

9 September 2025

Notice of Meeting

NewPeak Metals Ltd (ASX: NPM) (NewPeak or the Company) is pleased to attach a copy of the following documents in relation to a General Meeting of Shareholders to be held on 9 October 2025 (General Meeting).

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
2. Notice of General Meeting; and
3. Proxy Form.

This announcement has been authorised for release to the ASX by the Company Secretary.

For further information contact:

Mr Mark Purcell
Managing Director
info@newpeak.com.au

Mr Craig McPherson
Company Secretary
craigm@mhprivate.com.au

Website: www.newpeak.com.au

For personal use only

Dear Shareholder,

Extraordinary General Meeting

I am pleased to invite you to attend the Extraordinary General Meeting of NewPeak Metals Ltd (**Company**) which will be held at the offices of m+h Private at Level 1, 371 Queen Street, Brisbane QLD at 10:00am (Brisbane time) on Thursday, 9 October 2025 (**Meeting**).

The Notice of Meeting and accompanying explanatory memorandum was released to the ASX on 10 September 2025 and can be viewed and downloaded at www.newpeak.com.au/asx-announcements or www.asx.com.au/markets/company/NPM.

The Notice of Meeting contains information on participating in the Meeting and the business to be considered at the Meeting. Shareholders will be asked to support several resolutions at the Meeting, including:

- Resolution 1 which seeks to ratify the shares recently issued as part of the acquisition of the Tansey Gold Project in Queensland, therefore reinstating the Company with full capacity to raise capital as and when required;
- Resolution 2 which seeks to adopt a new employee incentive plan (**Award Plan**);
- Resolutions 3 to 6 which seek to replace the Managing Director's existing equity incentives with new equity incentives that include more aligned performance hurdles, and to issue other long-standing board members with equity incentives under the Award Plan. These resolutions are designed to incentivise Directors and Management to achieve the Company's strategic objectives;
- Resolution 7 which seeks to update the Company's Constitution, including amendments to address, *inter alia*, virtual meetings, direct shareholder voting, validity of electronic proxies and new provisions for in-specie distributions; and
- Resolution 8 which seeks to renew the proportional takeover provisions in the Company's Constitution that cease to apply at the end of three years from their last renewal and which were last renewed on 28 November 2022.

Further information on these resolutions can be found in the Explanatory Memorandum section of the Notice of Meeting.

In accordance with Corporations Act 2001, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. If you have elected to receive notices by email, a communication will be sent to your nominated email address. If you have not elected to receive notices by email, a copy of your proxy form will be posted to you. If you wish to receive a hard copy of the Notice of Meeting, please contact the Company's share registry at +61 1300 554 474.

If you are unable to attend the Meeting, you may appoint a proxy to attend and vote on your behalf at <https://au.investorcentre.mpms.mufg.com> or by following the instructions on the proxy form. Proxy appointments must be received by 10:00am (Brisbane time) on 7 October 2025.

I look forward to your participation at the Meeting.

Yours faithfully

Brian Moller
Chair
NewPeak Metals Ltd

NEWPEAK METALS LIMITED

ACN 068 958 752

Notice of General Meeting and Explanatory Memorandum

Date of Meeting:	9 October 2025
Time of Meeting:	10:00am (AEST)
Place of Meeting:	m+h Private Level 1, 371 Queen Street Brisbane QLD 4000

Notice of Meeting

Notice is given that a general meeting of the Shareholders of NewPeak Metals Limited ACN 068 958 752 (**Company**) will be held physically at the offices of m+h Private at **Level 1, 371 Queen Street Brisbane QLD 4000** on **9 October 2025** at **10:00am** (AEST).

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Glossary contained at the end of the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed Proxy Form.

1. **Resolution 1 – Ratify the issue of 7,071,593 Shares for the Tansey Gold Project acquisition**

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 7.4 and for all other purposes, the issue of 7,071,593 Shares to Gold Exploration Australia Pty Ltd ACN 165 123 768 and Mining Projects Accelerator Pty Ltd ACN 629 011 196, at an issue price of \$0.02828217 per Share, in accordance with the terms set out in the Explanatory Memorandum, be ratified."

Voting Exclusion Statement for Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 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:
 - (1) 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 Resolution 1; and
 - (2) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

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2. Resolution 2 – Approval of the Employee Awards Plan

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

*“That, for the purposes of Exception 13(b) of Listing Rule 7.2, sections 200E, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the Employee Awards Plan (**Plan**) and the issue of up to 32,914,332 securities under the Plan in accordance with the terms set out in the Explanatory Memorandum, be approved.”*

Voting Exclusion Statement for Resolution 2

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is eligible to participate in the Plan or any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 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:
 - (1) 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 Resolution 2; and
 - (2) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

The Company will disregard any votes cast on Resolution 2 by any person appointed as a proxy by any person who is either:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of a member of the Key Management Personnel,

and the appointment does not specify the way the proxy is to vote on Resolution 2. However this does not apply if:

- (a) it is cast by the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Voting Exclusion Statement pursuant to Section 200E of the Corporations Act

Further, in accordance with the Corporations Act, a vote must not be cast on Resolution 2 (and will be taken not to have been cast if cast contrary to this restriction) by any participants or potential participants in the Plan and their Associates, otherwise the benefit of Resolution 2 will be lost by such a person in relation to that person's future retirement. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 2; and
- (b) it is not cast on behalf of the person or an Associate of the person.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 2 by the Chair, subject to compliance with the Corporations Act. In exceptional

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circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

3. Resolution 3 – Approval to issue 3,000,000 Performance Rights to Mr Brian Moller or his nominated Associate

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 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 3,000,000 Performance Rights to Mr Brian Moller (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 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:
 - (1) 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 Resolution 3; and
 - (2) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 3 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 3 by:

- (a) any member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 3.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 3, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 3 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement pursuant to Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 3 by or on behalf of:

- (a) Mr Brian Moller; or

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- (b) an Associate of Mr Brian Moller.

