



DART MINING NL  
ACN 119 904 880

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Held online as a virtual meeting

**This is an important document. Please read it carefully.**

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

## Notice of October 2025 Extraordinary General Meeting

Dart Mining NL ABN 84 119 904 880 (Company or Dart) is holding an Extraordinary General Meeting (EGM) online as a virtual meeting at 11:00 am (Sydney time) on 8 October 2025. Shareholders may participate in the EGM by connecting to a zoom meeting which will include the facility for shareholders to observe, make comments, or ask questions in relation to the business of the meeting, and to vote.

If you wish to attend the EGM, you must register. You can then join the EGM in one of two ways:

1. If your e-mail address has been provided to Dart for you to receive communications by e-mail: by clicking on this link:  
  
2. <https://zoom.us/meeting/register/fwmgopSJSvWcsfNaunymg>  
You will then be asked to register for the EGM.
3. If your e-mail address has not been provided to Dart: to register for the EGM, go to [www.zoom.us](http://www.zoom.us) then select 'join a meeting' and enter the following meeting ID: 966 5897 3132

You may register at any time up to 11.00am (AEST) on 7 October 2025, being 24 hours before the appointed time of the EGM.

All resolutions at the Extraordinary General Meeting will be decided based on a poll rather than by a show of hands. Shareholders are however strongly encouraged to lodge a directed Proxy Form prior to the meeting. Shareholders will not be able to physically attend the Extraordinary General Meeting.

If you have any difficulty, please e-mail the Company Secretary: [jedwards@dartmining.com.au](mailto:jedwards@dartmining.com.au).

## Ordinary Business of the Meeting

### Resolution 1: Ordinary Resolution – Ratification of Tranche 1 Placement Shares

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the ratification of the prior issue of 176,470,588 fully paid ordinary shares at an issue price of \$0.0017 per share (on a pre-Consolidation basis), on the terms set out in the Explanatory Statement.”

#### Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A Tranche 1 August 2025 Placement Participant;
- A person who is expected to participate in, or who will obtain a material benefit because of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

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

### Resolution 2: Ordinary Resolution – Approval of Tranche 2 Placement Shares

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.1 and all other purposes, that Shareholders approve the issue of 1,505,882,353 fully paid ordinary shares at an issue price of \$0.0017 per share (on a pre-Consolidation basis), on the terms set out in the Explanatory Statement.”

#### Voting Exclusion Statement

A voting exclusion applies to this Resolution 2. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A Tranche 2 August 2025 Placement Participant;
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

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

### Resolution 3: Ordinary Resolution – Approval of Tranche 1 Placement Options

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.1 and all other purposes, and subject to passing Resolution 1, Shareholders approve the issue of 88,235,294 Placement Options, with an exercise price of \$0.0034 (on a pre-Consolidation basis), expiring on 31 October 2028, on the terms set out in the Explanatory Statement.

#### Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any August 2025 Tranche 1 Placement Participants;
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

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

### Resolution 4: Ordinary Resolution – Approval of Tranche 2 Placement Options

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.1 and all other purposes, and subject to passing Resolution 2, that Shareholders approve the issue of 752,941,177 Placement Options, with an exercise price of \$0.0034 (on a pre-Consolidation basis), expiring on 31 October 2028, on the terms set out in the Explanatory Statement.

#### Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any August 2025 Tranche 2 Placement Participants;
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

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

### **Resolution 5: Ordinary Resolution – Approval of Advisor Options to Oakley Capital Partners Pty Ltd**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.1 and all other purposes, that Shareholders approve the issue of 420,588,236 Advisor Options with an exercise price of \$0.0034 (on a pre-Consolidation basis) and expiration date of 31 October 2028 to Oakley Capital Partners Pty Ltd (or its nominee), on the terms set out in the Explanatory Statement."

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Oakley Capital Partners Pty Ltd (or its nominee) and any associates. However, this does not apply to a vote cast in favour of a resolution by:

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

### **Resolution 6: Ordinary Resolution – Approval of Advisor Options to Zerp Capital Pty Ltd**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.1 and all other purposes, that Shareholders approve the issue of 420,588,235 Advisor Options with an exercise price of \$0.0034 and expiration date of 31 October 2028 (on a pre-Consolidation basis) to Zerp Capital Pty Ltd (or its nominee), on the terms set out in the Explanatory Statement."

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of the Resolution 6 by or on behalf of Zerp Capital Pty Ltd (or its Nominee) and any associates. However, this does not apply to a vote cast in favour of a resolution by:

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

### **Resolution 7: Ordinary Resolution – Approval of Advisor Options to Reign Advisory Pty Ltd**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.1 and all other purposes, that Shareholders approve the issue of 30,000,000 Advisor Options with an exercise price of \$0.0034 (on a pre-Consolidation basis) and expiration date of 31 October 2028 to Reign Advisory (or its nominee), on the terms set out in the Explanatory Statement."

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Reign Advisory Pty Ltd or its Nominee) and any associates. However, this does not apply to a vote cast in favour of a resolution by:

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

#### **Resolution 8: Ordinary Resolution – Issue of 2025B Director Options to Richard Udovenya**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,500,000 2025B Director Options (on a pre-Consolidation basis) in the Company to Richard Udovenya, Non-Executive Director of the Company (or his nominee), on the terms set out in the Explanatory Statement.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 8. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Mr. Richard Udovenya (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) any associates of those persons

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

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

#### **Resolution 9: Ordinary Resolution – Issue of 2025B Director Options to Dean Turnbull**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,500,000 2025B Director Options (on a pre-Consolidation basis) in the Company to Non-Executive Director Dean Turnbull (or his nominee), on the terms set out in the Explanatory Statement.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 9. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Mr. Dean Turnbull or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) any associates of those persons

