



**Koonenberry Gold Limited  
ACN 619 137 576**

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held as follows:**

**Time and date: 3.30pm (ACDT) on Thursday, 6 November 2025**

**In-person: Offices of Grant Thornton, Level 3, 170 Frome Street  
Adelaide SA 5000**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6165 8858.**

**Shareholders are urged to vote by lodging the Proxy Form**

**Koonenberry Gold Limited**  
**ACN 619 137 576**  
**(Company)**

**Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting of Shareholders of Koonenberry Gold Limited ACN 619 137 576 will be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide SA 5000 on Thursday, 6 November 2025 at 3.30pm (ACDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 4 November 2025 at 3.30pm (ACDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

**Agenda**

**1 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**Note:** there is no requirement for Shareholders to approve the Annual Report.

**2 Resolutions**

**Resolution 1 – Remuneration Report**

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

*'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'*

**Note:** a vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Resolution 2 – Re-election of Director – Paul Harris**

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

*'That, for the purpose of Listing Rule 14.4, Rule 11.1(d) of the Constitution and for all other purposes, Paul Harris, retires and being eligible, is re-elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 3 – Election of Director – Darren Glover

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

*'That, for the purpose of Listing Rule 14.4, Rule 11.1(c) of the Constitution and for all other purposes, Darren Glover, a Director who was appointed as a Director by the Board of Directors in accordance with Rule 11.1(b) of the Constitution on 29 November 2024, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 4 – Approval of 10% Placement Facility

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

*'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 5 – Ratification of issue of February Placement Shares

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,666,670 February Placement Shares issued under Listing Rule 7.1A, on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 6 – Ratification of issue of May Placement Shares

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

*(a) 63,181,258 Placement Shares issued under Listing Rule 7.1; and*

*(b) 20,152,077 Placement Shares issues under Listing Rule 7.1A,*

*on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 7 – Re-insertion of Proportional Takeover Bid Approval Provisions

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

*'That, the modification of the Company's Constitution to re-insert the proportional takeover bid approval provisions contained in Rule 9 of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.'*

## Resolution 8 – Re-approval of Employee Securities Incentive Plan

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

*'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders re-approve the employee securities incentive plan of the Company known as the "Koonenberry Gold Limited Employee Securities Incentive Plan" (**Plan**) and the issue of Securities under the Plan on the terms and conditions in the Explanatory Memorandum.'*

## Resolution 9 – Approval of potential termination benefits under the Plan

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

*'That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Plan, the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office is given under and for the purposes of Part 2D of the Corporations Act, on the terms and conditions in the Explanatory Memorandum.'*

## Resolution 10– Approval to issue Director Performance Rights

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

*'That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 54,000,000 Director Performance Rights to the Directors (or their respective nominees) under the Plan as follows:*

- (a) up to 15,000,000 Director Performance Rights to Mr Daniel Power;*
- (b) up to 12,000,000 Director Performance Rights to Mr Paul Harris;*
- (c) up to 9,000,000 Director Performance Rights to Mr Darren Glover;*
- (d) up to 9,000,000 Director Performance Rights to Mr Anthony McIntosh; and*
- (e) up to 9,000,000 Director Performance Rights to Mr George Rogers,*

*on the terms and conditions set out in the Explanatory Memorandum.'*

## Voting prohibitions

**Resolution 1:** In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**Resolution 9:** In accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Plan and their associates, otherwise the benefit of this Resolution 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 the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

**Resolution 8, Resolution 9 and Resolution 10(a) to (e) (inclusive):** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Further, in accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the relevant Resolution

would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

## Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 4:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (b) **Resolution 5:** by or on behalf of any person who participated in the issue of the February Placement Shares, being sophisticated and professional investors selected by the Company and the Lead Manager through a bookbuild process or any of their respective associates.
- (c) **Resolution 6(a) and Resolution 6(b):** by or on behalf of any person who participated in the issue May Placement Shares, or any of their respective associates, being Lion Selection Group Ltd, Treasury Services Group Pty Ltd, UBS Nominees Pty Ltd, HSBC Custody Nominees and Citicorp Nominees Pty Limited.
- (d) **Resolution 8:** by or on behalf of a person who is eligible to participate in the Plan, or any of their respective associates.
- (e) **Resolution 10(a):** by or on behalf of Daniel Power (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
- (f) **Resolution 10(b):** by or on behalf of Paul Harris (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
- (g) **Resolution 10(c):** by or on behalf of Darren Glover (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
- (h) **Resolution 10(d):** by or on behalf of Anthony McIntosh (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
- (i) **Resolution 10(e):** by or on behalf of George Rogers (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

The above voting exclusions does not apply to a vote cast in favour of the relevant Resolution by:

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

**BY ORDER OF THE BOARD**

**Brett Tucker**  
**Company Secretary**  
**Koonenberry Gold Limited**  
Dated: 7 October 2025

For personal use only

**Koonenberry Gold Limited**  
**ACN 619 137 576**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide SA 5000 on Thursday, 6 November 2025 at 3.30pm (ACDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1– Remuneration Report– Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Paul Harris
Section 6	Resolution 3– Election of Director – Darren Glover
Section 7	Resolution 4– Approval of 10% Placement Facility
Section 8	Resolution 5 – Ratification of issue of February Placement Shares
Section 9	Resolution 6(a) to (b)– Ratification of issue of May Placement Shares
Section 10	Resolution 7 – Re-insertion of Proportional Takeover Bid Approval Provisions
Section 11	Resolution 8 – Re-approval of Employee Securities Incentive Plan
Section 12	Resolution 9 – Approval of potential termination benefits under the Plan
Section 13	Resolution 10(a) to (e) – Approval to issue Director Performance Rights
Schedule 1	Definitions
Schedule 2	Rule 9 of the Constitution (Proportional Takeover Bid Approval)
Schedule 3	Summary of material terms of Plan



