlisted Options	2,400,000
Broker Options	6,500,000
<b>Post-Consolidated Issued Capital (Fully diluted)<sup>2</sup></b>	<b>350,450,952</b>

**Notes:**

- <sup>1</sup> Includes shares issued to the Directors the subject of Resolutions 4-7 and Consideration Shares are issued to shareholders of Fortify Mining.
- <sup>2</sup> Subject to rounding.

In accordance with the terms of the Options and Listing Rule 7.22, the Options will be consolidated on the same basis as Shares that is every 20 Options will be consolidated into 1 Option and their exercise price amended in inverse proportion to the consolidation ratio as follows:

Option Class	Pre-Consolidation No.	Pre-Consolidation Exercise Price	Post-Consolidation No.	Post-Consolidation Exercise Price
Listed Options exercisable at \$0.005 each on or before 31-Jul-26	948,451,084	\$0.005	47,422,554	\$0.1
Unlisted Options exercisable at \$0.04 each on or before 25-10-25	5,000,000	\$0.04	250,000	\$0.8
Unlisted Options exercisable at \$0.04 each on or before 21-08-2026	3,000,000	\$0.04	150,000	\$0.8
Unlisted Options exercisable at \$0.04 each on or before 22-Dec-2026	5,000,000	\$0.04	250,000	\$0.8
Unlisted Options exercisable at \$0.04 each on or before 1-Oct-2026	15,000,000	\$0.04	750,000	\$0.8
Unlisted Options exercisable at \$0.02 each on or before 16-Dec-2027	10,000,000	\$0.02	500,000	\$0.4
Unlisted Options exercisable at \$0.005 each on or before 16-Dec-2027	10,000,000	\$0.005	500,000	\$0.1

**Fractional Entitlements**

Where the Consolidation would result in a fractional entitlement to a Share or Option, that fractional entitlement will be rounded to the nearest whole Share or Option, with fractions of 0.5 rounded up to the nearest whole Share or Option as applicable. The consolidation will have no effect on the Company's assets or liabilities.

## Indicative timetable

Item	Date
Company announces Consolidation and sends out Notice of Meeting to Shareholders	19 August 2025
Approval of Consolidation at General Meeting	18 September 2025
Company informs ASX that security holders have approved reorganisation and announces the effective date of the Consolidation	18 September 2025
Effective date of the Consolidation	18 September 2025
Last day for trading in pre-consolidated securities	19 September 2025
Trading in post-consolidation securities on a deferred settlement basis commences	22 September 2025
Record Date (Last day for entity to register transfers on a pre-consolidation basis)	23 September 2025
First day for the Company to update its register, dispatch new holding statements and notices to each Shareholder and Optionholder identifying the change in the number of securities held and notify ASX that this has occurred	24 September 2025
Last day for the Company to update its register, despatch new holding statements to each Shareholder and Optionholder identifying the change in the number of securities held and notify ASX that this has occurred. Provided the above occurs before noon AEDT deferred settlement market ends.	30 September 2025
Commencement of normal settlement trading of securities on a consolidated basis	1 October 2025

The Company reserves the right to amend this indicative timetable, subject to ASX Listing Rules and any applicable laws.

### Consequences of the Resolution

If the Resolution is passed, the Company will be able to proceed with the Consolidation and the number of securities in the Company will be consolidated as set out in this section 6.

If the Resolution is not passed, the Company will not proceed with the Consolidation and Company's capital structure will remain as is.

### Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution. The Chair intends to vote undirected proxies in favour of Resolution.

# Schedule 1 – Terms and Conditions of Broker Options

## Entitlement

Each New Option gives the Optionholder the right to subscribe for one Share. To obtain the right afforded by each Option, the Optionholder must exercise the relevant Options in accordance with the terms and conditions attaching to the Options. Subject to variation in the share capital of the Company, the amount payable by the Optionholder on the exercise of each option shall be \$0.04 (on a post consolidation basis) (**Exercise Price**).