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

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

#### **Resolution 10: Ordinary Resolution – Issue of 2025B Director Options to James Chirside**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 22,000,000 2025B Director Options (on a pre-Consolidation basis) in the Company to Executive Chairman & Managing Director James Chirside (or his nominee), on the terms set out in the Explanatory Statement.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 10. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Mr. James Chirside (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) any associates of those persons

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

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

#### **Resolution 11: Ordinary Resolution – Issue of 2025B Director Options to Terrence Bates**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,500,000 2025B Director Options (on a pre-Consolidation basis) in the Company to Non-Executive Director Terrence Bates (or his nominee), on the terms set out in the Explanatory Statement.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 11. The Company will disregard any votes cast in favour of these resolutions by or on behalf of:

- a) Mr. Terrence Bates (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) any associates of those persons

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

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

#### **Resolution 12: Ordinary Resolution – Issue of 2025 Director Options to Terrence Bates**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:  
"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 11,000,000 2025 Director Options (on a pre-Consolidation basis) in the Company to Non-Executive Director Terrence Bates (or his nominee), on the terms set out in the Explanatory Statement."

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 12. The Company will disregard any votes cast in favour of these resolutions by or on behalf of:

- a) Mr. Terrence Bates (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) any associates of those persons

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

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

#### **Resolution 13: Consolidation of Capital**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, in accordance with section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on a 1 for 15 basis (with fractional entitlements rounded down to the nearest whole number), with all prior resolutions expressed on a pre-consolidation basis."

**No voting exclusions apply to Resolution 13.**



# Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Dart Mining NL (**Dart Mining** or **the Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Extraordinary General Meeting of the Company. The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact Dart Mining or seek advice from your professional advisors.

Important Information

Any references to Securities in this Explanatory Statement however described (i.e., Shares, Director Options, Advisor Options, Broker Options, etc) are made on a **Pre-Consolidation Basis**, unless when specifically referenced to the contrary, for example as contained in the explanatory notes provided with respect to Resolution 13 that deals with the Resolution that proposes that Shareholders approve the consolidation of the Company’s issued capital on a 1 to 15 basis.

## Resolution 1: Approval of August 2025 Tranche 1 Placement Shares

On 13 August 2025, the Company announced a placement to raise approximately \$2.86 million before costs (**August 2025 Capital Raise**), through the issue of 1,682,352,941 fully paid ordinary shares (**Placement Shares**) at \$0.0017 per share, with Participants being eligible to subscribe for 1 Option (exercise price \$0.0034 and having an expiration date of 31 October 2028) for every 2 Placement Shares. Based on the Company’s issue capacity, the capital raise is being conducted in two tranches. The first tranche involved the Company issuing 176,470,588 Shares to Placement Participants.

Resolution 1 seeks ratification under Listing Rule 7.4 for the issue of the 176,470,588 Shares to Placement Participants.

Resolution 1 seeks to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company’s capacity to issue securities which amount to no more than 15% (or 10% in the case of ASX Listing Rule 7.1A) of the Company’s issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1 and 7.1A. The effect of the ratification proposed by Resolution 1 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which ‘refreshes’ the Company’s 15% placement capacity, and the separate 10% ASX Listing Rule 7.1A capacity that the Company continues to have available from the 2024 AGM.

ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively ‘refreshing’ the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake an acquisition using it securities as consideration, to conduct a capital raising, or for other purposes.

- In the event that Resolution 1 is not passed, the Company will not have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 and accordingly these securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity and 10% ASX Listing Rule 7.1A capacity.
- Where Resolution 1 is passed, the Company will have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4, and accordingly, these securities will not continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity and full 10% ASX Listing Rule 7.1A capacity.

The Company provides the following information with respect to Resolution 1 pursuant to ASX Listing Rule 7.5:

Number of Securities	176,470,588 Fully Paid Ordinary Shares
Price	\$0.0017 per share (\$300,000)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
Date of issue	26 August 2025
Persons Issued To	Sophisticated and professional investors introduced to the Company by Oakley Capital Partners Pty Ltd and Zerp Capital Pty Ltd.  None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company or an associate of any of these parties.
Purpose of Issue / Use of Funds	The Company will apply the funds raised towards diamond drilling at the Triumph Gold Project, project generation and general working capital.
Material Terms of Relevant Agreement	None.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

## Resolution 2, 3 and 4: Ratification and Approval of Placement Shares and Placement Options

### Background

To complete the August Placement, Shareholder approvals are required as the Placement was conducted in two tranches:

- Tranche 1 Shares, being Shares issued under the Company's then existing Listing Rule 7.1 capacity, and their ratification under Listing Rule 7.4 (and all other purposes) which were the subject of Resolution 1.

- Tranche 2 includes remaining securities required to be issued to complete the Company's obligations to Placement Participants under the August Share Placement, which are subject to first obtaining Shareholder approvals for the purposes of Listing Rule 7.1 (and all other purposes).

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

Following from above, under the terms of the August 2025 Capital Raise, Placement Participants are invited to subscribe for 1 new Option for each 2 Shares they subscribed for. Each Placement Option has an exercise price of \$0.0034 and an expiration date of 31 October 2028.

Resolution 3 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of the Tranche 1 Placement Options (named so for), being the relevant Placement Options attach to the Tranche 1 Placement Shares.

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of the Tranche 2 Placement Options.

#### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities (as defined in the ASX Listing Rules, which includes options and convertible 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.

The proposed issue of Shares and Options pursuant to these Resolutions 7 to 11 do not fall within any of the exceptions set out in ASX Listing Rule 7.2 and were not proposed to be issued pursuant to the 15% limit in ASX Listing Rule 7.1. The Company thus seeks approval of Shareholders under ASX Listing Rule 7.1.