Schedule 4	Terms and conditions of Director Performance Rights
Schedule 5	Independent Valuation of Director Performance Rights

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

## 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

### 2.1 Voting in person

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

### 2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### 2.3 Voting by proxy

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

Please note that:

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

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

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

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

## 2.4 Chair's voting intentions

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on **Resolution 1, Resolution 8, Resolution 9 and Resolution 10(a) to (e) (inclusive)** by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

## 2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [brett.tucker@access-corp.com.au](mailto:brett.tucker@access-corp.com.au) within 5 Business Days prior to the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

## 3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://koonenberrygold.com.au/investors/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

## 4. Resolution 1– Remuneration Report

### 4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the

Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2025 in the 2025 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 annual general meeting held on 29 November 2024. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2026 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

#### 4.2 **Additional information**

Resolution 1 is a non-binding ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

### 5. **Resolution 2 – Re-election of Director – Paul Harris**

#### 5.1 **General**

Listing Rule 14.4 and Rule 11.1(d) of the Constitution provide that, other than a managing director, a Director of the Company must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer.

Mr Paul Harris, who was last elected as a Non-Executive Director of the Company on 30 November 2022, retires by rotation and being eligible, seeks re-election pursuant to Resolution 2.

If Resolution 2 is passed, Mr Harris will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Harris will not be re-elected as a Director of the Company.

## 5.2 **Paul Harris**

Mr Harris has more than 25 years' experience in financial markets and investment banking, including roles with Citibank, Bankers Trust and Merrill Lynch advising mining organisation on strategy, mergers and acquisitions and capital markets. Mr Harris is well known by the Australian investment community and was also Managing Director – Head of Metals and Mining at Citi for several years.

Mr Harris is currently the Non-Executive Chairman of Highfield Resources Ltd (ASX:HFR), Executive Chairman of Aeon Metals Ltd (ASX:AML) (de-listed from ASX) and a Non-Executive Director of Aurelia Metals Ltd (ASX:AMI).

Mr Harris does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that, with the consent of Mr Harris, it took appropriate checks into Mr Harris' background and experience and that these checks did not identify any information of concern.

If elected, Mr Harris is considered by the Board (with Mr Harris abstaining) to be an independent Director, notwithstanding the fact that Mr Harris holds 2,571,428 Shares, 535,714 Options and 7,000,000 Performance Rights, in the Company. Mr Harris is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Harris has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## 5.3 **Board recommendation**

The Board (other than Mr Harris who has a personal interest in the outcome of this Resolution) supports the election of Mr Harris as Mr Harris' skills and significant experience in financial markets and investment banking are important additions to the Board's existing skills and experience.

## 5.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (other than Mr Harris who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

## 6. **Resolution 3 – Election of Director – Darren Glover**

### 6.1 **General**

Rule 11.1(b) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Rule 11.1(c) of the Constitution and Listing Rule 14.4 both provide that a Director appointed under Rule 11.1(b) must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Rule 11.1(c) of the Constitution provides that a Director who retires in accordance with Rule 11.1(b) holds office until the conclusion of the Meeting but is eligible for election at the Meeting in accordance with Rule 11.1(i). Accordingly, Mr Darren Glover, a Non-Executive Director of the Company appointed on 29 November 2024, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

## 6.2 **Darren Glover**

Mr Glover is a Geologist with more than 25 years' experience in minerals exploration, mining, resource definition and business development across Australia and South America. Mr Glover was a co-founder of Gilmore Metals. He has previously held senior roles with Gold Fields, Newcrest, RGC. He led a geological team to the discovery of the Dargues Reef Gold Mine in NSW.

Mr Glover does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that, with the consent of Mr Glover, it took appropriate checks into Mr Glover's background and experience prior to his appointment to the Board and that these checks did not identify any information of concern.

If elected, Mr Glover is considered by the Board (with Mr Glover abstaining) to be an independent Director, notwithstanding the fact that Mr Glover holds 28,587,333 Shares and 4,000,000 Performance Rights in the Company. Mr Glover is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Glover has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## 6.3 **Board recommendation**

The Board (other than Mr Glover who has a personal interest in the outcome of this Resolution) supports the election of Mr Glover as Mr Glover's skills and significant experience in minerals exploration, mining, resource definition and business development are important additions to the Board's existing skills and experience.

## 6.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (other than Mr Glover who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

## 7. **Resolution 4 – Approval of 10% Placement Facility**

### 7.1 **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

## 7.2 Listing Rule 7.1A

### (a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$46.23 million, based on the closing price of Shares \$0.045 on 26 September 2025.

### (b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

### (c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

- (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - (1) the agreement was entered into before the commencement of the Relevant Period; or
  - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

**D =** is 10%.

**E =** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(c)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**



Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

**(g) What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

**7.3 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

**(a) Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

**(b) Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

**(c) Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

**(d) Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.022 50% decrease in Current Market Price	\$0.045 Current Market Price	\$0.09 100% increase in Current Market Price
<b>1,027,460,013 Shares</b>	10% Voting Dilution	102,746,001 Shares	102,746,001 Shares	102,746,001 Shares
<b>Variable A</b>	Funds raised	\$2,260,412	\$4,623,570	\$9,247,140
<b>1,541,190,020 Shares</b>	10% Voting Dilution	154,119,002 Shares	154,119,002 Shares	154,119,002 Shares
<b>50% increase in Variable A</b>	Funds raised	\$3,390,618	\$6,935,355	\$13,870,710
<b>2,054,920,026 Shares</b>	10% Voting Dilution	205,492,003 Shares	205,492,003 Shares	205,492,003 Shares
<b>100% increase in Variable A</b>	Funds raised	\$4,520,824	\$9,247,140	\$18,494,280

**Notes:**

1. The table has been prepared on the following assumptions:
  - (a) The issue price is the current market price \$0.045, being the closing price of the Shares on ASX on 26 September 2025, being the latest practicable date before this Notice was signed.
  - (b) Variable A comprises of 1,027,460,013 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
  - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

- (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2024.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued or agreed to issue Equity Securities under Listing Rule 7.1A, as follows:

<b>Date of issue</b>	20 February 2025
<b>Number and Type of Security</b>	66,666,670 Shares.
<b>Recipient</b>	The Shares were issued to professional and sophisticated investors who participated in the February Placement, none of whom is a related party or Material Investor.