## Exercise

The Options will expire on the date which is 3 years from the date of issue (**Option Expiry Date**), unless exercised earlier pursuant to the terms and conditions of the Options. Any Option not exercised before the Option Expiry Date will automatically lapse on the Option Expiry Date.

The Options shall be exercisable at any time on or prior to the Option Expiry Date by the Optionholder providing a notice in writing to the Company and payment of the Exercise Price in cleared funds (**Exercise Notice**). Within 10 business days of receipt of the Exercise Notice, the Company will:

- (a) allot and issue such number of Shares in the Company as required by the terms and conditions with reference to the number of Options specified in the Exercise Notice;
- (b) if required, provide the ASX with a notice that complies with section 708A(5)(e) of the Corporations Act or, if the Company is unable to issue such a notice or such notice is not effective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to ensure that an offer for sale of Shares does not require disclosure to investors pursuant to section 708A(11) of the Corporations Act.

## Rank equally

Shares issued on the exercise of the Options will rank equally with the Shares on issue at the time of the exercise. If the Company is admitted to the official list of the ASX on the date of the exercise of the Options, application will be made by the Company to the ASX for official quotation of the Shares that result from the exercise of the relevant Options.

## Rights attaching to Options

If at any time the issued capital of the Company is reconstructed, the number of Options and the Exercise Price will be adjusted accordingly, in a manner that the auditors of the Company advise is fair and reasonable in their option, and in all cases in accordance with the provisions of the Listing Rules and the Corporations Act. Other than for such an adjustment, 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 is capable of exercise.

There are no participation rights or entitlements inherent in the Options, and Optionholders will not be entitled to participate in new issues of capital offered to shareholders by virtue of the Options. The Company will notify all Optionholders that hold Options capable of exercise prior to the relevant qualifying date for the new issue of capital no less than 10 business days prior to the closing date of that offer, so as to enable those Optionholders to exercise some or all of their Options such that they may then participate in the relevant issue of capital.

## Options not Quoted

The Options will not be quoted on the ASX.

### **Compliance with Listing Rules**

If, and to the extent, any of the preceding terms and conditions in respect of the Options are inconsistent with the Listing Rules, the Listing Rules will prevail in all respects to the extent of the inconsistency.

For personal use only

## GLOSSARY

In this Notice and the Explanatory Memorandum:

**\$** means Australian Dollars.

**ACDT** means Australian Central Standard Time, being the time in Adelaide, South Australia, Australia.

**ASIC** means Australian Securities and Investments Commission.

**Associate** has the same meaning as in the Corporation Act.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**Board** means the Directors of the Company as at the date of this Notice of Meeting.

**Chair** and **Chairman** means the person appointed to chair the Meeting.

**Closely Related Party** of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed as such by the *Corporations Regulations 2001* (Cth).

**Company** means Orbminco Limited (ACN 073 155 781).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum to the Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those 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 the ASX.

**Meeting** means the annual general meeting proposed in this Notice of Meeting.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting.

**Proxy Form** means the proxy form attached to the Notice of Meeting.

**Resolution** means a resolution contained in this Notice of Meeting.

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

**Shareholder** or **Member** means a holder of a Share.

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

**Need assistance?****Phone:**1300 556 161 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00am (ACST) on Tuesday, 16 September 2025.**

# Proxy Form

**How to Vote on Items of Business**

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

**APPOINTMENT OF PROXY**

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

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

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

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

**SIGNING INSTRUCTIONS FOR POSTAL FORMS**

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

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

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

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

**PARTICIPATING IN THE MEETING****Corporate Representative**

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

**Lodge your Proxy Form:****Online:**

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

Your secure access information is

**Control Number: 187936****SRN/HIN:**

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

**By Mail:**

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

**By Fax:**

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



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

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

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

## Proxy Form

Please mark ☒ to indicate your directions

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

I/We being a member/s of Orbminco Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Orbminco Limited to be held as a virtual meeting on Thursday, 18 September 2025 at 11:00am (ACST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Consideration Shares to Fortify Mining Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Placement Shares to Ian Gordon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Placement Shares to David Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Placement Shares to David Lindh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Placement Shares to Ralf Kriege	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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