To this end, Resolutions 2 to 7 seek Shareholder approval for the issue of the Options and Shares under and for the purposes of ASX Listing Rule 7.1. If Resolutions 2 to 7 are passed, the Company will be able to proceed with the issue of the Options and Shares. In addition, the issue of the Options and Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 2 to 7 are not passed, the Company will not be able to proceed with the issue of the Options and Shares as proposed.

The Company provides commentary on the effect of such failure below in respect of each resolution. The following Resolutions are each inter-conditional on the other:

- Resolutions 3 is subject to Resolution 1 passing; and
- Resolutions 2 is subject to Resolution 4 being passed.

If Resolution 1 is not passed then the Tranche 1 Options will not be issued as Resolution 3 will be considered to have failed, regardless of whether Resolution 3 has passed.

If Resolution 2 is not passed then the Tranche 2 Options shall not be issued as Resolution 4 will be considered to have failed, regardless of whether Resolution 4 passes.

This is to ensure that no attached Options will be issued in circumstances where the corresponding Shares have not been approved or vice-versa.

#### **Resolution 2: Ordinary Resolution to Approve the Issue of Placement Shares – Tranche 2**

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 to issue of the balance of the August 2025 Capital Raise, being 1,505,882,353 fully paid ordinary shares at an issue price of \$0.0017 per share to Placement Participants.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 2.

<b>Number of Securities</b>	1,505,882,353 Fully Paid Ordinary Shares
<b>Price</b>	\$0.0017 per share (\$2,560,000)
<b>Terms of Securities</b>	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
<b>Date of issue</b>	Within 3 months of the date of this Meeting.
<b>Persons Issued To</b>	Sophisticated and professional investors introduced to the Company by Zerp Capital Pty Ltd and Oakley Partners Capital Pty Ltd.  None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company or an associate of any of these parties.
<b>Purpose of Issue / Use of Funds</b>	The Company will apply the funds raised towards diamond drilling at the Triumph Gold Project, project generation and general working capital.
<b>Material Terms of Relevant Agreement</b>	None.
<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution.

#### **Resolution 3: Ordinary Resolution to Approve the Issue of Tranche 1 Placement Options**

Resolution 3 seeks approval under ASX Listing Rule 7.1 for the issue of the 88,235,294 Options to the Placement Participants. As noted above, Placement Participants were to receive Options on a 1 Option for every 2 Shares subscribed basis with an exercise price of \$0.0034 per Option expiring on 31 October 2028, subject to shareholder approval. The passing of this resolution is subject to passing Resolution 1. The Company intends to apply for their quotation.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 3.

<b>Name of recipients</b>	Sophisticated and professional investors introduced to the Company by Zerp Capital Pty Ltd and Oakley Partners Capital Pty Ltd.  None of the participants in this issue are related parties of the Company, nor members of the Company's key management personnel, a substantial holder in the Company, nor an associate of them.
<b>Number and class of securities to be issued</b>	88,235,294 Options each exercisable at \$0.0034 expiring on 31 October 2028.
<b>Material terms of the securities</b>	The Advisor Option terms are identical to the terms of the Tranche 1 and Tranche 2 Options, and general terms of these Options are further set out in Annexure B.
<b>Date by which securities will be issued</b>	The Options must be issued within three months of the Meeting.
<b>Price (or other consideration)</b>	Nil cash consideration as August 2025 Placement Participants are to receive Options on a 1 Option for every 2 Shares subscribed basis with an exercise price of \$0.0034 per Option expiring on 31 October 2028.  In the event the Tranche 1 Options are exercised, the Company will raise \$300,000 from these Option holders.
<b>Purpose of the issue</b>	The Options will be issued for nil cash consideration as part of the August 2025 Placement. The Company will apply the funds raised towards diamond drilling at the Triumph Gold Project, project generation and general working capital.
<b>Other material terms of agreement</b>	If shareholders do not approve Resolution 3 the Company will be required to pay to the relevant Placement Participants an amount in cash equivalent to the Black Scholes value of these Options.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.

#### Resolution 4: Ordinary Resolution to Approve the Issue of Tranche 2 Placement Options

Resolution 4 seeks approval under ASX Listing Rule 7.1 for the issue of the 752,941,177 Options to the Placement Participants. As noted above, Placement Participants were to receive Options on a 1 Option for every 2 Shares subscribed basis with an exercise price of \$0.0034 per Option expiring on 31 October 2028 subject to shareholder approval. The passing of this resolution is subject to passing Resolution 2. These Options are in the same class as the Tranche 1 Options, and the Advisor Options, and the Company intends to apply for their quotation.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 4.

<b>Name of recipients</b>	Sophisticated and professional investors introduced to the Company by Zerp Capital Pty Ltd and Oakley Partners Capital Pty Ltd.  None of the participants in this issue are related parties of the Company, nor members of the Company's key management personnel, a substantial holder in the Company, nor an associate of them.
<b>Number and class of securities to be issued</b>	752,941,177 Placement Options each exercisable at \$0.0034 expiring on 31 October 2028.
<b>Material terms of the securities</b>	The Tranche 2 Option terms are identical to the terms of the Tranche 1 Options, and general terms of these Options are further set out in Annexure B.
<b>Date by which securities will be issued</b>	The Options must be issued within three months of the Meeting.
<b>Price (or other consideration)</b>	Nil cash consideration as August 2025 Placement Participants are to receive Options on a 1 Option for every 2 Shares subscribed basis with an exercise price of \$0.0034 per Option expiring on 31 October 2028.  If the Tranche 2 Options are exercised, the Company will raise \$2,560,000 from these Option holders.
<b>Purpose of the issue</b>	The Options will be issued for nil cash consideration as part of the August 2025 Placement. The Company will apply the funds raised towards diamond drilling at the Triumph Gold Project, project generation and general working capital.
<b>Other material terms of agreement</b>	If shareholders do not approve Resolution 4 the Company will be required to pay to the relevant Placement Participants an amount in cash equivalent to the Black Scholes value of these Options.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.