<b>Price</b>	\$0.03
<b>Use of funds</b>	<b>Cash raised:</b> \$2,000,000 <b>Cash spent:</b> Nil <b>Cash remaining:</b> \$2,000,000 <b>Use of funds:</b> refer to Section 8.3(f) for a summary of the use of funds of the February Placement.

<b>Date of issue</b>	28 May 2025
<b>Number and Type of Security</b>	20,152,077 Shares
<b>Recipient</b>	The Shares were issued to professional and sophisticated investors who participated in the May Placement, none of whom is a related party or Material Investor, other than Lion Selection Limited, a Material Investor, being a substantial shareholder of the Company, subscribed for and was issued 16,666,667 Shares.
<b>Price</b>	\$0.06
<b>Use of funds</b>	<b>Cash raised:</b> \$1,209,124.62 <b>Cash spent:</b> Nil <b>Cash remaining:</b> \$1,209,124.62 <b>Use of funds:</b> refer to Section 9.3(g) for a summary of the use of funds of the May Placement.

(g) **Voting exclusion statement**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

**7.4 Additional information**

Resolution 4 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 4.

## 8. **Resolution 5 – Ratification of issue of February Placement Shares**

### 8.1 **General**

On 13 February 2025, the Company announced that it had secured firm commitments for a placement to raise approximately \$2,000,000 (before costs) (**February Placement**), by the issue of 66,666,670 Shares at \$0.03 per Share (**February Placement Shares**) to new and existing institutional investors.

On 20 February 2025, the Company issued 66,666,670 February Placement Shares using the Company's placement capacity under Listing Rule 7.1A.

### 8.2 **Listing Rules 7.1A and 7.4**

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. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

The issue of the February Placement Shares does not fit within any of the exceptions to Listing Rule 7.1A and, as it has not yet been approved by Shareholders and effectively uses up part of the Company's 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the February Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1A.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 66,666,670 February Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, 66,666,670 February Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 66,666,670 Equity Securities for the 12 month period following the issue of the February Placement Shares.

The Company confirms that Listing Rule 7.1A was not breached at the time the February Placement Shares were issued.

### 8.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the February Placement Shares:

- (a) The February Placement Shares were issued to professional and sophisticated investors, none of whom is a related party or Material Investor of the Company. BW Equities Pty Ltd (AFSL 389353) acted as lead manager to the February Placement (**Lead Manager**). The participants were identified through a bookbuild process which involved the Lead Manager seeking expressions of interest to participate in the February Placement from new and existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 66,666,670 February Placement Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1A.
- (c) The February Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The February Placement Shares were issued on 20 February 2025.
- (e) The February Placement Shares were issued at \$0.03 per Share.
- (f) The proceeds from the issue of the February Placement Shares have been and are intended to be applied towards exploration and drilling activities at the Enmore and Lachlan Projects, general working capital and costs of the February Placement.
- (g) There are no other material agreements to the issue of the February Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

#### 8.4 **Additional information**

Resolution 5 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 5.

### 9. **Resolution 6(a) and (b) – Ratification of issue of May Placement Shares**

#### 9.1 **General**

On 22 May 2025, the Company announced that it had secured commitments for a placement to raise approximately \$5,000,000 (before costs) (**May Placement**), by the issue of 83,333,335 Shares at an issue price of \$0.06 per Share (**May Placement Shares**) to new and existing institutional investors.

On 28 May 2025, the Company issued the May Placement Shares as follow:

- (a) 63,181,258 Shares were issued using the Company's placement capacity under Listing Rule 7.1 (the subject of Resolution 6(a)); and
- (b) 20,152,077 Shares were issued using the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 6(b)).

Resolution 6(a) and (b) seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the May Placement Shares.

#### 9.2 **Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rules 7.1 and 7.1A are in Section 8.2 above.

The issue of the May Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rules 7.1 and additional 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the May Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 6(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 6(a) is passed, 63,181,258 May Placement Shares will be excluded in calculating the Company's 15% limit 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 issue date.

If Resolution 6(b) is passed, 20,152,077 May Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6(a) is not passed, 63,181,258 May Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 63,181,258 Equity Securities for the 12 month period following the issue of the May Placement Shares.

If Resolution 6(b) is not passed, 20,152,077 May Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 20,152,077 Equity Securities for the 12 month period following the issue of the May Placement Shares.

The Company confirms that Listing Rule 7.1 and Listing Rule 7.1A were not breached at the time the May Placement Shares were issued.