However, this does not apply to a vote cast on Resolution 3 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 3; and
(b) it is not cast on behalf of Mr Brian Moller or his Associate.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 3 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

4. Resolution 4 – Approval to issue 3,000,000 Performance Rights to Mr Andrew Gladman or his nominated Associate

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 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 3,000,000 Performance Rights to Mr Andrew Gladman (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

Voting Exclusion Statement for Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 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:
(1) 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 Resolution 4; and
(2) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 4 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 4 by:

- (a) any member of the Company's Key Management Personnel; or
(b) a Closely Related Party of such Key Management Personnel,
who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 4.

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However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 4, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 4 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 4 by or on behalf of:

- (a) Mr Andrew Gladman; or
- (b) an Associate of Mr Andrew Gladman.

However, this does not apply to a vote cast on Resolution 4 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 4; and
- (b) it is not cast on behalf of Mr Andrew Gladman or his Associate.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 4 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

5. Resolution 5 – Approval to issue 22,500,000 Performance Rights to Mr Mark Purcell or his nominated Associate

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 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 22,500,000 Performance Rights to Mr Mark Purcell (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

Voting Exclusion Statement for Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 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:
 - (1) 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 Resolution 5; and
 - (2) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

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Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 5 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 5 by:

- (a) any member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 5.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 5, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 5 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 5 by or on behalf of:

- (a) Mr Mark Purcell; or
- (b) an Associate of Mr Mark Purcell.

However, this does not apply to a vote cast on Resolution 5 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 5; and
- (b) it is not cast on behalf of Mr Mark Purcell or his Associate.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 5 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

6. Resolution 6 – Approval to issue 10,000,000 Options to Mr David Mason or his nominated Associate

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 10.14, sections 195(4), 200E, 208, 259B(2) and 260C(4) of the Corporations Act and for all other purposes, the issue of up to 10,000,000 Options, having an exercise price of \$0.03 and expiry date that is 3 years after the date of issue, to Mr David Mason (or his nominated Associate) in accordance with the Explanatory Memorandum, be approved."

Voting Exclusion Statement for Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, a person who holds an option that is the subject of the approval and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or

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- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 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:
 - (1) 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 Resolution 6; and
 - (2) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 6 is connected directly or indirectly with the remuneration of a member of Company's Key Management Personnel, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on this Resolution 6 by:

- (a) any member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 6.

However, the Company need not disregard a vote if it is cast by the Chair as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on this Resolution 6, if the appointment of proxy expressly authorises the Chair to exercise the proxy even if this Resolution 6 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Voting Exclusion Statement – Sections 200E and 224 of the Corporations Act

A person must not cast a vote, and the Company will disregard any votes cast, (in any capacity) on Resolution 6 by or on behalf of:

- (a) Mr David Mason; or
- (b) an Associate of Mr David Mason.

However, this does not apply to a vote cast on Resolution 6 by:

- (a) a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 6; and
- (b) it is not cast on behalf of Mr David Mason or his Associate.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast in favour of Resolution 6 by the Chair, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

SPECIAL BUSINESS

7. Resolution 7 – Approval of changes to the Company's Constitution

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

"That in accordance with section 136(2) of the Corporations Act, the Constitution of the Company be amended in the manner outlined in the Explanatory Memorandum, effective on the day on which this resolution is passed."

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8. Resolution 8 – Renewal of proportional takeover provisions

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“That the proportional takeover approval provisions contained in the Constitution be granted effect for a further three years, effective on the day on which this resolution is passed.”

By order of the Board



Craig McPherson
Company Secretary
NewPeak Metals Limited
9 September 2025

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Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7:00pm (AEST) on 7 October 2025, will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the Company's Share register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides. If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of Resolutions 1 to 8 (inclusive). The Chair will be deemed to be appointed where a signed Proxy Form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A Proxy Form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the Proxy Form and return it at least 48 hours before the Meeting, being no later than 10:00am (AEST) on 7 October 2025 to:

- (a) if by fax: +61 2 9287 0309;
- (b) if online: by visiting <https://au.investorcentre.mpms.mufg.com> and logging in using the control number found on the front of your Proxy Form; or
- (c) if by mail:
NewPeak Metals Limited
C/- MUFG Corporate Markets (Au) Limited
Locked Bag A14
Sydney South NSW 1235

- (d) if by hand:
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

Attorney

A Shareholder may appoint an attorney to act on their behalf. Such appointment must be made by a duly executed power of attorney, a copy of which must be provided by the attorney at the point of entry to the Meeting (original or certified copy), together with satisfactory evidence of their identity (name and address etc.).

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that the Company will require a certificate of appointment of corporate representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with the Company's Share registry before the Meeting or at the registration desk on the day of the Meeting.

Required Majorities

Resolutions 1 to 6 (inclusive) are Ordinary Resolutions, each requiring a simple majority of the votes cast by Shareholders entitled to vote be cast in favour of the Resolution.

Resolutions 7 and 8 are Special Resolutions, requiring at least 75% of the votes cast by Shareholders entitled to vote on Resolutions 7 and 8.

Each of the Resolutions will be considered by way of a poll. Accordingly, every Shareholder shall have one vote for every Share registered in their name as at 7:00pm (AEST) on 7 October 2025.

General

All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions set out on the Proxy Form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's Share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to either of the Resolutions, you should consult your financial or other professional adviser.

Capitalised terms used in the Notice of Meeting and in this Explanatory Memorandum have the meaning ascribed to them in the Glossary contained at the end of this Explanatory Memorandum.

Resolution 1 – Ratify the issue of 7,071,593 Shares for the Tansey Gold Project acquisition

Background to the Tansey Gold Project acquisition

As announced to the ASX on 7 July 2025, the Company entered into a share purchase deed (**SPD**) with Gold Exploration Australia Pty Ltd ACN 165 123 768 (**GEA**) and Mining Projects Accelerator Pty Ltd ACN 629 011 196 (**MPA**) to acquire all of the shares in Goldstrike Mining Pty Ltd ACN 615 287 888 (**Goldstrike**), the sole owner of EPM 26368 located approximately 190 km north-west of Brisbane (**Tansey Gold Project**).