### Resolution 5, 6 and 7 - Ordinary Resolution to Approve the Issue of Advisor Options

Resolution 5, 6 and 7 seeks approval under Listing Rule 7.1 for the issue of Advisor Options to

- Oakley Capital Partners Pty Ltd (Resolution 5) and Zerp Capital Pty Ltd (Resolution 6) for advisory services related to the August 2025 Capital Raise; and to

Reign Advisory Pty Ltd in part remuneration for providing ad-hoc general corporate advisory services (Resolution 7).

Refer above to further information on ASX Listing Rule 7.1.

The Advisor Options intended to be issued in the same class as the Placement Options, so their exercise price is \$0.0034 per Option with an expiration date of 31 October 2028, and as described, the Company intends to apply for the quotation of the Advisor Options.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 5, 6 and 7.

Name of recipients	<b>Resolution 5:</b> Advisor Options are to be issued to Oakley Capital Partners Pty Ltd (or its Nominee).
	<b>Resolution 6:</b> Advisor Options are to be issued to Zerp Capital Pty Ltd (or its Nominee).
	<b>Resolution 7:</b> Advisor Options are to be issued to Reign Advisory Pty Ltd (or its Nominee).
	None of the recipients in these issues are related parties of the Company, nor members of the Company's key management personnel, a substantial holder in the Company, nor an associate of them.
Number and class of securities to be issued	<ul style="list-style-type: none"> <li>• 420,588,236 Advisor Options for Resolutions 5 exercisable at \$0.0034 expiring 31 October 2028.</li> <li>• 420,588,235 Advisor Options for Resolutions 6 exercisable at \$0.0034 expiring 31 October 2028.</li> <li>• 30,000,000 Advisor Options for Resolutions 7 exercisable at \$0.0034 expiring 31 October 2028.</li> </ul>
Material terms of the securities	The Advisor Option terms are identical to the terms of the Tranche 1 and Tranche 2 Options, and the Company intends to apply for their quotation. Other general terms of these Options are further set out in Annexure B.
Date by which securities will be issued	The above Advisor Options must be issued within three months of the Meeting.
Price (or other consideration)	If all the Advisor Options in Resolution 5, 6 and 7 are exercised, then the Company will receive a total of \$2,962,000.
Purpose of the issue	<ul style="list-style-type: none"> <li>• <b>(Resolutions 5 &amp; 6)</b> The Company has agreed to issue for nil consideration, subject to shareholder approval, the relevant number of Advisor Options as part remuneration for the Brokers' support of the Company's August 2025 Placement.</li> <li>• <b>(Resolution 7)</b> The Company has agreed to issue for nil consideration, subject to shareholder approval, the relevant number of Advisor Options to Reign Advisory in recognition of past services rendered over 2025 to date.</li> <li>• With respect to the above, if the Company will apply any funds raised from the exercise of any or all the Options described above towards diamond drilling at the Triumph Gold Project, project generation and general working capital.</li> </ul>

Other material terms of agreement	<ul style="list-style-type: none"> <li>• Oakley Capital Partners Pty Ltd &amp; Zerp Capital Pty Ltd: If shareholders do not approve Resolution 5 and/or 6, then the Company will be required to pay to the respective Brokers an amount in cash equivalent to the Black Scholes value of these Options.</li> <li>• Reign Advisory Pty Ltd: If Shareholders do not approve Resolution 7, then the Company will have no further obligations to Reign Advisory in this regard.</li> </ul>
Voting Exclusion Statement	A voting exclusion statement applies to each of the above Resolutions.

### Resolutions – 8 to 12: 2025 Director Options and 2025B Director Options

The above resolutions all relate to seeking shareholder's approval under ASX Listing Rule 10.11 to issue incentive Options to Directors on similar though, in some ways distinct terms, to the other Options sought for approval to be issued in this Notice. Key differences are that these Director Options have vesting conditions and the Company intends for these to remain unlisted.

#### ASX Listing Rule 10.11.1

ASX Listing Rule 10.11.1 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Messrs Chirnside, Udovenya, Bates and Turnbull are related parties by virtue of being a director as set out in Listing Rule 10.11.1. Pursuant to Listing Rule 7.2 Exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1, and the issue of securities will not be included in the Company's 15% limit.

If any of Resolutions 8 to 12 are passed by Shareholders, the Company will issue 2025B Director Options to Messrs Chirnside, Udovenya, Turnbull and Bates, respectively (or their respective nominees). If any of Resolutions 8 to 12 are not passed by Shareholders, the Company will not issue 2025B Director Options to Messrs Chirnside, Udovenya and Turnbull and Bates, respectively (or their respective nominees). However, each of Resolutions 8 to 12 are separate and not contingent on the passing each other resolution.

Likewise, if Resolution 12 is passed by Shareholders, then the Company will issue the proposed 2025 Director Options to Mr Bates.

#### Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within exception set out in Sections 210 to 216 of the Corporations Act.

Having considered the circumstances of the Company and the related party as required by section 211 of the Corporations Act, the Directors (other than the Director of concern in each resolution) confirm that, in their opinion, the issue of Options represents reasonable remuneration to the directors, and



accordingly, the Company does not require shareholder approval pursuant to Chapter 2E of the Corporations Act.

#### Resolutions 8 - 11: Issue of 2025B Director Options

Resolutions 8 to 11 seek Shareholder approval under Listing Rule 10.11 for the approval for the issue of 2025B Director Options to Non-Executive Directors Richard Udovenya, Dean Turnbull, Terrence Bates and Executive Chairman and Managing Director James Chirnside.