### 9.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the proposed issue of the May Placement Shares:

- (a) The May Placement Shares will be issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company, other than as follows:
  - (i) Lion Selection Group Ltd, being a Material Investor, was issued 16,666,667 Shares;

- (ii) Treasury Services Group Pty Ltd, being a Material Investor, was issued 16,666,667 Shares;
  - (iii) UBS Nominees Pty Ltd, being a Material Investor, was issued 16,666,667 Shares;
  - (iv) HSBC Custody Nominees, being a Material Investor, was issued 16,666,667 Shares; and
  - (v) Citicorp Nominees Pty Limited, being a Material Investor, was issued 16,666,667 Shares.
- (b) The participants in the May Placement were identified through seeking expressions of interest to participate in the May Placement from new and existing contacts of the Company.
- (c) A total of 83,333,335 May Placement Shares were issued as follows:
  - (i) 63,181,258 May Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1; and
  - (ii) 20,152,077 May Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1A.
- (d) The May Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The May Placement Shares were issued on 28 May 2025.
- (f) The May Placement Shares were issued at \$0.06 per Share.
- (g) The proceeds from the issue of the May Placement Shares have been and are intended to be applied towards exploration and drilling activities at the Company's Enmore and Lachlan projects.
- (h) There are no other material terms to the agreement for the subscription of the May Placement Shares.
- (i) A voting exclusion statement is included in the Notice.

#### 9.4 **Additional information**

Resolution 6(a) and (b) are each ordinary Resolutions.

The Board recommend Shareholders vote in favour of Resolution 6(a) and (b).

### 10. **Resolution 7 – Re-insertion of Proportional Takeover Bid Approval Provisions**

#### 10.1 **General**

The Company's Constitution contains proportional takeover bid approval provisions (**PTBA Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The PTBA Provisions in the current Constitution will expire on 30 November 2025 and will cease to apply on that date.



Resolution 7 seeks the approval of Shareholders to modify the Constitution by re-inserting the PTBA Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed PTBA Provisions set out in Schedule 2 are identical to those previously contained at Rule 9 of the Constitution.

The Corporations Act requires the Company to provide Shareholders with an explanation of the PTBA Provisions as set out below.

## 10.2 Information required by section 648G of the Corporations Act

### (a) What is a proportional takeover bid?

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the Securities.

### (b) Effect of renewal

If re-inserted, under Rule 9 of the Constitution if a PT Bid is made to Shareholders of the Company, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the day before the last day of the bid period and during which the offers under the PT Bid remain open or a later day allowed by ASIC (**Deadline Date**).

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on by the Deadline Date, the resolution is deemed to have been passed.

Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to re-insert the PTBA Provisions. Without the PTBA Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company. Without the PTBA Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Re-inserting the PTBA Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

### (c) No knowledge of present acquisition proposals

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

(d) **Potential advantages and disadvantages**

The renewal of the PTBA Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that re-insertion of the PTBA Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the PTBA Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that a substantial interest (and potentially control) of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders re-inserting the PTBA Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The PTBA Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the PTBA Provisions were in effect, other than those discussed in this Section. On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the re-insertion of the PTBA Provisions is in the interest of Shareholders.

10.3 **Additional information**

Resolution 7 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 7.

11. **Resolution 8 – Re-approval of Employee Securities Incentive Plan**

11.1 **General**

The Company considers that it is desirable to maintain an employee incentive scheme (**Plan**) pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 8 seeks Shareholder approval for the issue of up to 102,746,001 securities, being no more than 10% of the total number of Shares on issue as at the date of this Notice, as Equity Securities under the Plan in accordance with Listing Rule 7.2 Exception 13(b).

## 11.2 Listing Rules 7.1 and 7.2, Exception 13(b)

A summary of Listing Rule 7.1 is in Section 8.2 above.

Listing Rule 7.2, Exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to issue up to 102,746,001 securities, being no more than 10% of the total number of Shares on issue as at the date of this Notice. Equity Securities under the Plan pursuant to Listing Rule 7.2, Exception 13(b), to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Any future issues of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 8 is not passed, any issue of Equity Securities pursuant to the Plan would need to be made either with Shareholder approval or, in default of Shareholder approval, pursuant to the Company's placement capacity under Listing Rule 7.1.

## 11.3 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, Exception 13(b), the following information is provided in relation to the Plan:

- (a) A summary of the material terms of the Plan is in Schedule 3.
- (b) Since the Plan was last adopted, as at the date of this Notice, the following Equity Securities have been issued under the Plan:

Issue date	Equity Security	Number of Equity Securities
11 July 2023	Performance Rights	1,651,516
3 May 2024	Performance Rights	4,545,454*
3 May 2024	Performance Rights	378,788
9 December 2024	Performance Rights	25,750,000*
13 February 2025	Performance Rights	3,766,800

\* A total of 30,295,454 Equity Securities were issued pursuant to Shareholder approval obtained in accordance with Listing Rule 10.14..

- (c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, Exception 13(b), following approval of Resolution 8 is 102,746,001 securities, being no more than 10% of the total number of Shares on issue as at the date of this Notice.

(d) A voting exclusion statement is included in the Notice.

#### 11.4 **Additional information**

Resolution 8 is an ordinary resolution.

In the interests of good governance, the Directors (who are all eligible to participate in the Plan) abstain from making a recommendation on Resolution 8.

### 12. **Resolution 9 – Approval of potential termination benefits under the Plan**

#### 12.1 **General**

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provide certain limitations on the payment of "termination benefits" to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 9.

For the avoidance of any doubt, the approval granted pursuant to this Resolution shall end upon the expiry of all Securities issued or to be issued under the Plan and regardless of whether the cap approved by Shareholders under and for the purposes of Listing Rule 7.2 Exception 13(b) (the subject of Resolution 8) expires, is exceeded or re-refreshed from time to time.

#### 12.2 **Part 2D.2 of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, 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 Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse and to vest if the participant ceases employment, engagement or office with the Company before the vesting of their Plan Securities. Examples of the circumstances when the Board may decide to exercise its discretion to permit some or all

of the Plan Securities to vest include where a Participant becomes a leaver due to death, redundancy, permanent disability, mental incapacity or retirement. These examples are not exhaustive.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

### 12.3 **Value of the termination benefits**

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

Listing Rule 10.19 relevantly provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interest of the entity, as set out in the latest accounts given to ASX under the Listing Rules.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

## 12.4 Board recommendation

Resolution 9 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 9 due to their potential personal interests in the outcome of the Resolution.

