



**Many Peaks Minerals Limited (ABN 13 642 404 797)**  
**Annual General Meeting – Notice and Proxy Form**

Dear Shareholder

The Annual General Meeting (**Meeting**) of shareholders of Many Peaks Minerals Limited (ABN 13 642 404 797) (**Company**) will be held at Liberty Offices, Level 3, 1060 Hay Street, West Perth WA 6005 on Friday, 21 November 2025 at 9:00am (WST).

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has previously requested a hard copy.

A copy of the Meeting documents can be viewed and downloaded online as follows:

- (a) On the Company's website at [www.manypeaks.com.au](http://www.manypeaks.com.au); or
- (b) On the Company's ASX market announcements page (ASX:MPK).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative. The **Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting** in person, by post or by facsimile. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

Your proxy form must be received by 9:00am (WST) on Wednesday, 19 November 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your vote electronically please visit [www.investorvote.com.au](http://www.investorvote.com.au) (Control Number: 188245).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <http://www.investorcentre.com>. Select 'Login' for existing users and enter your User ID and password (New users select 'Register now' and follow the prompts).

The Company will notify Shareholders via the Company's website at [www.manypeaks.com.au](http://www.manypeaks.com.au) and the Company's ASX Announcement Platform at [www2.asx.com.au](http://www2.asx.com.au) (ASX:MPK) if changing circumstances impact the planning or arrangement of the Meeting.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary by telephone at +61 8 9480 0429.

This announcement is authorised for market release by the Company Secretary of Many Peaks Minerals Limited.

Yours sincerely,

Aaron Bertolatti  
**Company Secretary**  
**Many Peaks Minerals Limited**

For personal use only

**MANY PEAKS MINERALS LIMITED**  
**ACN 642 404 797**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

**TIME:** 9:00am (WST)  
**DATE:** 21 November 2025  
**PLACE:** Liberty Offices  
Level 3, 1060 Hay Street  
WEST PERTH WA 6005

*The business of the Meeting affects your shareholding and your vote is important.*

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*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 Shareholders at 4:00pm (WST) on 19 November 2025.*

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## BUSINESS OF THE MEETING

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### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."*

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

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#### 2. RESOLUTION 2 – ELECTION OF DIRECTOR – FRANCIS HARPER

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

*"That, for the purpose of article 7.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Francis Harper, a Director who was appointed as an additional Director on 1 December 2024, retires, and being eligible, is elected as a Director."*

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#### 3. RESOLUTION 3 – ELECTION OF DIRECTOR – MATTHEW SCULLY

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

*"That, for the purpose of article 7.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Matthew Scully, a Director who was appointed as an additional Director on 1 November 2025, retires, and being eligible, is elected as a Director."*

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#### 4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – BEN PHILLIPS

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

*"That, for the purpose of article 7.3 of the Constitution and for all other purposes, Mr Ben Phillips, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 5. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 otherwise on the terms and conditions set out in the Explanatory Statement."*

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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

*"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 16,200,000 Securities under the employee incentive scheme titled 'Employee Incentive Securities Plan', on the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 7 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO MATTHEW SCULLY**

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

*"That, subject to the passing of Resolutions 3 and 6, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Options to Mr Matthew Scully (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."*

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**8. RESOLUTION 8 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO MATTHEW SCULLY**

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

*"That, subject to the passing of Resolutions 3 and 6, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Performance Rights to Mr Matthew Scully (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."*

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**9. RESOLUTION 9 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO TRAVIS SCHWERTFEGER**

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

*"That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Options to Mr Travis Schwertfeger (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."*

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**10. RESOLUTION 10 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO TRAVIS SCHWERTFEGER**

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

*"That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,200,000 Performance Rights to Mr Travis Schwertfeger (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 20 October 2025**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<b>Resolution 6 – Approval to issue Securities under an incentive plan</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 7 – Approval to issue incentive Options to Matthew Scully</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 8 – Approval to issue incentive Performance Rights to Matthew Scully</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 9 – Approval to issue incentive Options to Travis Schwerfeger</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 10 – Approval to issue incentive Performance Rights to Travis Schwerfeger</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul>

	<p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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### Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 6 – Approval to issue Securities under an incentive plan</b>	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
<b>Resolution 7 – Approval to issue incentive Options to Matthew Scully</b>	Matthew Scully (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 8 – Approval to issue incentive Performance Rights to Matthew Scully</b>	
<b>Resolution 9 – Approval to issue incentive Options to Travis Schwerfeger</b>	Travis Schwerfeger (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 10 – Approval to issue incentive Performance Rights to Travis Schwerfeger</b>	

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

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

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9480 0429.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.manypeaks.com.au](http://www.manypeaks.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.



### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – FRANCIS HARPER

#### 3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Francis Harper, having been appointed by other Directors on 1 December 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Harper is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Mr Harper has 40 years of experience in resources equity capital markets, mergers and acquisitions, and project finance advisory across Australia, the US and UK.</p> <p>Mr Harper was a former Chairman of ASX 300 gold miners Tietto Minerals Limited and West African Resources Limited, and is a past Chairman of Predictive Discovery Limited and Manas Resources Limited (now Turaco Gold Limited).</p> <p>Mr Harper co-founded Blackwood Capital in 2002, which has raised over \$1 billion for ASX resources companies including the initial public offerings of Tietto Minerals, West African Resources, Azumah Resources and Manas Resources. Prior to Blackwood Capital, he spent 15 years with NM Rothschild in the US, the UK and Australia in resources mergers and acquisitions, and project finance advisory.</p> <p>Mr Harper holds a Bachelor of Law (Hons) and a Bachelor of Economics.</p>
<b>Term of office</b>	Mr Harper has served as a Director since 1 December 2024.
<b>Independence</b>	If re-elected, the Board does not consider that Mr Harper will be an independent Director.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Harper.
<b>Board recommendation</b>	Having received an acknowledgement from Mr Harper that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Harper since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Harper) recommend that Shareholders vote in favour of this Resolution.

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Harper will be elected to the Board as a non-executive Director.

If this Resolution is not passed, Mr Harper will not continue in his role a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

#### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – MATTHEW SCULLY

##### 4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Matthew Scully, having been appointed by other Directors on 1 November 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Scully is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Mr Scully has over two decades of managing feasibility studies, project development and operational experience in the minerals sector. Mr Scully has established a robust reputation for delivering greenfields development projects in challenging, remote terrains across West Africa and Australia through extensive experience in previous roles with West African Resources, Perseus Mining and Evolution Mining Limited.</p> <p>Having most recently served as Project Director at West African Resources since 2022, Matthew was instrumental in advancing the technical development and operation of the A\$600m, 8.4mtpa Kiaka Gold Project in Burkina Faso. Preceding development of Kiaka, he managed the development of both the Sissingué and Yaouré large-scale gold projects in Côte d'Ivoire from 2016 with Perseus Mining Limited, totalling over A\$500 million in capital expenditure.</p> <p>Prior to joining Perseus, Matthew held the role of Group Manager of Projects with Evolution Mining Limited and successfully delivered the high-grade Mt Carlton gold-silver project in North Queensland.</p> <p>Mr Scully holds a Bachelor of Engineering (Mechanical) with Honours from Deakin University and is a member of Engineers Australia and a graduate of the Australian Institute of Company Directors.</p>
<b>Term of office</b>	Mr Scully has served as a Director since 1 November 2025.
<b>Independence</b>	If re-elected, the Board does not consider that Mr Scully will be an independent Director as Mr Scully is also the Chief Operating Officer of the Company.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Scully.
<b>Board recommendation</b>	Having received an acknowledgement from Mr Scully that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Scully since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Scully) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Scully will be elected to the Board as an executive Director.

If this Resolution is not passed, Mr Scully will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – BEN PHILLIPS

5.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Ben Phillips, who has held office without re-election since 22 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Phillips is set out below.

<b>Qualifications, experience and other material directorships</b>	Mr Phillips has over 15 years' experience in commercial negotiations with a broad spectrum of industries including oil and gas, resources, medical technology, SaaS and defence. Mr Phillips advises departments ranging from R&D and exploration through to production, commercialisation and sales.  Mr Phillips is the Executive Chairman of Norfolk Metals Limited (ASX: NFL) and Non-Executive Chairman of Mount Hope Mining Limited (ASX: MHM).
<b>Term of office</b>	Mr Phillips has served as a Director since 1 February 2024 and was last re-elected on 22 November 2024.
<b>Independence</b>	If re-elected, the Board considers that Mr Phillips will be an independent Director.
<b>Board recommendation</b>	Having received an acknowledgement from Mr Phillips that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Phillips since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Phillips) recommend that Shareholders vote in favour of this Resolution.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Phillips will be re-elected to the Board as an independent non-executive Director.

If this Resolution is not passed, Mr Phillips will not continue in his role as an independent non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included

in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is approximately \$113,272,298. The Company is therefore an Eligible Entity.