The 2025B Director Options also have an exercise price of \$0.0034 and expiry date of 31 October 2028, and subject to shareholder approval, to be issued under ASX Listing Rule 10.11. The 2025B Director Options are issued under the Company's Employee Incentive Scheme (EIS).

The Company proposes to issue to the Directors a total of 38,500,000 2025B Director Options.

#### Material Terms of 2025B Director Options

A summary of the material terms of the 2025B Director Options are provided below.

Full Class Name	2025B Director Options
Exercise Price	\$0.0034 per Option
Expiry Date	31 October 2028
Vesting Conditions	<ul style="list-style-type: none"><li>One quarter of all 2025B Director Options will vest on their date of their issue;</li><li>One quarter of all 2025B Director Options vest on the date that is six (6) months following their issue;</li><li>One quarter of all 2025B Director Options vest on the date that is nine (9) months following their issue; and</li><li>One quarter of all 2025B Director Options vest on the date that is twelve (12) months following their issue.</li></ul> <p>However, unless otherwise determined by the Company, if the holder ceases to be an employee, contractor, or director, or an associate of an employee, contractor, or director, any Unvested Options lapse immediately on that event, and any Vested Options remain on issue and exercisable until their expiry.</p>
Transferability	2025B Director Options may only be transferred by the holder to another entity with consent from the Company.
Listing Rules	In any event of inconsistency between the terms of 2025B Director Options and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency, and the terms of 2025B Director Options will be deemed modified accordingly without further action by the Director, the Board, or the holder of 2025B Director Options being required.
Other Terms	All other terms of 2025B Director Options are on terms customary for a security of this nature, with further general terms described in Annexure A.

## Material Terms of 2025 Director Options

A summary of the material terms of the 2025 Director Options is provided below.

Full Class Name	2025 Director Options
Exercise Price	\$0.01 per Option
Expiry Date	29 May 2028
Vesting Conditions	<ul style="list-style-type: none"> <li>One quarter of these 2025 Director Options are vested on their date of issue;</li> <li>One quarter of the 2025 Director Options vest on 29 November 2025;</li> <li>One quarter of the 2025 Director Options vest on 29 March 2026; and</li> <li>One quarter of the 2025 Director Options vest on 29 May 2026.</li> </ul> <p>However, unless otherwise determined by the Company, if the holder ceases to be an employee, contractor, or director, or an associate of an employee, contractor, or director, any Unvested Options lapse immediately on that event, and any Vested Options remain on issue and exercisable until their expiry.</p>
Transferability	2025 Director Options may only be transferred by the holder to another entity with consent from the Company.
Listing Rules	In any event of inconsistency between the terms of 2025 Director Options and the Listing Rules, the Listing Rules prevail to the extent of any inconsistency, and the terms of 2025 Director Options will be deemed modified accordingly without further action by the Director, the Board, or the holder of 2025 Director Options being required.
Other Terms	All other terms of 2025 Director Options are on terms customary for a security of this nature, see Annexure A for general terms. The 2025 Director Options are in the same class as the 2025 Director Options approved by shareholders on 30 April 2025.

## Listing Rule Disclosure Requirements

In respect of each of Resolutions 8 to 11, the information required by ASX Listing Rule 10.13 is provided as follows:

### *Resolution 8: Approval to issue 2025B Director Options to Mr. Richard Udovenya*

Name of Recipient	Mr. Richard Udovenya, a Non-Executive Director of the Company, or his nominee
Category of Recipient	Mr. Richard Udovenya, a Non-Executive Director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
Number and Class of Securities	5,500,000 2025B Director Options
Summary of Material Terms of Security	Refer to above summary of 2025B Director Options
Date of Issue	Within one month of shareholders approving Resolution 8

<b>Price or Consideration</b>	The 2025B Director Options is being issued to Mr. Richard Udovenya as part of his remuneration package, and accordingly the 2025 Director Options are being issued at no cash consideration. The Company indicatively estimates the value of the Options to be \$0.000848 per 2025B Director Option based on a Black-Scholes valuation method. However, should Mr. Richard Udovenya exercise his 2025 Director Options, the Company will receive \$18,700 from such exercise.
<b>Purpose of Issue</b>	The 2025B Director Options is being issued as part of Mr. Richard Udovenya remuneration as a Non-Executive Director of the Company.
<b>Total Remuneration Package</b>	Mr. Richard Udovenya is currently entitled to \$38,850 (FY 2024) per annum (inclusive of superannuation) as remuneration for his services as Non-Executive Director of the Company (excluding 2025B Director Options).
<b>Material Terms of Agreement</b>	No further terms.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.

*Resolution 9: Approval to issue 2025B Director Options to Mr. Dean Turnbull*

<b>Name of Recipient</b>	Mr. Dean Turnbull, a Non-Executive Director of the Company, or his nominee
<b>Category of Recipient</b>	Mr. Dean Turnbull, a Non-Executive Director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
<b>Number and Class of Securities</b>	5,500,000 2025B Director Options
<b>Summary of Material Terms of Security</b>	Refer to above summary of 2025B Director Options terms
<b>Date of Issue</b>	Within one month of shareholders approving Resolution 9
<b>Price or Consideration</b>	The 2025B Director Options is being issued to Mr. Dean Turnbull as part of his remuneration package, and accordingly the 2025B Director Options are being issued at no cash consideration. The Company indicatively estimates the value of the Options to be \$0.000848 per 2025B Director Option based on a Black-Scholes valuation method. However, should Mr. Dean Turnbull exercise his 2025B Director Options, the Company will receive \$18,700 from such exercise.
<b>Purpose of Issue</b>	The 2025B Director Options is being issued as part of Mr. Dean Turnbull remuneration as a Non-Executive Director of the Company.
<b>Total Remuneration Package</b>	Mr. Dean Turnbull is currently entitled to \$42,088 (FY 2024) per annum (inclusive of superannuation) in cash as remuneration for his services as Non-Executive Director of the Company (excluding 2025B Director Options).
<b>Material Terms of Agreement</b>	No further terms.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.