## 13. Resolution 10(a) to (e) – Approval to issue Director Performance Rights

### 13.1 General

As announced on 10 April 2025, following a review of the Company's remuneration arrangements and securities incentive plan, an offer of performance incentive rights were proposed to the Board as a nil-cash, long term performance incentive. The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 54,000,000 Director Performance Rights to the Directors (or their respective nominees) as follows:

Director	Director Performance Rights			TOTAL
	Tranche A	Tranche B	Tranche C	
Daniel Power (Managing Director)	5,000,000	5,000,000	5,000,000	15,000,000
Paul Harris (Non-Executive Chair)	4,000,000	4,000,000	4,000,000	12,000,000
Darren Glover (Non-Executive Director)	3,000,000	3,000,000	3,000,000	9,000,000
Anthony McIntosh (Non-Executive Director)	3,000,000	3,000,000	3,000,000	9,000,000
George Rogers (Non-Executive Director)	3,000,000	3,000,000	3,000,000	9,000,000
<b>TOTAL</b>	<b>18,000,000</b>	<b>18,000,000</b>	<b>18,000,000</b>	<b>54,000,000</b>

The Director Performance Rights are to be issued under the Plan on the terms and conditions in Schedule 4. A summary of the material terms of the Plan is in Schedule 3. Resolution 10(a) to (e) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act for the issue of up to 54,000,000 Director Performance Rights to the Directors (or their respective nominees) under the Plan.

### 13.2 Background and rationale

Following the Company's recent transformative acquisition of its Enmore Gold and Lachlan exploration projects and its ongoing maiden drilling program, the Board, in consultation with advisors, have developed a range of targeted objectives which will be linked to performance remuneration milestones for employees and Directors, in order to continue to incentivise long-term value creation for Shareholders.

Based on these Company objectives, the Company's Directors have approved the issue of the Director Performance Rights, with the following broad objectives:

- (a) to encourage long-term retention of team skills and experience;
- (b) reward long-term value creation for shareholders;
- (c) benchmark remuneration to current market rate while preserving cash of the Company; and
- (d) further align the interests of the Directors with Shareholders.

### 13.3 Vesting conditions

The vesting conditions of each tranche of the Director Performance Rights (as described below) are based on Share price targets, which are linked to expected revaluation and milestone events as the Company continues to explore & develop its exceptional exploration portfolio.

Subject to the terms and conditions summarised in Schedule 4, the Director Performance Rights will vest as follows:

Tranche	Vesting Conditions	Expiry Date
<b>Tranche A</b>	Director Performance Rights will vest upon the Company achieving a volume weighted average price of Shares over 10 consecutive trading days ( <b>10-Day VWAP</b> ) of at least \$0.075 within 24 months of issue.	5 years from issue date
<b>Tranche B</b>	Director Performance Rights will vest upon the Company achieving a 10-Day VWAP of at least \$0.10 within 24 months of issue.	5 years from issue date
<b>Tranche C</b>	Director Performance Rights will vest upon the Company achieving a 10-Day VWAP of at least \$0.125 within 24 months of issue.	5 years from issue date

### 13.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- (a) a director of the entity (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and
- (c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders.

The proposed issue of the Director Performance Rights falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if a Director elects for the Director Performance Rights to be issued to his nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the

Director Performance Rights to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 10(a) to (e) (inclusive) will be to allow the Company to issue the Director Performance Rights to the Directors (or their respective nominees).

If Resolution 10(a) to (e) (inclusive) is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights, and the Company will have to consider alternative commercial means to incentivise its Directors.

Resolution 10(a) to (e) (inclusive) are not conditional on each other, and Shareholders may approve one or all of those Resolutions (in which case, the Director Performance Rights the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

### 13.5 **Specific information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

- (a) The Director Performance Rights will be issued to the Directors (or their respective nominees).
- (b) The Directors will fall into the category stipulated by Listing Rule 10.14.1 by virtue of each being a director of the Company. In the event the Director Performance Rights are issued to a nominee of a Director, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) An aggregate maximum of 54,000,000 Director Performance Rights will be issued to the Directors (or their respective nominees) in the proportions set out at Section 13.1 above.
- (d) The current total annual remuneration packages for each of the Directors at the date of this Notice (not including the Director Performance Rights proposed to be issued) are set out below:

Director	Position	Salary and fees (excluding superannuation)
Daniel Power	Managing Director	\$312,000
Paul Harris	Non-Executive Chair	\$89,286
Darren Glover	Non-Executive Director	\$60,000
Anthony McIntosh	Non-Executive Director	\$60,000
George Rogers	Non-Executive Director	\$60,000



- (e) The following Equity Securities have been issued under the Plan to the Directors (or their respective nominees):

Director	Securities	Date	Acquisition price
Daniel Power	4,545,454 Performance Rights	3 May 2024	Nil
	9,750,000 Performance Rights	9 December 2024	Nil
Paul Harris	4,000,000 Performance Rights	9 December 2024	Nil
Darren Glover	4,000,000 Performance Rights	9 December 2024	Nil
Anthony McIntosh	4,000,000 Performance Rights	9 December 2024	Nil
George Rogers	4,000,000 Performance Rights	9 December 2024	Nil

- (f) The Director Performance Rights will be issued on the terms and conditions set out in Schedule 4.
- (g) The Company has obtained an independent valuation of the Director Performance Rights from Stantons International based on the assumptions set out in Schedule 3, with a summary for each of the Directors below.