## 6.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

## 6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li> </ul>
<b>Minimum price</b>	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</li> <li>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>
<b>Use of funds</b>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.</p>
<b>Risk of economic and voting dilution</b>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the</p>

REQUIRED INFORMATION		DETAILS																																											
		basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 6 October 2025.																																											
		The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.																																											
		<table><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.445</th><th>\$0.890</th><th>\$1.335</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="6">Funds Raised</th></tr><tr><td>Current</td><td>127,272,246 Shares</td><td>12,727,224 Shares</td><td>\$5,663,614</td><td>\$11,327,229</td><td>\$16,990,844</td></tr><tr><td>50% increase</td><td>190,908,369 Shares</td><td>19,090,836 Shares</td><td>\$8,495,422</td><td>\$16,990,844</td><td>\$25,486,266</td></tr><tr><td>100% increase</td><td>254,544,492 Shares</td><td>25,454,449 Shares</td><td>\$11,327,229</td><td>\$22,654,459</td><td>\$33,981,689</td></tr></table>					Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.445	\$0.890	\$1.335	50% decrease	Issue Price	50% increase	Funds Raised						Current	127,272,246 Shares	12,727,224 Shares	\$5,663,614	\$11,327,229	\$16,990,844	50% increase	190,908,369 Shares	19,090,836 Shares	\$8,495,422	\$16,990,844	\$25,486,266	100% increase	254,544,492 Shares	25,454,449 Shares	\$11,327,229	\$22,654,459	\$33,981,689
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*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																													
The table above uses the following assumptions:																																													
<div><div>1.</div><div>There are currently 127,262,442 existing Shares on issue as at the date of this Notice.</div></div> <div><div>2.</div><div>The issue price set out above is the closing market price of the Shares on the ASX on 6 October 2025 (being \$0.89) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</div></div> <div><div>3.</div><div>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</div></div> <div><div>4.</div><div>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</div></div> <div><div>5.</div><div>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. 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.</div></div> <div><div>6.</div><div>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</div></div> <div><div>7.</div><div>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</div></div> <div><div>8.</div><div>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%.</div></div> <div><div>9.</div><div>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</div></div>																																													
Shareholders should note that there is a risk that:																																													
<div><div>(a)</div><div>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</div></div> <div><div>(b)</div><div>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</div></div>																																													

REQUIRED INFORMATION	DETAILS								
<b>Allocation policy under 7.1A Mandate</b>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>								
<b>Previous approval under Listing Rule 7.1A.2</b>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 22 November 2024 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 21 November 2024, the Company issued 18,700,140 Shares pursuant to the Previous Approval (<b>Previous Issues</b>), which represent approximately 16.91% of the total diluted number of Equity Securities on issue in the Company on 21 November 2024, which was 110,559,254.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issues:</p> <table border="1" data-bbox="528 1391 1380 2049"> <tr> <td data-bbox="528 1391 735 1469"><b>Date of Issue and Appendix 2A</b></td><td data-bbox="735 1391 1380 1469">31 July 2025</td></tr> <tr> <td data-bbox="528 1469 735 1563"><b>Number and Class of Equity Securities Issued</b></td><td data-bbox="735 1469 1380 1563">10,481,371 Shares<sup>2</sup></td></tr> <tr> <td data-bbox="528 1563 735 1686"><b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b></td><td data-bbox="735 1563 1380 1686">\$0.72 per Share (at a discount 4% to Market Price).</td></tr> <tr> <td data-bbox="528 1686 735 2049"><b>Recipients</b></td><td data-bbox="735 1686 1380 2049"> <p>Professional and sophisticated investors as part of a placement announced on 16 July 2025. The placement participants were identified through a bookbuild process, which involved Blackwood Capital Pty Ltd and Canaccord Genuity (Australia) Ltd, together with the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>The Company confirms that, other than substantial Shareholder Mr Phillip Richard Perry who was issued more than 1% of the issued capital of the Company, none of the other participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p> </td></tr> </table>	<b>Date of Issue and Appendix 2A</b>	31 July 2025	<b>Number and Class of Equity Securities Issued</b>	10,481,371 Shares <sup>2</sup>	<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.72 per Share (at a discount 4% to Market Price).	<b>Recipients</b>	<p>Professional and sophisticated investors as part of a placement announced on 16 July 2025. The placement participants were identified through a bookbuild process, which involved Blackwood Capital Pty Ltd and Canaccord Genuity (Australia) Ltd, together with the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>The Company confirms that, other than substantial Shareholder Mr Phillip Richard Perry who was issued more than 1% of the issued capital of the Company, none of the other participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
<b>Date of Issue and Appendix 2A</b>	31 July 2025								
<b>Number and Class of Equity Securities Issued</b>	10,481,371 Shares <sup>2</sup>								
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.72 per Share (at a discount 4% to Market Price).								
<b>Recipients</b>	<p>Professional and sophisticated investors as part of a placement announced on 16 July 2025. The placement participants were identified through a bookbuild process, which involved Blackwood Capital Pty Ltd and Canaccord Genuity (Australia) Ltd, together with the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>The Company confirms that, other than substantial Shareholder Mr Phillip Richard Perry who was issued more than 1% of the issued capital of the Company, none of the other participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>								