**Resolution 10: Approval to issue 2025B Director Options to Mr. James Chirnside**

Name of Recipient	Mr. James Chirnside, the Managing Director and Executive Chairman of the Company, or his nominee
Category of Recipient	Mr. James Chirnside is the Managing Director and Executive Chairman of the Company and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
Number and Class of Securities	22,000,000 2025B Director Options
Summary of Material Terms of Security	Refer to above summary of 2025 Director Options terms
Date of Issue	Within one month of shareholders approving Resolution 10
Price or Consideration	The 2025B Director Options is being issued to Mr. James Chirnside as part of his remuneration package, and accordingly the 2025B Director Options are being issued at no cash consideration. The Company indicatively estimates the value of the 2025B Options to be \$0.000848 per Option based on a Black-Scholes valuation method. However, should Mr. James Chirnside exercise his 2025B Director Options, the Company will receive \$74,800 from such exercise.
Purpose of Issue	The 2025B Director Options is being issued as part of Mr. James Chirnside remuneration as the Managing Director.
Total Remuneration Package	Mr James Chirnside is currently entitled to \$302,938 (FY 2024) per annum (inclusive of superannuation) in cash as remuneration for his services as the Managing Director (excluding 2025B Director Options).
Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

**Resolution 11: Approval to issue 2025B Director Options to Mr. Terrence Bates**

Name of Recipient	Mr. Terrence Bates, a Non-Executive Director of the Company, or his nominee
Category of Recipient	Mr. Terrence Bates, a Non-Executive Director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
Number and Class of Securities	5,500,000 2025B Director Options
Summary of Material Terms of Security	Refer to above summary of 2025B Director Options terms
Date of Issue	Within one month of shareholders approving Resolution 11
Price or Consideration	The 2025B Director Options is being issued to Mr. Terrence Bates as part of his remuneration package, and accordingly the 2025B Director Options are being issued at no cash consideration. The Company indicatively estimates the value of the 2025B Options to be \$0.000848 per 2025B Director Option based on a Black-Scholes valuation method. However, should Mr. Terrence Bates exercise his 2025B Director Options, the Company will receive \$18,700 from such exercise.

Purpose of Issue	The 2025B Director Options is being issued as part of Mr. Terrence Bates remuneration as a Non-Executive Director of the Company.
Total Remuneration Package	Mr. Terrence Bates is currently entitled to \$35,000 per annum (exclusive of superannuation) in cash as remuneration for his services as Non-Executive Director of the Company (excluding 2025B Director Options).
Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

## Resolution 12 - Issue of 2025 Director Options to Terrence Bates

### Background

On 30 April 2025, Shareholders approved the Company's Employee Incentive Scheme and the grants of 2025 Director Options to his colleagues on the Board.

This resolution is put to Shareholders to align Mr Bates' incentives with his colleagues as the result of his appointment so shortly occurring after the 2025 Director Options were granted to other Board members for remuneration incentive purposes.

Non-Executive Director Terrence Bates was appointed as a Non-Executive Director on 1 June 2025. His date of appointment is just over a 1 month after the April 30 Extraordinary General Meeting and days after 2025 Director Options were issued (29 May 2025).

### Listing Rule Disclosure Requirements

The information required by ASX Listing Rule 10.13 for Resolution 12, is provided in the table below:

Name of Recipient	Mr. Terrence Bates, a Non-Executive Director of the Company, or his nominee
Category of Recipient	Mr. Terrence Bates, a Non-Executive Director of the Company, and is accordingly a party to which ASX Listing Rule 10.11.1 applies.
Number and Class of Securities	11,000,000 2025 Director Options
Summary of Material Terms of Security	Refer to above summary of 2025 Director Options terms
Date of Issue	Within one month of shareholders approving Resolution 12
Price or Consideration	The 2025 Director Options are being issued to Mr. Terrence Bates as part of his remuneration package, and accordingly the 2025 Director Options are being issued at no cash consideration. The Company indicatively estimates the value of the 2025 Director Options to be \$0.00031 per 2025 Director Option based on a Black-Scholes valuation method. However, should Mr. Terrence Bates exercise his 2025 Director Options, the Company will receive \$110,000 from such exercise.
Purpose of Issue	The 2025 Director Options is being issued as part of Mr. Terrence Bates remuneration as a Non-Executive Director of the Company.

Total Remuneration Package	Mr. Terrence Bates is currently entitled to \$35,000 per annum (exclusive of superannuation) in cash as remuneration for his services as Non-Executive Director of the Company (excluding 2025 Director Options).
Material Terms of Agreement	No further terms.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

### Resolution 13: Consolidation of Capital

Resolution 13 is an ordinary resolution which proposes that the issued capital of the Company be altered by consolidating the existing securities on a 1 for 15 basis (**Consolidation**). The record date for determining the Consolidation will be on 17 October 2025. Any fractional entitlements as a result of holdings not being evenly divisible by 15 will be rounded up to the nearest whole number.

### Section 254H of the Corporations Act

Section 254H of the Corporations Act enables a company to convert all its Equity Securities into a smaller number of Equity securities by a resolution passed at a general meeting. The conversion proposed by Resolution 13 is permitted under section 254H of the Corporations Act.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders. As a result of the large number of Shares currently on issue, the purpose of the Consolidation is to reorganise the Company's share capital which, in turn, will provide a higher nominal price per Share.

The Consolidation will reduce the number of existing securities on issue. For example, a Shareholder currently holding 1,500 Shares will, because of the Consolidation, hold 100 Shares, and an Option holder currently holding 1,500 Options will, because of the Consolidation, hold 100 Options.