The acquisition of the Tansey Gold Project adjoins two of the Company's tenement applications, creating a district-scale gold project with potential for Gympie-style gold mineralisation.

The consideration paid by the Company for the acquisition of all of the shares in Goldstrike comprised 7,071,593 Shares, which were issued on 25 July 2025 in proportion to the existing shareholding of Goldstrike, as follows:

- (a) 5,657,274 Shares to MPA; and
- (b) 1,414,319 Shares to GEA.

Under the terms of the SPD, the Company was also required to procure the repayment of the \$50,000 loan owing by Goldstrike to MPA. This loan was subsequently repaid by Goldstrike to MPA.

Listing Rule Requirements

The Shares were issued in reliance on the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks the ratification of 7,071,593 Shares which were issued by the Company under its 15% Placement Capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under Listing Rule 7.1, provided the issue did not breach the thresholds set by Listing Rule 7.1.

If such approval is obtained, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without first obtaining shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and, thus, the Company is seeking ratification of the Shares issued pursuant to the SPD by Resolution 1.

The Company confirms that the issue and allotment of the Shares did not breach Listing Rule 7.1 at the date of issue.

If Resolution 1 is passed, the Shares issued pursuant to the SPD will not be deducted from the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant issue will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

Names of allottees	The Shares were issued to the then-existing shareholders of Goldstrike as follows: (a) 1,414,319 Shares were issued to Gold Exploration Australia Pty Ltd ACN 165 123 768; and (b) 5,657,274 Shares were issued to Mining Projects Accelerator Pty Ltd ACN 629 011 196.
Number and class of securities issued	A total of 7,071,593 Shares were issued. The Shares are fully paid ordinary shares which rank equally with all other Shares on issue.
Date of issue	The Shares were issued on 25 July 2025.
Issue price	The Shares were issued at an issue price of \$0.02828217, being the VWAP of Shares over the 10 trading days prior to 25 July 2025. The consideration that the Company received for the issue of the Shares pursuant to Resolution 1 was all of the shares in Goldstrike in accordance with the terms of the SPD.
Purpose	The Shares were issued as consideration to complete the acquisition of GEA and MPA's shares in Goldstrike under the SPD.

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Material terms of agreement	<ul style="list-style-type: none">(a) The Company was required to issue Shares to the Sellers (or their nominees), in proportion to their existing shareholding of Goldstrike.(b) The Company was also required to procure the repayment of the \$50,000 loan owing by Goldstrike to MPA.(c) Completion of the Tansey Gold Project acquisition under the SPD was subject to the Sellers having delivered to the Company a deed of acknowledgement and release duly signed by each Seller pursuant to which each Seller confirmed that there was no debt owing to it.(d) The Sellers and the Company have provided various representations and warranties that are common for a transaction of this sort.
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The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Approval of the Employee Awards Plan

Resolution 2 seeks Shareholder approval to issue securities under its Employee Awards Plan (**Plan**) for the purpose of exception 13(b) to Listing Rule 7.2 and for those securities to be excluded from the calculation of the number of securities issued for the purposes of Listing Rules 7.1 and 7.1A.

The purpose of the Plan is to permit the Company to issue securities to eligible employees, officers and contractors of the Company and / or their associated body corporates (**Eligible Employees**) to assist in the attraction, retention and motivation of those persons.

A summary of the material terms of the Plan are contained in Annexure A to this Explanatory Memorandum.

Shareholder approval of the Plan and the issue of securities pursuant to the Plan is being sought for the reasons set out below.

Listing Rules

As noted elsewhere in this Explanatory Memorandum, Listing Rule 7.1 prohibits, subject to certain qualified exceptions, the Company from issuing Equity Securities in excess of the 15% Placement Capacity, unless prior Shareholder approval is obtained. This 15% limit can be increased by a further 10% if the Shareholders pass a resolution in accordance with Listing Rule 7.1A.

Exception 13 to Listing Rule 7.2, provides that the general prohibition contained in Listing Rule 7.1 does not apply to the issue of Equity Securities under an employee incentive scheme (such as the Plan), if, in the three years before the date of the relevant issue, Shareholders have approved the issue of securities under the employee incentive scheme as an exception to Listing Rule 7.1.

Accordingly, Resolution 2 seeks Shareholder approval to adopt the Plan and to issue securities pursuant to it.

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If Resolution 2 is passed the Company will be able to issue Equity Securities to Eligible Employees under the Plan without requiring further Shareholder approval for three years from the date of this Meeting, without using the Company's 15% (and additional 10%, if applicable) placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will still be able to issue Equity Securities to Eligible Employees under the Plan, however, any such issue will be deducted from the Company's 15% Placement Capacity in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A (as applicable), effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

Under Listing Rule 10.14, any grant of Shares, Options or Performance Rights under the Plan to:

- a director of the Company;
- an associate of a director of the Company; or
- a person whose relationship with the Company, the directors of the Company or their associates, is such that, in ASX's opinion, the acquisition should be approved by security holders,

will require shareholder approval regardless of whether Resolution 2 is passed.

Corporations Act – Termination Benefits

The Corporations Act restricts the Company from giving certain "benefits" to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior Shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the terms of the Plan.

Under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Shares, Options or Performance Rights and/or exercises certain discretions to cater for various circumstances, including determining that the Options or Performance Rights may vest earlier than was initially provided for at the time of grant.

As a result of this discretion, the Board has the power to determine that some or all of a participant's Shares, Options or Performance Rights will not lapse or may vest early on the occurrence of certain events, including in the event of the participant ceasing employment or office before as a result of death, total permanent disability, retirement or redundancy.

The exercise of such discretion by the Board may constitute a Termination Benefit for the purposes of the Corporations Act. Accordingly, Resolution 2 also seeks Shareholder approval, for the Company to provide these Termination Benefits to participants in the Plan.

This approval is being sought in respect of any future participant in the Plan, and the Termination Benefits that may arise if and when any participants cease to be employed or engaged by the Company.

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Corporations Act – Financial Assistance and Security

Section 259B of the Corporations Act provides that, generally, a company must not take security over shares in itself. An exception to this prohibition arises where the employee share scheme has been approved by shareholders under section 259B(2) of the Act.