REQUIRED INFORMATION	DETAILS	
	Total Cash Consideration and Use of Funds	<b>Amount raised:</b> \$7,546,587
		<b>Amount spent:</b> \$Nil
		<b>Use of funds:</b> Funds used to complete drilling and studies for preparation of inaugural Mineral Resource Estimate, to initiate extensive exploration following the granting of the Ferké South Exploration Licence Application, to fund costs of the offer, working capital and corporate and administrative costs.
		<b>Amount remaining:</b> \$7,546,587
		<b>Proposed use of remaining funds:</b> <sup>3</sup> As stated above.
	Date of Issue and Appendix 2A	27 March 2025
	Number and Class of Equity Securities Issued	8,218,769 Shares <sup>2</sup>
Issue Price and discount to Market Price <sup>1</sup> (if any)	\$0.35 per Share (at a discount 12.5% to Market Price).	
Recipients	A restricted group of new and existing high-net-worth investors as part of a placement announced on 20 March 2025. The placement participants were identified through a bookbuild process, which involved Blackwood Capital Pty Ltd and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.  The Company confirms that none of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.	
Total Cash Consideration and Use of Funds	<b>Amount raised:</b> \$2,876,569	
	<b>Amount spent:</b> \$Nil	
	<b>Use of funds:</b> Funds raised will be used to accelerate exploration activities in Côte d'Ivoire, to fund costs of the placement, working capital and corporate and administrative costs.	
	<b>Amount remaining:</b> \$2,876,569	
	<b>Proposed use of remaining funds:</b> <sup>3</sup> As stated above.	
<b>Notes:</b>		
<div>1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.</div> <div>2. Fully paid ordinary shares in the capital of the Company, ASX Code: MPK (terms are set out in the Constitution).</div> <div>3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</div>		
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.	

## 7. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

### 7.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 16,200,000 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

### 7.2 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

### 7.3 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 7.4 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of 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.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

### 7.4 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
<b>Terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
<b>Number of Securities previously issued under the Plan</b>	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
<b>Maximum number of Securities proposed to be issued under the Plan</b>	The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 16,200,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.



REQUIRED INFORMATION	DETAILS
	The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of 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.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution.

## 8. RESOLUTIONS 7 TO 10 – APPROVAL TO ISSUE INCENTIVE SECURITIES TO DIRECTORS

### 8.1 General

As announced on 3 September 2025, the Company has agreed, subject to obtaining Shareholder approval, to issue:

- (a) 2,000,000 Options and 2,000,000 Performance Rights to the Company's Executive Director and Chief Operating Officer Matthew Scully (or his nominee(s)), as part of his remuneration package (being the subject of Resolutions 7 and 8); and
- (b) 1,000,000 Options and 1,200,000 Performance Rights to the Company's Managing Director Travis Schwertfeger (or his nominee(s)) on the same terms as those Options and Performance Rights to be issued to Mr Scully (being the subject of Resolutions 9 and 10).

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to an aggregate of 3,000,000 Options and 3,200,000 Performance Rights (**Incentive Securities**) to Matthew Scully and Travis Schwertfeger (or their respective nominee(s)) (the **Related Parties**) pursuant to the Plan on the terms and conditions set out below.

Further details in respect of the Incentive Securities proposed to be issued are set out in the tables below:

#### Options

RELATED PARTY	QUANTUM	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
Matthew Scully (Resolution 7)	2,000,000	The Options are exercisable at any time on and from the satisfaction of the following vesting conditions and prior to the expiry date:  (a) 50% of the Options will vest immediately on the date of issue of the Options; and  (b) 50% of the Options will vest on the date that is 12 months from the date of issue of the Options,  subject to the holder's continuous employment at the time of vesting.	\$1.00 per Option	31 December 2029
Travis Schwertfeger (Resolution 9)	1,000,000			

#### Performance Rights

TRANCHE	RECIPIENT	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	Matthew Scully (Resolution 8)	1,000,000	Vesting upon the Company announcing completion of a positive Pre-Feasibility Study ( <b>PFS</b> ) compliant with the Australasian Code for Reporting of Exploration	Five years from the date of issue
	Travis Schwertfeger (Resolution 10)	600,000		