Director	Director Performance Rights	Valuation
Daniel Power	15,000,000	\$576,500
Paul Harris	12,000,000	\$461,200
Darren Glover	9,000,000	\$345,900
Anthony McIntosh	9,000,000	\$345,900
George Rogers	9,000,000	\$345,900

- (h) The Company is issuing the Director Performance Rights as a cost effective, non-cash measure of compensating the Directors. The Board considers that Performance Rights, rather than Shares, are an appropriate form of incentive on the basis that:
- (i) the Director Performance Rights are designed to attract, retain and reward the Directors for the achievement of share price growth and creation of Shareholder value for the Company. The issue of the Director Performance Rights will therefore further align the interests of the Directors with Shareholders;
  - (ii) Shareholders can readily ascertain and understand the vesting conditions which are required to be satisfied for the Director Performance Rights to vest and the number of Shares to which they relate (i.e. each Performance Right is a right to be issued one Share upon the satisfaction of the vesting conditions);

- (iii) the Directors will only obtain the value of the Director Performance Rights and be able to exercise the Director Performance Rights into Shares upon satisfaction of the vesting conditions; and
- (iv) the issue of Director Performance Rights instead of cash is a prudent means of rewarding and incentivising the Directors whilst conserving the Company's available cash reserves.
- (i) The Director Performance Rights are intended to be issued to the Directors (or their respective nominees) as soon as practicable following the receipt of approval at the Meeting and in any event not later than three years after the Meeting.
- (j) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to the Directors' remuneration packages.
- (k) A summary of the material terms of the Plan is in Schedule 3.
- (l) No loan will be provided in relation to the issue of the Director Performance Rights.
- (m) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 10(a) to (e) (inclusive) are approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (o) A voting exclusion statement is included in the Notice.

### 13.6 **Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits the director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 10(a) to (e) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Performance Rights to the Directors to Shareholders to resolve upon.

### 13.7 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Performance Rights constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Performance Rights because the Director Performance Rights considered by the Board to be reasonable remuneration and therefore fall within the exception stipulated by section 211 of the Corporations Act.

### 13.8 Information required under Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Director Performance Rights:

(a) **Identity of the related parties to whom Resolution 10(a) to (e) permits financial benefits to be given**

Refer to Section 13.1 above.

(b) **Nature of the financial benefit**

Resolution 10(a) to (e) (inclusive) seek Shareholder approval to allow the Company to issue the Director Performance Rights in the amounts specified in Section 13.1 to the Directors (or their respective nominee/s).

The Director Performance Rights are to be issued in accordance with the Plan and otherwise on the terms and conditions as detailed in Schedule 4.

The Shares to be issued upon conversion of the Director Performance Rights will be fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Board recommendation**

Given the personal interests of the Directors in the outcome of these Resolutions, the Board declines to make a recommendation to Shareholders in relation to Resolution 10(a) to (e) (inclusive).

(d) **Valuation of financial benefit**

Refer to Section 13.5(g).

(e) **Remuneration of the Directors**

Refer to Section 13.5(d).

(f) **Existing relevant interests of the Directors**

As at the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Performance Rights	Options <sup>(1)</sup>
Daniel Power	2,571,428	14,895,454	535,714

Paul Harris	2,571,428	7,000,000	535,714
Darren Glover	28,587,333	4,000,000	Nil
Anthony McIntosh	40,443,748	4,600,000	5,198,311
George Rogers	8,233,000	4,000,000	Nil

**Note:**

1. Unquoted Options exercisable at \$0.04 each and expiring on 29 April 2026.

Assuming that Resolution 10(a) to (e) (inclusive) are approved by Shareholders, all of the Director Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised (including any existing Options and Performance Rights held by the Directors as at the date of this Notice), the interests of each of the Directors in the Company would (based on 1,027,460,013 Shares on issue as at the date of this Notice) be as follows:

Director	Interest in the Share capital of the Company
Daniel Power	0.25%
Paul Harris	0.25%
Darren Glover	2.78%
Anthony McIntosh	3.94%
George Rogers	0.80%

**(g) Dilution**

The issue of the Director Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holding if the Director Performance Rights vest and are exercised. The potential dilution if all Director Performance Rights vest and are exercised into Shares is 4.99%. This figure assumes the current Share capital structure as at the date of this Notice (1,027,460,013 Shares) and that no Shares are issued other than the Shares issued on exercise of the Director Performance Rights.

The exercise of all the Director Performance Rights will result in a total dilution of all other Shareholders' holdings of 4.46% on a fully diluted basis (assuming that all other Options and Performance Rights are exercised and converted to Shares). The actual dilution will depend on the extent that additional Shares are issued by the Company.

**(h) Trading History**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.092 per Share on 5 May 2025; and

Lowest: \$0.010 per Share on 30 September 2024.

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.045 per Share on 3 October 2025.

**(i) Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Performance Rights (including fringe tax benefits).

(j) **Corporate governance**

Daniel Power is an executive director of the Company and therefore the Board (other than Mr Power) believe that the grant of those Director Performance Rights to Mr Power is in line with Recommendation 8.2 of the Recommendations.

The Board acknowledges that the proposed grant of the Director Performance Rights to Paul Harris, Darren Glover, Anthony McIntosh and George Rogers is contrary to the guidelines in Box 8.2 of the Recommendations, which provides that non-executive directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity. However, it is considered reasonable in the circumstances, and typical for a company the size of Koonenberry Gold Limited, to offer these Director Performance Rights to Paul Harris, Darren Glover, Anthony McIntosh and George Rogers for the reasons set out in Sections 13.2 and 13.5(h).

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 10(a) to (e) (inclusive).