Section 260A of the Corporations Act precludes a company from providing financial assistance to a person who acquires shares in the company or a holding company of the company except in limited circumstances. Pursuant to section 260C(4) of the Corporations Act, such financial assistance is exempted from the prohibition under section 260A if it has been given under an employee share scheme that has been approved by Shareholders.

Under the Plan, the Directors may loan money to an Eligible Employee to enable them to pay the Exercise Price for the Shares on the exercise of Options that have been issued to them under the Plan.

For the purposes of Listing Rule 7.2 (Exception 13(b)) and section 200E of the Corporations Act, the following information is provided in respect of Resolution 2.

Terms of Plan	A summary of the terms of the Plan are set out in Annexure A.
Prior issue of securities pursuant to the Plan	The Plan is a new Plan to be adopted by the Company and no Shares, Options or Performance Rights have previously been issued under the Plan.
Maximum number of securities proposed to be issued pursuant to the Plan	The maximum number of securities to be issued under the Plan pursuant to Exception 13 of Listing Rule 7.2 is 32,914,332, being 10% of the Shares currently on issue.
Explanation of the Termination Benefits	<p>The Plan contains provisions setting out the treatment of unexercised Options and Performance Rights on their cessation of employment or engagement by the Company, including the Board's discretion to decide that any Options or Performance Rights will not, immediately, lapse and/ or waive any vesting conditions attaching to those Options or Performance Rights.</p> <p>As noted above, the exercise of these discretions by the Board will constitute a "benefit" for the purposes of the restrictions contained in the Corporations Act regarding Termination Benefits.</p>
Value of the Termination Benefits	<p>Various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the Plan and, therefore the value of the Termination Benefits cannot be determined in advance.</p> <p>The value of a particular benefit resulting from the exercise of the Board's discretion under the Plan will depend on various factors, including the Company's share price at the time of the exercise of these discretions, the number of Options or Performance Rights that the Board decides to waive the vesting conditions in respect of and the relevant vesting conditions (if any) applying to the</p>

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	<p>Options or Performance Rights. Some of the factors that may affect the value of the Termination Benefits are as follows:</p> <ul style="list-style-type: none">(a) the nature and extent of any vesting conditions waived by the Board;(b) the number of vesting conditions that have been satisfied at the time that the Board exercises this discretion; and(c) the number of unexercised Options, Performance Rights or Shares that the participant holds at the time that this discretion is exercised.
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The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Resolutions 3 to 6 – Approval to issue securities to the Directors or their nominated Associates

Resolutions 3 to 6 seek Shareholder approval for the purpose of Listing Rule 10.14, sections 195(4), 200E and 208 of the Corporations Act and all other purposes, to issue a total of up to 28,500,000 Performance Rights (**Director Performance Rights**) and 10,000,000 Options to the Directors or their nominated Associates (**Director Options**), pursuant to the terms of the Plan and as part of their long-term incentive arrangements as follows:

- 3,000,000 Performance Rights to Mr Brian Moller or his nominated Associate (Resolution 3);
- 3,000,000 Performance Rights to Mr Andrew Gladman or his nominated Associate (Resolution 4);
- 22,500,000 Performance Rights to Mr Mark Purcell or his nominated Associate (Resolution 5); and
- 10,000,000 Options to Mr David Mason or his nominated Associate (Resolution 6).

Summary of material terms of the Director Performance Rights

The Director Performance Rights will automatically convert into Shares on the date that the performance conditions summarised below (**Performance Conditions**) are satisfied. The Director Performance Rights will be issued for nil consideration, will not be listed and will otherwise be subject to the terms of the Plan set out in Annexure A.

The Performance Conditions are as follows:

- 50% of the respective Director's Director Performance Rights (i.e., an aggregate of 14,250,000 Performance Rights) will vest upon Shares trading at a VWAP over a consecutive 10-day period above \$0.05 (**Tranche 1**); and
- 50% of the respective Director's Director Performance Rights (i.e., an aggregate of 14,250,000 Performance Rights) will vest upon Shares trading at a VWAP over a consecutive 10-day period above \$0.07 (**Tranche 2**).

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Summary of the Director Options

The Director Options will:

- be unquoted;
- have an exercise price of \$0.03;
- have an expiry date that is three years from their date of issue or such earlier date as Mr Mason ceases to be a Director of the Company in the event of his resignation; and
- be issued subject to having received Shareholder approval,

and will otherwise be subject to the terms of the Plan set out in Annexure A.

Listing Rule 10.14

Listing Rule 10.14 provides that a company must not issue or agree to issue Equity Securities under an employee incentive scheme (such as the Plan) to a Director or their Associates without Shareholder approval. An Equity Security includes a convertible security or a right to an unissued share, such as the Director Performance Rights and the Director Options (together, the **Director Securities**).

Accordingly, the Company seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Director Securities to the Directors or their nominated Associates.

If Resolutions 2 to 6 are passed, the Company will proceed with the issue and the Directors or their nominated Associates will receive their respective Director Securities in accordance with the terms of the Plan.

Shareholders should be aware that if Shareholder approval is obtained under Listing Rule 10.14, further approval for the issue of the Director Securities is not required under Listing Rule 7.1 (Listing Rule 7.2, Exception 14) or under Listing Rule 10.11 (Listing Rule 10.12, Exception 8).

Further, if Shareholder approval is obtained under Listing Rule 10.14, further approval for the issue of Shares upon the respective performance milestone or exercise condition being met will not be required pursuant to Listing Rule 10.11 (Listing Rule 10.12, Exception 7).

If Resolutions 2 to 6 are not passed, the Director Securities will not be issued to the Directors or their nominated Associates.

Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party.

The Directors are each a Related Party of the Company. In accordance with section 208 of the Corporations Act, to give a financial benefit to a Related Party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board (in the absence of the relevant Director regarding their respective issue) has formed the view that Shareholder approval under sections 208 and 195(4) of the Corporations

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Act is not required for the proposed issue of the Director Securities pursuant to Resolutions 3 to 6, on the basis that the benefits constitute reasonable remuneration that is consistent with the Directors' engagement with the Company and, therefore, the exception in section 211 of the Corporations Act applies to Resolutions 3 to 6. Section 211 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the Related Party's circumstances.