TRANCHE	RECIPIENT	QUANTUM	VESTING CONDITION	EXPIRY DATE
			Results, Mineral Resources and Ore Reserves ( <b>JORC Code</b> ) in relation to any one of the Company's Côte d'Ivoire Projects.  <b>Côte d'Ivoire Projects</b> means the Ferké and Odienné, gold projects and surrounding prospect areas in the Republic of Côte d'Ivoire.	
B	Matthew Scully (Resolution 8)	1,000,000	Vesting upon the Company announcing a positive Feasibility Study ( <b>FS</b> ) compliant with the JORC Code in relation to any one of the Company's Côte d'Ivoire Projects.  <b>Côte d'Ivoire Projects</b> means the Ferké and Odienné, gold projects and surrounding prospect areas in the Republic of Côte d'Ivoire.	Five years from the date of issue
	Travis Schwerffeger (Resolution 10)	600,000		

## 8.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue constitutes giving a financial benefit and the Related Parties are each a related party of the Company by virtue of being a Director.

The Directors (other than Mr Scully) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue the subject of Resolutions 7 and 8, because the agreement to issue the Incentive Securities, reached as part of the remuneration package for Mr Scully, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Schwerffeger) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue the subject of Resolutions 9 and 10, because the agreement to issue the Incentive Securities, reached as part of the remuneration package for Mr Schwerffeger, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## 8.3 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 the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

#### 8.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and the Company may be required to consider alternative methods of remunerating the Related Parties.

Resolutions 7 and 8 are conditional on Resolutions 3 and 6 also being passed. Therefore, if Resolutions 3 and 6 is not passed, the Board will not be able to proceed with the issue.

Resolutions 9 and 10 are conditional on Resolution 6 also being passed. Therefore, if Resolution 6 is not passed, the Board will not be able to proceed with the issue.

These Resolutions are independent of one another. If either Resolution is not carried, and the other Resolution is passed, then the Board may still proceed with the issue of the Incentive Securities to the Related Party in respect of which the issue of Incentive Securities has been approved, subject to Resolution 6 being passed.

#### 8.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS									
Name of the person to whom Securities will be issued	The Related Parties, namely Matthew Scully and Travis Schwertfeger (or their respective nominee(s)).									
Categorisation under Listing Rule 10.14	<p>The Related Parties both fall within the category set out in Listing Rule 10.14.1 as they are each a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the Related Parties who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.</p>									
Number of Securities and class to be issued	Up to 3,000,000 Options and 3,200,000 Performance Rights will be issued and allocated as set out in the tables included at Section 8.1 above.									
Remuneration package	<p>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr><tr><td>Matthew Scully</td><td>\$616,000 <sup>3</sup></td><td>\$Nil <sup>1</sup></td></tr><tr><td>Travis Schwertfeger</td><td>\$448,000 <sup>4</sup></td><td>\$620,724 <sup>2</sup></td></tr></table> <p><b>Notes:</b></p> <p>1. Appointed 1 November 2025.</p> <p>2. Comprising base salary of \$250,321, share-based payments of \$341,616 and a superannuation payment of \$28,787.</p> <p>3. Comprising base salary of \$550,000 per annum and a superannuation payment of \$66,000.</p> <p>4. Comprising base salary of \$400,000 per annum and a superannuation payment of \$48,000.</p> <p>If the Incentive Securities are issued:</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Matthew Scully	\$616,000 <sup>3</sup>	\$Nil <sup>1</sup>	Travis Schwertfeger	\$448,000 <sup>4</sup>	\$620,724 <sup>2</sup>
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025								
Matthew Scully	\$616,000 <sup>3</sup>	\$Nil <sup>1</sup>								
Travis Schwertfeger	\$448,000 <sup>4</sup>	\$620,724 <sup>2</sup>								

REQUIRED INFORMATION	DETAILS
	<p>(a) the total remuneration package of Matthew Scully will increase by \$2,310,296 to \$2,926,296, being the value of the Incentive Securities, comprising:</p> <p>(i) \$1,331,296, being the value of the Options the subject of Resolution 7 based on the Black Scholes methodology; and</p> <p>(ii) \$979,000, being the value of the Performance Rights the subject of Resolution 8; and</p> <p>(b) the total remuneration package of Travis Schwertfeger will increase by \$1,253,048 to \$1,701,048, being the value of the Incentive Securities the subject of Resolutions 9 and 10, comprising:</p> <p>(i) \$665,648, being the value of the Options the subject of Resolution 9 based on the Black Scholes methodology; and</p> <p>(ii) \$587,400, being the value of the Performance Rights the subject of Resolution 10.</p>
<b>Securities previously issued to the recipient/(s) under the Plan</b>	As this is the first time that the Shareholder approval is being sought for the adoption of the Plan, no Securities have been previously issued under the Plan.
<b>Terms of Securities</b>	<p>The Options will be issued on the terms and conditions set out in Schedule 2.</p> <p>The Performance Rights will be issued on the terms and conditions set out in Schedule 3.</p>
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Incentive Securities for the following reasons:</p> <p>(a) the issue of the Incentive Securities has no immediate dilutionary impact on Shareholders;</p> <p>(b) the issue to the Related Parties will align the interests of the Related Parties with those of Shareholders;</p> <p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;</p> <p>(d) in relation to the Options, the deferred taxation benefit which is available to the recipient in respect of an issue of Options is also beneficial to the Company as it means the recipient is not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and</p> <p>(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Securities on the terms proposed.</p>