13.9 **Additional information**

Resolution 10(a) to (e) (inclusive) are separate ordinary resolutions.

## Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>10% Placement Facility</b>	has the meaning given in Section 7.1.
<b>10% Placement Period</b>	has the meaning given in section 7.2(f).
<b>10-Day VWAP</b>	has the meaning given in Section 13.3.
<b>\$ or A\$</b>	means Australian Dollars.
<b>ACDT</b>	means Australian Central Daylight Time, being the time in Adelaide, South Australia.
<b>Annual Report</b>	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Auditor's Report</b>	means the auditor's report contained in the Annual Report.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Koonenberry Gold Limited (ACN 619 137 576).
<b>Constitution</b>	means the constitution of the Company, as amended.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth), as amended.
<b>Deadline Date</b>	has the meaning given in Section 10.2(b).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Enmore Gold Project</b>	means the project proposed to be acquired by the Company, comprising of an exploration licence located in New South Wales.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>February Placement</b>	has the meaning given in Section 8.1.
<b>February Shares</b>	<b>Placement</b> has the meaning given in Section 8.1.

<b>Financial Report</b>	means the financial report contained in the Annual Report.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Lead Manager</b>	means BW Equities Pty Ltd engaged by the Company to act as lead manager to the February Placement.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Leaver</b>	has the meaning given under the Plan.
<b>Material Investor</b>	means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
<b>May Placement</b>	has the meaning given in Section 9.1.
<b>May Placement Shares</b>	has the meaning given in Section 9.1.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Minimum Issue Price</b>	has the meaning given in Section 7.2(e).
<b>Notice</b>	means this notice of annual general meeting.
<b>Official List</b>	means the official list of the ASX.
<b>Option</b>	means a right, subject to certain terms and conditions, to acquire a Share.
<b>Performance Right</b>	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
<b>Plan</b>	has the meaning given in Section 11.1.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>PT Bid</b>	has the meaning given in Section 10.2(a).
<b>PTBA Provisions</b>	has the meaning given in Section 10.1.

<b>Remuneration Report</b>	means the remuneration report contained in the Annual Report.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Rule</b>	means a rule of the Constitution.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Strike</b>	has the meaning given in Section 4.1.
<b>Variable A</b>	has the meaning given in Section 7.3(d).
<b>VWAP</b>	means volume weighted average price.



## Schedule 2 Rule 9 of the Constitution (Proportional Takeover Bid Approval)

### 9. Plebiscite to approve proportional takeover bids

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#### 9.1 Definitions

The meanings of the terms used in this rule 9 are set out below:

**'Approving Resolution'** means in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 9.3.

**'Approving Resolution Deadline'** means in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.

**'Proportional Takeover Bid'** means a takeover bid that is made or purports to be made under section 618(1)(b) of the Act in respect of securities included in a class of securities in the company.

**'Relevant Class'** means in relation to a Proportional Takeover Bid, means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

#### 9.2 Transfers not to be registered

Despite rules 8.1(c) and 8.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 9.3.

#### 9.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the Board must:
  - (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and
  - (ii) ensure that the resolution is voted on in accordance with this rule 9.3, before the Approving Resolution Deadline.
- (b) The provisions of this constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 9.3(a), as if that meeting were a general meeting of the company.
- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- (d) Subject to rule 9.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If an Approving Resolution has not been voted on in accordance with this rule 9.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution

will be taken to have been passed in accordance with this rule 9.3 on the Approving Resolution Deadline.

#### **9.4 Sunset**

Rules 9.1, 9.2 and 9.3 cease to have effect at the end of three years beginning:

- (a) where those rules have not been renewed in accordance with the Act, on the date that those rules were adopted by the company; or
- (b) where those rules have been renewed in accordance with the Act, on the date those rules were last renewed.

## Schedule 3 Summary of material terms of Plan

The following is a summary of the material terms and conditions of the Plan:

1. **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
  - (a) an employee or director of the Company or an individual who provides services to the Company;
  - (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
  - (c) a prospective person to whom paragraphs (a) or (b) apply;
  - (d) a person prescribed by the relevant regulations for such purposes; or
  - (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).
2. **(Maximum allocation)** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:
  - (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
  - (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3-year period,would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.
3. **(Purpose):** The purpose of the Plan is to:
  - (a) assist in the reward, retention and motivation of Eligible Participants;
  - (b) link the reward of Eligible Participants to Shareholder value creation; and

- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- 4. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
- 5. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.  
  

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.
- 6. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- 7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.  
  

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- 8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- 9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number

of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

**Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, and no later than five (5) business days after exercise, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
  - (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
12. **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
13. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
14. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

15. **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces 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.

18. **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

## Schedule 4 Terms and conditions of Director Performance Rights

The following terms and conditions apply to each of the Director Performance Rights:

- (a) **(Entitlement):** Subject to the terms and conditions set out below, each Director Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (b) **(Issue Price):** The Director Performance Rights are issued for nil cash consideration.
- (c) **(Vesting Conditions):** Subject to the terms and conditions set out below, the Director Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	Vesting Conditions
Tranche A	Director Performance Rights will vest upon the Company achieving a volume weighted average price of Shares over 10 consecutive trading days ( <b>10-Day VWAP</b> ) of at least \$0.075 within 24 months of issue.
Tranche B	Director Performance Rights will vest upon the Company achieving a 10-Day VWAP of at least \$0.10 within 24 months of issue.
Tranche C	Director Performance Rights will vest upon the Company achieving a 10-Day VWAP of at least \$0.125 within 24 months of issue,