The Company's balance sheet and tax position will remain unaltered because of the Consolidation, as the value of the smaller number of Equity Securities held by Security Holders increases uniformly by 15 times for each Equity Security held, subject to normal market pricing changes, and rounding up for individual Security Holders (**subject to rounding**).

#### a. Shares

As at the date of the Meeting, the Company's issued share capital because of the Consolidation on a 15 to 1 basis will be as follows (subject to rounding):

Shares on issue	Pre-Consolidation	Post-Consolidation
1,374,526,166	1,374,526,166	91,635,078

#### b. Market Capitalisation Impact (Illustrative)

For illustration only, the table below sets out the effect of the proposed 15 to 1 Equity Securities consolidation on the Company's market capitalisation. The example assumes a pre-consolidation share price of \$0.002 and is not intended to represent a forecast of the Company's future share price.

As the market price of Shares will continue to be determined by supply and demand factors, the actual post-consolidation share price may differ from the illustrative figures presented.

Scenario	Shares on Issue (Pre)	Consolidation Ratio	Shares on Issue (Post)	Example Share Price (Pre)	Equivalent Share Price (Post)	Market Capitalisation
Pre-Consolidation	1,374,526,166	n/a	n/a	\$0.0020	n/a	\$2.75m
Post-Consolidation (equivalent)	n/a	15:1	91,635,077	n/a	\$0.03	\$2.75m
Post-Consolidation (illustrative)	n/a	15:1	91,635,077	n/a	\$0.05	\$4.58m
Post-Consolidation (illustrative)	n/a	15:1	91,635,077	n/a	\$0.10	\$9.16m

### c. Quoted and Unquoted Options

The Listing Rules require the Company to consolidate the number of existing Options of the Company on the same 15 for 1 ratio, with the exercise price being amended in inverse proportion to that ratio. Accordingly, the existing Options will be consolidated as follows (subject to rounding), and excluding any Options issued as the result of Shareholder approvals of all the previous Resolutions:

Security Class	ASX Code	Exercise Price (Pre)	Expiry	Pre Number	Post Number (15:1)	Exercise Price (Post)
Quoted Options	DTMAAD	\$0.01	07-May-2028	440,000,002	29,333,333	\$0.15
Unquoted Options	DTMAAB	\$0.02	13-Nov-2025	74,304,105	4,953,607	\$0.30
Unquoted Options	DTMAD	\$0.13	11-Jan-2026	750,000	50,000	\$1.95
Unquoted Options	DTMAAC	\$0.02	13-Nov-2026	30,000,000	2,000,000	\$0.30
Unquoted Options	DTMAE	\$0.06	18-Dec-2026	20,674,466	1,378,297	\$0.90
Unquoted Options	DTMAW	\$0.06	30-Nov-2028	8,225,788	548,385	\$0.90
Unquoted Options	DTMAA	\$0.13	31-Dec-2025	1,100,000	73,333	\$1.95

Unquoted Options	DTMAAE	\$0.01	29-May-2028	66,000,000	4,400,000	\$0.15
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**Notes:**

- Exercise price adjustments apply only to Options. Ordinary Shares have no exercise price. Any Options that expire before the consolidation record date will naturally cease to exist and will not be adjusted.
- If additional option classes are issued prior to the consolidation (e.g., pursuant to a later options prospectus), the same 15:1 adjustment method applies.
- The Bonus Options to be issued under the Prospectus (lodged 19 August 2025) are not included in the table above as the precise number is unknown until after the Bonus Offer Closing Date. These Options are anticipated to be quoted and will contribute to further dilution.
- Percentages will vary depending on the level of participation in the Bonus Offer and exercise of Options.

**d. Option Prospectus – including Resolutions 3, 4, 5 and 6 (in addition to the Bonus Offer)**

To provide a more complete representation of a projected capital table for the Company post-Consolidation, the Options described in the 19 Aug 2025 Option Prospectus are included in the table below:

- the Placement Options that are the subject of Resolutions 3 & 4; and
- the subject of Resolutions 5 & 6 named Broker Options in the Options Prospectus is defined in this Notice as Advisor Options).

Security Class	ASX Code	Exercise Price (Pre)	Expiry	Pre Number	Post Number (15:1)	Exercise Price (Post)
Options (Placement Offer)	TBC	\$0.0034	31-Oct-2028	841,176,470	56,078,431	\$0.051
Options (Broker Options)	TBC	\$0.0034	31-Oct-2028	841,176,471	56,078,431	\$0.051
Options (Bonus Offer)	TBC	\$0.0034	31-Oct-2028	149,757,630	9,983,842	\$0.051

**e. Holding statements**

Following the Consolidation, all holding statements for existing Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares (on a post-Consolidation basis). After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to Shareholders.

**f. Timetable**

If Resolution 13 is passed, the Consolidation will take effect in accordance with the timetable set out in paragraph 7 of Appendix 7A of the Listing Rules. The anticipated timetable for the Consolidation is set out below.



Event	Date	Notes
Announcement of proposed consolidation & NOM lodged with ASX	Wednesday, 3 September 2025	Lodge draft Appendix 3A.3 (Share Consolidation) and Notice of Meeting with ASX.
Dispatch of Notice of Meeting to shareholders	Tuesday, 9 September 2025	Ensures shareholders get the statutory 28 clear days' notice (s249H Corporations Act).
General Meeting held	Wednesday, 8 October 2025	Shareholders vote on the consolidation (ordinary resolution under s254H).
Results of meeting announced	Wednesday, 8 October 2025	Lodge Appendix 3A.3 confirming shareholder approval.
Effective date of consolidation	Thursday, 16 October 2025	Day 0.
Last date of trading in pre-consolidation	Friday, 17 October 2025	1 business day after the effective date
If agreed by ASX, trading on a consolidated basis on a deferred settlement basis.	Monday 20 October 2025	2 business days after the effective date (Consolidated shares and quoted options begin deferred settlement trading.)
Record Date	Tuesday, 21 October 2025	Last day for pre-consolidation transfers to be registered.
1 business day after the Record Date.	Wednesday, 22 October 2025	First day for Company to update its registry.
5 business days after the Record Date	Tuesday, 28 October 2025	Last date to update its register and send holding statements to security holders reflecting the number of securities they hold

The above dates are indicative only and are subject to change.