Having considered the circumstances of the Company and the circumstances of the Directors to receive the Director Securities, the Board (in the absence of the relevant Directors regarding their respective issue) considers that the financial benefits conferred by the grant of the Director Securities to the Directors is reasonable in the circumstances, and therefore the exception in section 211 applies because:

- they are a cost effective and efficient means for the Company to remunerate its Directors, as opposed to alternative forms of incentive, such as the payment of additional cash compensation;
- they reflect the extensive experience, track record and reputation that each Participating Director has within the resources industry;
- in respect of the Director Performance Rights, the expiry date is five (5) years from the date of issue and there are terms which accelerate the expiry of the Director Performance Rights if a Director ceases their engagement with the Company;
- in respect of the Director Options, the expiry date is three years from the date of issue;
- the issue of Director Securities will ensure that the remuneration offered is competitive with market standards and practice. The Board has considered the proposed number of Equity Securities to be granted and ensured that the Directors' overall remuneration is in line with market practice; and
- the issue of the Director Securities will retain and ensure continuity of service of the Directors, who each have appropriate knowledge and expertise while maintaining the Company's cash reserves for other preferred uses.

Section 200E – Termination Benefits

The Corporations Act restricts the Company from giving certain “benefits” to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term “benefit” is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the Plan.

Under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Equity Securities. As a result of this discretion, the Board has the power to determine that some or all of a participant's Equity Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Equity Securities, including as a result of death or total permanent disability.

The exercise of this discretion by the Board may constitute a Termination Benefit for the purposes of the Corporations Act. Accordingly, Resolutions 3 to 6 also seeks Shareholder

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approval, for the Company to potentially provide these Termination Benefits to participants in the Plan.

For the purposes of Listing Rule 10.15 and sections 200E and 219 of the Corporations Act, the following information is provided in respect of Resolutions 3 to 6:

Name of the person	<p>If Resolution 3 is passed, 3,000,000 Performance Rights will be issued to Mr Brian Moller or his nominated Associate.</p> <p>If Resolution 4 is passed, 3,000,000 Performance Rights will be issued to Mr Andrew Gladman or his nominated Associate.</p> <p>If Resolution 5 is passed, 22,500,000 Performance Rights will be issued to Mr Mark Purcell or his nominated Associate.</p> <p>If Resolution 6 is passed, 10,000,000 Options will be issued to Mr David Mason or his nominated Associate.</p>
Which category in Listing Rules 10.14.1 – 10.14.3 the person falls within and why	Each Director is a person falling within the prescribed category set out in Listing Rule 10.14.1 and their Associates fall within Listing Rule 10.14.2.
Number and class of securities proposed to be issued to the person	<p>If Resolution 3 is passed, 3,000,000 Performance Rights will be issued to Mr Brian Moller or his nominated Associate.</p> <p>If Resolution 4 is passed, 3,000,000 Performance Rights will be issued to Mr Andrew Gladman or his nominated Associate.</p> <p>If Resolution 5 is passed, 22,500,000 Performance Rights will be issued to Mr Mark Purcell or his nominated Associate.</p> <p>If Resolution 6 is passed, 10,000,000 Options will be issued to Mr David Mason or his nominated Associate.</p>
Details of the director's current total remuneration package	<p>Mr Moller currently receives fixed remuneration of \$50,000 per annum (inclusive of statutory superannuation) for his services as Non-Executive Director.</p> <p>Mr Gladman currently receives fixed remuneration of \$50,000 per annum (inclusive of statutory superannuation) for his services as Non-Executive Director.</p> <p>Mr Purcell currently receives fixed remuneration of \$300,000 per annum (exclusive of statutory superannuation) for his services as Managing Director.</p> <p>Mr Mason currently receives fixed remuneration of \$50,000 per annum (inclusive of statutory superannuation) for his services as Non-Executive Director.</p>
Number of securities previously issued under the scheme and the average acquisition price paid for those securities	None of the Directors have been issued securities under the Plan previously.

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If the securities are not ordinary securities, provide a summary of the material terms of the securities, an explanation as to why that type of security is being used and the value the entity attributes to that security and its basis

A summary of the material terms of the Director Performance Rights is set out above this table under the heading “**Summary of material terms of the Director Performance Rights**”.

A summary of the material terms of the Director Options is set out above this table under the heading “**Summary of material terms of the Director Options**”.

The Company has proposed to issue the Director Securities to reward and incentivise the Directors as Directors to contribute to the growth of the Company. The Company believes that the grant of the Director Securities provides a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g., increased remuneration).

In respect of the Director Performance Rights, it is also considered that the conditions attached to the Director Performance Rights, which will determine whether how many (and if at all) of the Director Performance Rights vest, is dependent upon a concomitant increase in the value of the Company generally.

The Company has obtained an independent valuation of the Director Securities utilising a underlying share price of \$0.017, being the closing Share price on 19 August 2025 (being the date of the valuation).

Item	Director Performance Rights		Director Options
	Tranche 1	Tranche 2	
Underlying Share price	\$0.017	\$0.017	\$0.017
Exercise price	Nil	Nil	\$0.030
Term	5 years	5 years	3 years
Risk-free rate	3.632%	3.632%	3.413%
Dividend yield	Nil	Nil	Nil
Volatility (rounded)	95.0%	95.0%	100.0%
VWAP hurdle	10-day VWAP ≥\$0.050	10-day VWAP ≥\$0.070	N/A
Number of Director Securities	14,250,000	14,250,000	10,000,000
Value per Director Security	\$0.0149	\$0.0139	\$0.0088
Total value	\$212,325	\$198,075	\$88,000