- (d) **(Vesting):** Subject to the satisfaction of the relevant Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) that a Vesting Condition has been satisfied.
- (e) **(Expiry Date):** The Director Performance Rights will expire and lapse on the first to occur of the following:
  - (i) the relevant Vesting Conditions becoming incapable of satisfaction as determined by the Board in its discretion; and
  - (ii) 5.00pm (AEST) on the date which is 5 years after the date of issue of the Director Performance Rights,**(Expiry Date).**
- (f) **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause (e) above), the holder may apply to exercise Director Performance Rights, by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Director Performance Rights.
- (g) **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Director Performance Right and no later than five (5) business days after exercise, the Company will:
  - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (ii) issue a substitute Certificate for any remaining unexercised Director Performance Rights held by the holder;
  - (iii) if required, and subject to clause (h), give ASX a notice that complies with section

708A(5)(e) of the Corporations Act; and

- (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- (h) **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Director Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
- (i) **(Ranking):** All Shares issued upon the conversion of Director Performance Rights will upon issue rank equally in all respects with other Shares.
- (j) **(Transferability of the Director Performance Rights):** The Director Performance Rights are not transferable, except in exceptional circumstances under the Plan.
- (k) **(Leaver):** Where the holder ceases to be an Eligible Participant (as defined in the Plan) all unvested Director Performance Rights will be dealt with in accordance with the terms of the Plan, whereby the Board will determine to either permit some or all of the Director Performance Rights to vest or determine that the unvested Director Performance Rights be forfeited by the holder. The Board may elect to accelerate the vesting of a Leaver's performance rights in accordance with the Plan without further amendments to the terms of the Director Performance Rights.
- (l) **(Change of Control):** If a Change of Control Event occurs (as defined in the Plan), or the Board determines that such an event is likely to occur, any unvested Director Performance Rights will automatically vest.
- (m) **(Dividend rights):** A Director Performance Right does not entitle the holder to any dividends.
- (n) **(Voting rights):** A Director Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (o) **(Quotation of the Director Performance Rights):** The Company will not apply for quotation of the Director Performance Rights on any securities exchange.
- (p) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Director Performance Rights holder will be varied in accordance with the Listing Rules. Subject to compliance with the Listing Rules, any share price vesting milestone will be adjusted to the same proportion as the number of the underlying rights.
- (q) **(Entitlements and bonus issues):** Subject to the rights under clause (r), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (r) **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Director Performance Right will be increased by the number of Shares which the holder would have



received if the holder had exercised the Director Performance Right before the record date for the bonus issue.

- (s) **(Return of capital rights):** The Director Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (t) **(Rights on winding up):** The Director Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (u) **(Takeovers prohibition):**
  - (i) the issue of Shares on exercise of the Director Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Director Performance Rights.
- (v) **(No other rights):** A Director Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (w) **(Amendments required by ASX):** The terms of the Director Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
- (x) **(Plan):** The Director Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
- (y) **(Constitution):** Upon the issue of the Shares on exercise of the Director Performance Rights, the holder will be bound by the Company's Constitution.

# Schedule 5 Independent Valuation of Director Performance Rights

The Director Performance Rights to be issued pursuant to Resolution 10(a) to (e) have been valued by internal management. Using the Monte Carlo Method for performance rights given share price hurdles, and based on the assumptions set out below, the Director Performance Rights were ascribed the following value:

Assumptions	Tranche A	Tranche B	Tranche C
Valuation date	26 September 2025	26 September 2025	26 September 2025
Market price of Shares	\$0.049	\$0.049	\$0.049
Vesting hurdle (volume weighted average price over 10 consecutive trading days)	\$0.075	\$0.10	\$0.125
Vesting deadline (two years from issue date)	26 September 2027	26 September 2027	26 September 2027
Expiry date (length of time from issue)	5 years	5 years	5 years
Risk free interest rate	3.334	3.334	3.334
Volatility	100%	100%	100%
Valuation per Performance Right	\$0.0426	\$0.0382	\$0.0345

Director	Tranche A		Tranche B		Tranche C		TOTAL	
	Number	Valuation	Number	Valuation	Number	Valuation	Number	Valuation
Dan Power (11(a))	5,000,000	\$213,000	5,000,000	\$191,000	5,000,000	\$172,500	15,000000	\$576,500
Paul Harris (11(b))	4,000,000	\$170,400	4,000,000	\$152,800	4,000,000	\$138,000	12,000,000	\$461,200
Darren Glover (11 (c))	3,000,000	\$127,800	3,000,000	\$114,600	3,000,000	\$103,500	9,000,000	\$345,900
Anthony McIntosh (11(d))	3,000,000	\$127,800	3,000,000	\$114,600	3,000,000	\$103,500	9,000,000	\$345,900
George Rogers (11(e))	3,000,000	\$127,800	3,000,000	\$114,600	3,000,000	\$103,500	9,000,000	\$345,900

For personal use only

# 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 **3:30pm (ACDT) on Tuesday, 04 November 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Koonenberry Gold Limited, to be held at **3:30pm (ACDT) on Thursday, 06 November 2025 at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide SA 5000** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 8, 9, 10a, 10b, 10c, 10d and 10e (except where I/we have indicated a different voting intention below) even though Resolutions 1, 8, 9, 10a, 10b, 10c, 10d and 10e are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Re-approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Paul Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Darren Glover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10a Approval to issue up to 15,000,000 Director Performance Rights to Mr Daniel Power	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10b Approval to issue up to 12,000,000 Director Performance Rights to Mr Paul Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of February Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10c Approval to issue up to 9,000,000 Director Performance Rights to Mr Darren Glover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6a Ratification of 63,181,258 Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10d Approval to issue up to 9,000,000 Director Performance Rights to Mr Anthony McIntosh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b Ratification of 20,152,077 Placement Shares issues under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10e Approval to issue up to 9,000,000 Director Performance Rights to Mr George Rogers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-insertion of Proportional Takeover Bid Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).