## Directors Recommendations

The Directors make the following recommendations in respect of the Resolutions.

Resolution	Recommendation
Resolution 1	( <b>Tranche 1 Placement Shares</b> ) The Directors recommend shareholders vote in favour of this resolution. Ratifying these issues of securities will replenish the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A, enabling the Company to have the capacity to raise further funds or (in the case of ASX Listing Rule 7.1 only) conduct acquisitions or otherwise issue securities without further shareholder approval.
Resolution 2	( <b>Tranche 2 Placement Shares</b> ) The Directors recommend shareholders vote in favour of this resolution. The Company agreed to issue these Shares to the August 2025 Tranche 2 Placement participants, subject to shareholder approval.
Resolutions 3 & 4	( <b>Tranche 1 and Tranche 2 Options</b> ) The Directors recommend shareholders vote in favour of these resolutions. The Company agreed to issue these Options to the August 2025 Placement participants, subject to shareholder approval.
Resolutions 5, 6 and 7	The Directors recommend shareholders vote in favour of these resolutions. Issuing these Advisor Options to Oakley Capital Partners Pty Ltd, Zerp Capital Pty Ltd and Reign Advisory Pty Ltd enable the Company to continue to have the benefit of these entity's services without additional cash outlays.
Resolutions to 8 - 12	( <b>Director 2025 Options and Director 2025B Options</b> ) The Board believes that the issue of these Options to the Directors, is beneficial for the Company as it allows the Company to remunerate those key management personnel in a manner which better aligns their interests towards shareholder wealth and does not impose an additional cash cost to the Company. Accordingly, the Directors, other than the Director of concern in each resolution, recommend that Shareholders vote in favour of these Resolutions.
Resolution 13	The Directors unanimously recommend that Shareholders vote in favour of Resolution 13 for the reasons outlined in section 3 of this Explanatory Statement.

## Other Business

To transact any other business which may be legally brought before this General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

James Chirnside  
Chairman & Managing Director

Dart Mining NL

9 September 2025

## ANNEXURE A – TERMS OF OPTIONS

The key terms of the Options to be issued are as follows:

<b>Entitlement</b>	Each Option entitles the holder to subscribe for one fully paid ordinary share in the Company.
<b>Exercise Price</b>	Each Option is exercisable at \$0.0034.
<b>Expiry Date</b>	Options will expire at 5:00pm (AEST) on 31 October 2028 (Expiry Date). Any Option not exercised before the Expiry Date will lapse.
<b>Exercise Period</b>	Options may be exercised at any time prior to the Expiry Date.
<b>Notice of Exercise</b>	Options may be exercised by notice in writing to the Company, together with payment of the exercise price for each Option being exercised.
<b>Quotation</b>	(a) All Advisor Options will be quoted on the ASX, subject to the Company meeting the requirements for quotation. (b) All Director Options and 2025B Director Options will be unlisted.
<b>Transfer of Options</b>	Options are not transferable, except as permitted under the Corporations Act and ASX Listing Rules.
<b>Reconstruction</b>	In the event of a reorganisation (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
<b>Participation in New Issues</b>	Option holders will not be entitled to participate in new issues of securities unless they exercise their Options prior to the record date for the relevant new issue.
<b>Adjustment for Bonus Issues of Shares</b>	If the Company makes a bonus issue of shares, the number of shares issuable on exercise of each Option will be increased in accordance with the Listing Rules.
<b>Adjustment for Rights Issue</b>	If the Company makes a pro-rata rights issue, the exercise price of the Options will be adjusted in accordance with the Listing Rules.

## ANNEXURE B – GLOSSARY

<b>2025 Director Options</b>	means Options proposed to be issued to Director Terrence Bates, subject to shareholder approval (Resolution 12).
<b>2025B Director Options</b>	means Options proposed to be issued to Directors, subject to shareholder approvals (Resolutions 8 - 11).
<b>Advisor Options</b>	Means Options proposed to be issued that are the subject shareholder approvals in Resolutions 5, 6 and/or 7.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities market operated by it.
<b>Board</b>	means the board of directors of the Company.
<b>Bonus Options</b>	means Options offered under the Prospectus dated 19 August 2025 to existing shareholders.
<b>Chair</b>	means the chairperson of the Meeting.
<b>Company</b>	means Dart Mining NL ACN 119 904 880.
<b>Consolidation</b>	means the proposed consolidation of the Company's securities on a 1 for 15 basis as set out in Resolution 13.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Equity Securities</b>	has the meaning given in the ASX Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum accompanying this Notice.
<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Meeting</b>	means the extraordinary general meeting convened by this Notice.
<b>Notice</b>	means this Notice of Meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Option Prospectus</b>	means the transaction-specific prospectus dated 19 August 2025.
<b>Placement Options</b>	means Options proposed to be issued to Placement Participants that are the subject of Resolution 2 and Resolution 4.
<b>Resolutions</b>	means the resolutions set out in this Notice.
<b>Shares</b>	means fully paid ordinary shares in the capital of the Company.



Dart Mining NL | ABN 84 119 904 880

# Proxy Voting Form

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

Your proxy voting instruction must be received by **11.00am (AEST) on Monday, 06 October 2025**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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

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