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	<p>As such, the total value per the above valuation of the Director Securities for each of the Directors is:</p> <p>(a) Brian Moller: \$43,200;</p> <p>(b) Andrew Gladman: \$43,200;</p> <p>(c) Mark Purcell: \$324,000; and</p> <p>(d) David Mason: \$88,000.</p> <p>Please note that the Director Securities will be valued on the date of Shareholder approval and the above is provided as a guide only.</p>
The date or dates on or by which the entity will issue the securities to the person under the scheme	The Director Securities will be issued as soon as possible following the Meeting, but in any event, no later than three years of the date of the Meeting.
The price at which the entity will issue the securities to the person under the scheme	The Director Securities will be issued for nil consideration as they are being issued to remunerate the Directors.
Summary of the material terms of the scheme	A summary of the Plan, under which the Director Securities are to be issued, is set out in Annexure A.
Summary of the material terms of any loan that will be made to the person in relation to the acquisition	No loan will be provided to the Directors in relation to the Director Securities.
Statement for the purpose of Listing Rule 10.15.11	<p>Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who will become entitled to participate in an issue of securities under the Plan after Resolutions 3 to 6 are approved (should it be approved) and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p>
Explanation of the termination benefits	Under the terms of the Plan and subject to the Listing Rules, the Board possesses various discretions, including to determine that some or all of a participant's Equity Securities will not lapse in the event of a participant ceasing employment or office before the vesting of their Equity Securities, including as a result of death or total permanent disability. It also enables the Board to exercise its discretion to deem some or all Director Securities to be forfeited

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	<p>and/ or waive any vesting or exercise conditions attaching to those Director Securities in the event of cessation of employment or engagement by the Company.</p> <p>As noted above, the exercise of these discretions by the Board will constitute a “benefit” for the purposes of the restrictions contained in the Corporations Act’s regarding Termination Benefits.</p>
Value of the termination benefits	<p>Various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the Plan and, therefore the value of the Termination Benefits cannot be determined in advance.</p> <p>The value of a particular benefit resulting from the exercise of the Board’s discretion under the Plan will depend on factors such as the Share price at the time of the exercise of this discretion and the number of Director Securities that the Board decides to will not be forfeited and/ or waive the vesting or exercise conditions in respect of. Some of the factors that may affect the value of the Termination Benefits are as follows:</p> <ul style="list-style-type: none"> (a) the nature and extent of any vesting conditions or exercise conditions waived by the Board; (b) the number of vesting conditions that have been satisfied at the time that the Board exercises this discretion; and (c) the number of unexercised Director Securities that the participant holds at the time that this discretion is exercised.

The Directors, other than the relevant Director in respect of their respective Resolution, recommend that Shareholders vote in favour of Resolutions 3 to 6.

The Chair intends to vote all undirected proxies in favour of Resolutions 3 to 6.

Resolution 7 – Approval of changes to the Company’s Constitution

A company may modify or repeal its constitution or a provision of its constitution by Special Resolution.

Resolution 7 seeks Shareholder approval to modify the Constitution in light of, among other things, changes to law in relation to virtual meetings and to generally update the constitution for greater consistency with modern corporate governance practice, the Listing Rules and the Corporations Act.

A summary of the key changes proposed to be made to the Constitution are as follows:

- **Virtual Meetings:** Provisions have been inserted to provide that members attending virtually or at linked venues via real-time communication are deemed to be present and have full participation rights. If a technical issue arises that prevents participation, the Chair has discretion to continue or adjourn the meeting to resolve the issue.

These provisions have been proposed to support flexible, accessible meeting formats (such as virtual or hybrid meetings), ensure procedural fairness and provide a practical mechanism to manage disruptions caused by technology failures.

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- **Direct Voting:** Provisions have been inserted to permit Shareholders to submit their voting intentions ahead of a meeting without attending in person or by proxy.

These provisions have been proposed to provide greater flexibility and accessibility for shareholder participation.

- **Validity of proxies received electronically:** A provision has been inserted to provide that a proxy submitted electronically will be considered valid and properly signed by the Shareholder if it includes a company-issued identification code, is verified by a method approved by the Directors or is otherwise authenticated under the Corporations Act.

This provision has been proposed to ensure legal validity of proxies while facilitating the use of electronic communications in proxy voting.

- **In-specie distribution:** Provisions have been inserted to allow the Company to issue securities in another company to Shareholders as part of a reduction of capital. Under these provisions, Shareholders will be deemed to automatically agree to become members of that other company and appoint the Directors to complete the paperwork for the transfer. For impractical distributions, the Directors may elect to provide cash instead.

These provisions have been proposed to enable the Company to undertake corporate restructures efficiently, without requiring individual shareholder action, while also avoiding complications from distributing low-value or illiquid assets

- **Restricted Securities:** The Listing Rules requires certain provisions to be included in a company's constitution for that company to issue restricted securities.

The relevant Listing Rules dealing with restricted securities were amended in December 2019 and the amended constitution seeks to align with the express requirements of the Listing Rules.

Although the Company does not have any restricted securities on issue and is not proposing to issue any restricted securities in the near future, the Board proposes to include the provisions set out in Listing Rule 15.12 into its Constitution so that it may issue such securities if, at any point, the Company wishes to do so.

- **Increase cap to 10%:** Section 1100V of the Corporations Act imposes a 5% issue cap on the total number of securities that may be issued for monetary consideration in connection with an employee share scheme (such as the Plan).

The proposed changes to the Constitution increases this issue cap from 5% to 10%, allowing the Company to have more flexibility to issue more securities for consideration under the Plan.

- **Changes to align with updates to the Listing Rules and the Corporations Act:** Various changes have been made throughout the Constitution to align the provisions with the content set out in the Listing Rules or the Corporations Act that have been updated over the past few years.

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A mark-up of the Company's Constitution showing the changes proposed by this Resolution 7 is available to view at www.newpeak.com.au/corporate-governance.

If Resolution 7 is passed, the modified Constitution will become the Constitution of the Company and will be lodged with ASIC. If the amendments are not approved by Shareholders, then no amendments will be made to the Constitution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 and advise that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Resolution 8 – Renewal of proportional takeover provisions

Rule 74 of the Constitution (which will become Rule 75 if Resolution 7 is passed) contains provisions dealing with Shareholder approval requirements in the event of a proportional takeover bid for the Company's securities. A 'proportional takeover bid' means a takeover bid that is made or purports to be made for securities included in a class of securities in the Company. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

The Corporations Act provides that proportional takeover bid provisions cease to apply at the end of three years from their adoption (or last renewal), but that they may be renewed by Special Resolution of the company's shareholders.

The proportional takeover bid provisions were last approved on 28 November 2022.

Accordingly, the Company is seeking Shareholder approval to renew the proportional takeover provisions for the statutory period of three years after the date of the Meeting.

The effect of the proposed provisions to be renewed is that where offers have been made under an off market bid in respect of shares included in a class of securities in the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the off market bid is prohibited unless and until a resolution to approve an off market bid is passed by holders of that class of securities.

If a proportional takeover bid is made, the Directors must ensure that holders of securities vote on a resolution to approve the bid more than 14 days before the bid period closes. The vote is decided by a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

The proportional takeover provisions do not apply to full takeover bids and only apply for three years after the date of approval. If Shareholders approve the renewal of the proportional takeover provisions on the same terms as previously contained in rule 74 of the Constitution, by passing the Special Resolution in relation to Resolution 8 in accordance with

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Part 6.5 of the Corporations Act, the proportional takeover provisions will operate for a period of three years from the date of the Meeting. The provisions may be further renewed, but only by further Shareholder approval.

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The proportional takeover provisions lessen these risks as they allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

While the renewal of the proportional takeover provisions will allow the Directors to ascertain Shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover provisions have no other potential advantages or disadvantages for them (other than in their capacity as Shareholders). Directors remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proposed renewal of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proposed renewal of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

The Directors consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh the potential disadvantages. In particular, Shareholders are able to decide whether or not a proportional takeover bid should be permitted to proceed.

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There were no takeover bids (proportional or otherwise) for the Company since the provisions were last renewed. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the proportional takeover provisions for the Directors and Shareholders of the Company. However, while the Directors have no knowledge of this, theoretically it is possible that the existence of such provisions following the last renewal have resulted in such a proportional takeover not being made.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8 and advise that they intend to vote any Shares that they own or control in favour of Resolution 8.

The Chair intends to vote all undirected proxies in favour of Resolution 8.

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Glossary

10% Additional Placement Capacity means Equity Securities issued by the Company pursuant to Listing Rule 7.1A.

15% Placement Capacity means the restriction on the issue of equity securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the number of ordinary shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

AEST means Australian Eastern Standard Time.

Associate has the meaning given to that term in the Listing Rules.

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

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

Company means NewPeak Metals Limited ACN 068 958 752.

Constitution means the constitution of the Company.

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

Directors means the directors of the Company as at the date of this Explanatory Memorandum.

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

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

Key Management Personnel has the meaning given to that term in the Corporations Act.

Listing Rules means the listing rules of the ASX.

Meeting means the general meeting of Shareholders convened by the Notice of Meeting.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Performance Rights means the right to be issued one (1) Share subject of the terms of issue of that performance right.

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

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution referred to in this Notice of Meeting.

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

Shareholder means a holder of a Share.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

VWAP means volume weighted average price.

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Annexure A – Summary of Employee Awards Plan

Overview	<p>The Employee Awards Plan (Plan) is extended to eligible persons of the Company as the Board may in its discretion determine (Eligible Persons).</p> <p>The Plan is a long term incentive aimed at creating a stronger link between both an Eligible Person's performance and reward, whilst increasing Shareholder value in the Company.</p>
Eligible Person and Eligible Associate	<p>An Eligible Person is a Director, employee, contractor or prospective participant of the Company or an associated body corporate or a person who is otherwise a primary participant who the Board, in its discretion, determines to be eligible to participate in the Plan.</p> <p>An Eligible Associate is:</p> <ul style="list-style-type: none">(a) an immediate family member of an Eligible Person;(b) a company whose members comprise no persons other than the Eligible Person or immediate family members of the Eligible Person;(c) a corporate trustee of a self-managed superannuation fund (within the meaning of the <i>Superannuation Industry (Supervision) Act 1993</i>) where the Eligible Person is a director of the corporate trustee; and/or(d) a person who is an associate of the Eligible Person within the meaning of "associate" in section 318 of the <i>Income Tax Assessment Act 1936</i> (Cth).
Participant	<p>An Eligible Person or an Eligible Associate who accepts an offer to participate in the Plan is a Participant.</p>
Acceptance of Offer to Participate in the Plan	<p>An offer to participate in the Plan may be accepted by an Eligible Person (to whom the offer is made):</p> <ul style="list-style-type: none">(a) by delivering to the Company written acceptance of the offer in the form determined by the Board and stated in the letter of offer;(b) by paying the issue price applicable to the offer in cleared funds; and(c) in accordance with the instructions that accompany the offer, or in any other way that the Board determines. <p>An Eligible Person who receives an offer may renounce the offer in favour of the offer being made to an Eligible Associate.</p>
Performance Hurdles	<p>The Board will determine, in its absolute discretion, whether any performance hurdles or other conditions (including as to time) will be required to be met before the Awards which have been granted under the Plan can vest (Performance Hurdles).</p> <p>Awards will vest upon:</p> <ul style="list-style-type: none">(a) the satisfaction of the Performance Hurdles;(b) the waiver of the Performance Hurdles by the Board; or

Explanatory Memorandum

	<p>(c) the deemed satisfaction of the Performance Hurdles in accordance with the Plan,</p> <p>and when a vesting notice in respect of that Award has been given to the Participant (if applicable).</p>
Issue Price	<p>The issue price for an Award will be an amount determined by the Board, in its sole discretion, and shall be payable by a Participant at the time that the Participant accepts the Offer.</p> <p>For the avoidance of doubt, the issue price may be nil.</p>
Exercise Price	<p>The exercise price of a Performance Right or Option will be an amount determined by the Board, in its sole discretion, and shall be payable by a Participant on the exercise of a vested Performance Right or Option.</p> <p>For the avoidance of doubt, the exercise price may be nil.</p>
Award Period	<p>The terms for exercise, including the award period, are stated in the letter of offer.</p>
Lapse	<p>An Award lapses, to the extent that it has not been exercised, on the earlier to occur:</p> <ul style="list-style-type: none"> (a) the date that the award period expires; (b) the date on which the Board makes a determination that a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to the Company or an associated body corporate; (c) the date on which the Board allots and issues such number of Shares in respect of Awards that have been exercised; (d) the date that is 6 months from the actual change in control of the Company unless the Board determines otherwise; (e) if an Eligible Person's employment or engagement with the Company ceases because of: <ul style="list-style-type: none"> (1) death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or associated body corporate; (2) forced early retirement, retrenchment or redundancy; or (3) such other circumstances which results in a Eligible Person leaving the employment of or ceasing their engagement with the Company or associated body corporate and which the Board determines is an Uncontrollable Event, <p>(each an Uncontrollable Event), the last day of:</p> <ul style="list-style-type: none"> (4) the award period; or (5) the 6 month period from the date of cessation of employment or engagement (or such other period determined by the Board in its absolute discretion); and

Explanatory Memorandum

	<p>(f) if an Eligible Person's employment or engagement with the Company ceases for reasons other than due a Uncontrollable Event (Controllable Event), the date:</p> <p>(1) of the Controllable Event; or</p> <p>(2) determined by the Board in its absolute discretion.</p>
Rights and restrictions of Awards	<p>(a) Performance Rights and Options issued pursuant to the Plan have no rights to dividends or other distributions and no rights to vote at meetings of the Company until that Performance Right or Option is exercised and the holder of the Performance Rights and/or Options is a Shareholder in the Company.</p> <p>(b) Performance Rights and Options issued pursuant to the Plan have no participating rights or entitlements in pro rata issues of securities to Shareholders by way of bonus issues until that Performance Right or Option is exercised and the holder of the Performance Rights and/or Options is a Shareholder in the Company as at the date for determining entitlements under such bonus issue.</p> <p>(c) In the event of a pro rata issue (except a bonus issue) made by the Company during the award period of the Options or of any unexercised Performance Right (and such Performance Right has an exercise price above nil) the Company may adjust the exercise price in accordance with the formula in the terms of the Plan (being the formula set out in Listing Rule 6.22.2 as at the date of this Notice of Meeting). All Awards allotted under the Plan will upon allotment rank <i>pari passu</i> in all respects with other Awards of the same class, except as set out in the Plan.</p> <p>(d) If there are certain variations of the share capital of the Company (including winding up, sub-division, consolidation or a reduction or return in share capital), the Board may make such adjustments to the entitlement of Participants as it considers appropriate, including to the extent necessary to comply with the Listing Rules including on the reorganisation of capital at the time of the reorganisation.</p> <p>(e) Performance Rights and Options will not be quoted on the ASX. The Company will use its best endeavours to apply for quotation and listing of any Shares issued under the Plan (including upon exercise of Performance Rights and Options) on the ASX.</p> <p>(f) An Award does not confer on the Participant the right to participate in a new issues of securities by the Company.</p>
Assignability	<p>The Board may implement any procedure it considers appropriate (including specifying a holding lock on the transfer of Shares or refusing to register a transfer) to restrict a Participant from disposing of any Awards acquired under this Plan.</p>
Administration	<p>The Plan is administered by the Board, which has the discretion to determine appropriate procedures for its administration, resolve questions of interpretation of the Plan or the terms of allotment of any Award and waive, in whole or in part, any part of the terms of allotment of any</p>

Explanatory Memorandum

	Award. The Board may delegate its powers and discretions under the Plan.
Change of Control	<p>(a) Where there is a Change of Control Event, any unvested or unexercised Awards will automatically vest or become exercisable prior to the effective date of the Change of Control Event or such earlier date determined by the Board in its absolute discretion.</p> <p>(b) Where the Board determines that a Change of Control Event is likely to occur, the Board may determine the manner in which any or all of the Awards will be dealt with, provided that such manner does not include the lapsing or forfeiture of unvested or unexercised Awards for less than the full vesting period and the Performance Hurdles applicable to such Awards.</p> <p>(c) Notwithstanding the above, the Board may specify a particular treatment that will apply to unvested or unexercised Awards in the context of a Change of Control Event in the letter of offer.</p> <p>A Change of Control Event means any of the following:</p> <p>(a) the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the Corporations Act;</p> <p>(b) the commencement of a bid period (as defined in the Corporations Act) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid;</p> <p>(c) when a person or group of associated persons having a relevant interest in, subsequent to the adoption of the Plan, sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where such ability was not already held by a person associated with such person or group of associated persons; or</p> <p>(d) that, in the Board's opinion, is likely to result in, or should otherwise be treated as, a change in the control of the Company.</p>
Amendments	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan, including (without limitation) the terms and conditions upon which any Awards have been granted under the Plan (which may include, the waiver of the Performance Hurdles) and determine that any amendments to the terms of the Plan be given retrospective effect.</p> <p>No amendment to any provision of the Plan may be made if the amendment materially adversely affects the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants who between them hold not less than 75% of the total number of affected Awards.</p>
Termination and suspension	The Plan may be terminated or suspended at any time by resolution of the Directors and notification to the ASX in accordance with the Listing Rules.



LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

NewPeak Metals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of NewPeak Metals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (Brisbane time) on Thursday, 9 October 2025 at m+h Private, Level 1, 371 Queen Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 3, 4, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3, 4, 5 & 6 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratify the issue of 7,071,593 Shares for the Tansey Gold Project acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to issue 22,500,000 Performance Rights to Mr Mark Purcell or his nominated Associate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of the Employee Awards Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval to issue 10,000,000 Options to Mr David Mason or his nominated Associate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue 3,000,000 Performance Rights to Mr Brian Moller or his nominated Associate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of changes to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue 3,000,000 Performance Rights to Mr Andrew Gladman or his nominated Associate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Renewal of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Tuesday, 7 October 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

NewPeak Metals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR PARTICIPATION.

For personal use only