REQUIRED INFORMATION	DETAILS
<b>Valuation</b>	The Company values the Options at \$1,996,943 based on the Black-Scholes methodology. The Company values the Performance Rights at \$1,566,400.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within five Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Issue price of Securities</b>	The Incentive Securities will be issued at a nil issue price.
<b>Material terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
<b>Material terms of any loan</b>	No loan is being made in connection with the acquisition of the Incentive Securities.
<b>Additional Information</b>	<p>Details of any Incentive Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to each of these Resolutions.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to each of these Resolutions.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 6.1.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Many Peaks Minerals Limited (ACN 642 404 797).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** 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.

**Listing Rules** means the Listing Rules of ASX.

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share subject to satisfaction of performance milestones.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option or Performance Right (as applicable).

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

**Shareholder** means a registered holder of a Share.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Plan is set out below.

<b>Eligible Participant</b>	<b>Eligible Participant</b> means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(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 Shares, Options, Performance Rights or other convertible security (<b>Plan Securities</b>).</li> </ul>
<b>Maximum number of Convertible Securities</b>	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 6 and Section 7.</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(b)), following Shareholder approval, is 16,200,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
<b>Plan administration</b>	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 (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	<p>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 any (or any combination of) the Plan Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Plan 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.</p> <p>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.</p>
<b>Grant of Plan Securities</b>	<p><b>Participant</b> means an Eligible Participant who has been granted any Plan Security under the Plan.</p> <p>The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Plan Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.</p>



<b>Rights attaching to Convertible Securities</b>		<p>A <b>Convertible Security</b> represents a right to acquire one or more Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</li> </ul>
<b>Restrictions on dealing with Convertible Securities</b>		<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<b>Vesting Convertible Securities</b>	<b>of</b>	<p>Any vesting conditions applicable to the 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 security will lapse.</p>
<b>Forfeiture Convertible Securities</b>	<b>of</b>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the <b>Group</b>);</li> <li>(b) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</li> <li>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(d) on the date the Participant becomes insolvent; or</li> <li>(e) on the Expiry Date,</li> </ul> <p>subject to the discretion of the Board.</p>
<b>Listing Convertible Securities</b>	<b>of</b>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
<b>Exercise Convertible Securities and cashless exercise</b>	<b>of</b>	<p>To exercise a security, the Participant must deliver a signed notice of exercise (<b>Exercise Notice</b>) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p>

	<p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (<b>Cashless Exercise</b>) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S = O * \frac{(MVS - EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<b>Timing of issue of Shares and quotation of Shares on exercise</b>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, 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.</p>
<b>Restriction periods and restrictions on transfer of Shares on exercise</b>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security 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.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> <li>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities 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;</li> <li>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</li> <li>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</li> </ul>
<b>Rights attaching to Shares on exercise</b>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
<b>Change of control</b>	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.</p>

<b>Participation entitlements in and bonus issues</b>	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
<b>Adjustment for bonus issue</b>	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 Participant is entitled, upon exercise of the Convertible Securities, to receive an issue 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.
<b>Reorganisation</b>	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 ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back Plan Securities in accordance with the terms of the Plan.
<b>Employee Share Trust</b>	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
<b>Amendment of Plan</b>	<p>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 Plan 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.</p> <p>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.</p>
<b>Plan duration</b>	<p>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.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Plan Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Plan Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<b>Income Tax Assessment Act</b>	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
<b>Withholding</b>	Notwithstanding any other provision of the Plan rules, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant ( <b>Withholding Amount</b> ), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

## SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Plan</b>	<p>The Options are granted under the Company's Plan.</p> <p>Defined terms in these terms and conditions have the same meaning as in the Plan.</p> <p>In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</p>
3.	<b>Consideration</b>	Nil consideration is payable for the Options.
4.	<b>Exercise Price</b>	The amount payable upon exercise of each Option will be \$1.00 ( <b>Exercise Price</b> ).
5.	<b>Expiry Date</b>	<p>Each Option whether vested or unvested will expire on the earlier to occur of:</p> <p>(a) the Option lapsing and being forfeited under the Plan; or</p> <p>(b) 5:00 pm (WST) on 31 December 2029 (<b>Expiry Date</b>).</p> <p>For the avoidance of doubt, any unexercised Options will automatically lapse on the Expiry Date.</p>
6.	<b>Vesting Conditions</b>	<p>The Options are exercisable at any time on and from the satisfaction of the following vesting conditions and prior to the Expiry Date:</p> <p>(a) 50% of the Options will vest immediately on the date of issue of the Options; and</p> <p>(b) 50% of the Options will vest on the date that is 12 months from the date of issue of the Options,</p> <p>subject to the holder's continuous employment at the time of vesting (the <b>Vesting Conditions</b>).</p>
7.	<b>Rights attaching to Options</b>	<p>Prior to an Option being exercised, the holder:</p> <p>(a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on exercise of Option other than as expressly set out in the Plan;</p> <p>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</p> <p>(c) is not entitled to receive any dividends declared by the Company; and</p> <p>(d) is not entitled to participate in any new issue of Shares (refer to paragraph 18 below titled 'Participation in new issues').</p>
8.	<b>Restrictions on dealing with Options</b>	<p>The Options cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.</p>
9.	<b>Cessation of Employment</b>	Any unvested Options will automatically be forfeited on the termination or cessation of the holder's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
10.	<b>Forfeiture Conditions</b>	Options will be forfeited in the following circumstances:

		<p>(a) in the case of unvested Options only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group);</p> <p>(b) in the case of unvested Options only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the Vesting Conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or</p> <p>(e) on the Expiry Date,</p> <p>subject to the discretion of the Board.</p>
11.	<b>Exercise Period</b>	The Options are exercisable at any time on and from the delivery of a vesting notice until the Expiry Date ( <b>Exercise Period</b> ).
12.	<b>Exercise Notice</b>	<p>The Options may be exercised during the Exercise Period by:</p> <p>(a) delivery of a written notice of exercise of Options specifying the number of Options being exercised (<b>Exercise Notice</b>); and</p> <p>(b) payment by electronic funds transfer or cheque for the Exercise Price for the number of Options being exercised or the cashless exercise procedure set out in paragraph 13. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable."</p> <p>An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and, subject to the holder electing for Cashless Exercise, the date of receipt of the payment of the Exercise Price (for each Option being exercised in cleared funds).</p>
13.	<b>Cashless Exercise</b>	<p>Subject to Board approval, in lieu of paying the aggregate Exercise Price for the number of Options specified in the Exercise Notice, the holder of the Options may elect a cashless exercise (<b>Cashless Exercise</b>) whereby the Board will issue to the holder that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S = O * \frac{(MVS - EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p>
14.	<b>Timing of issue of Shares and quotation of Shares on exercise</b>	<p>Subject to Applicable Law, within five Business Days after the valid exercise of Options by the holder, the Company will:</p> <p>(a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and</p> <p>(b) if required, issue a substitute certificate for any remaining unexercised Options held by the holder.</p> <p>Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with</p>

		the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.
15.	<b>Restrictions on transfer of Shares on exercise</b>	<p>Shares issued on exercise of the Options are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options 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;</p> <p>(b) all Shares issued on exercise of the Options are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Options are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.</p>
16.	<b>Rights attaching to Shares on exercise</b>	Shares issued upon exercise of the Option will rank equally with the then issued Shares of the Company.
17.	<b>Change of Control</b>	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Options will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Options on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Options and does not include a discretion to lapse or forfeit unvested Options for less than fair value.
18.	<b>Participation in new issues</b>	Subject always to the rights under paragraphs 19 and 20 below, holders of Options will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
19.	<b>Adjustment for bonus issue of Shares</b>	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 Options is entitled, upon exercise of the Options, to receive an issue 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 Options are exercised.
20.	<b>Reorganisation</b>	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 holder holding Options will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
21.	<b>Change to exercise price</b>	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
22.	<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back the Options in accordance with the terms of the Plan.



## SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.						
2.	Plan	<p>The Performance Rights are granted under the Company's Plan (<b>Plan</b>).</p> <p>Defined terms in these terms and conditions have the same meaning as in the Plan.</p> <p>In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</p>						
3.	Consideration	Nil consideration is payable for the Performance Rights.						
4.	Expiry Date	<p>Each Performance Right will expire on the earlier to occur of:</p> <p>(a) the Performance Rights lapsing and being forfeited under the Plan; and</p> <p>(b) 5:00 pm (WST) on:</p> <table><tr><th>TRANCHE</th><th>EXPIRY DATE</th></tr><tr><td>A</td><td>Five years from the date of issue</td></tr><tr><td>B</td><td>Five years from the date of issue</td></tr></table> <p>(the <b>Expiry Date</b>).</p> <p>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</p>	TRANCHE	EXPIRY DATE	A	Five years from the date of issue	B	Five years from the date of issue
TRANCHE	EXPIRY DATE							
A	Five years from the date of issue							
B	Five years from the date of issue							
5.	Vesting Conditions	<p>The Performance Rights shall vest as follows:</p> <table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td><p>Vesting upon the Company announcing completion of a positive Pre-Feasibility Study (<b>PFS</b>) compliant with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (<b>JORC Code</b>) in relation to any one of the Company's Côte d'Ivoire Projects.</p><p><b>Côte d'Ivoire Projects</b> means the Ferké and Odienné, gold projects and surrounding prospect areas in the Republic of Côte d'Ivoire.</p></td></tr><tr><td>B</td><td><p>Vesting upon the Company announcing a positive Feasibility Study (<b>FS</b>) compliant with the JORC Code in relation to any one of the Company's Côte d'Ivoire Projects.</p><p><b>Côte d'Ivoire Projects</b> means the Ferké and Odienné, gold projects and surrounding prospect areas in the Republic of Côte d'Ivoire.</p></td></tr></table> <p>each, a <b>Vesting Condition</b>.</p>	CLASS	VESTING CONDITION	A	<p>Vesting upon the Company announcing completion of a positive Pre-Feasibility Study (<b>PFS</b>) compliant with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (<b>JORC Code</b>) in relation to any one of the Company's Côte d'Ivoire Projects.</p> <p><b>Côte d'Ivoire Projects</b> means the Ferké and Odienné, gold projects and surrounding prospect areas in the Republic of Côte d'Ivoire.</p>	B	<p>Vesting upon the Company announcing a positive Feasibility Study (<b>FS</b>) compliant with the JORC Code in relation to any one of the Company's Côte d'Ivoire Projects.</p> <p><b>Côte d'Ivoire Projects</b> means the Ferké and Odienné, gold projects and surrounding prospect areas in the Republic of Côte d'Ivoire.</p>
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6.	Rights attaching to Performance Rights	<p>Prior to a Performance Right being converted, the holder:</p> <p>(a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Plan;</p> <p>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</p> <p>(c) is not entitled to receive any dividends declared by the Company; and</p>						

		(d) is not entitled to participate in any new issue of Shares (refer to paragraph 16 below titled 'Participation in new issues').
7.	<b>Restrictions on dealing with Performance Rights</b>	<p>The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.</p>
8.	<b>Cessation of Employment</b>	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
9.	<b>Forfeiture Conditions</b>	<p>Performance Rights will be forfeited in the following circumstances:</p> <p>(a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group);</p> <p>(b) in the case of unvested Performance Rights only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p> <p>(c) where there is a failure to satisfy the Vesting Conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or</p> <p>(e) on the Expiry Date,</p> <p>subject to the discretion of the Board.</p>
10.	<b>Conversion</b>	The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date ( <b>Conversion Period</b> ).
11.	<b>Conversion Notice</b>	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted ( <b>Conversion Notice</b> ).
12.	<b>Timing of issue of Shares and quotation of Shares on conversion</b>	<p>Within five Business Days after the issue of a Conversion Notice by the holder, the Company will:</p> <p>(a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and</p> <p>(b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder.</p> <p>Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.</p>
13.	<b>Restrictions on transfer of Shares on conversion</b>	<p>Shares issued on conversion of the Performance Rights are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the 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;</p>



		<p>(b) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.</p>
14.	<b>Rights attaching to Shares on conversion</b>	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
15.	<b>Change of Control</b>	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Performance Rights on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Performance Rights and does not include a discretion to lapse or forfeit unvested Performance Rights for less than fair value.
16.	<b>Participation in new issues</b>	Subject always to the rights under paragraphs 17 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
17.	<b>Adjustment for bonus issue</b>	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 Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue 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 Performance Rights are converted.
18.	<b>Reorganisation</b>	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 holder holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
19.	<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (WST) on Wednesday, 19 November 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

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

Your secure access information is

**Control Number: 188245**

**SRN/HIN:**

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

### By Mail:

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

### By Fax:

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



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

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

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

# Proxy Form

Please mark ☒ to indicate your directions

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

I/We being a member/s of Many Peaks Minerals Ltd hereby appoint

☐ the Chair of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Many Peaks Minerals Ltd to be held at Liberty Offices, Level 3, 1060 Hay Street, West Perth, WA 6005 on Friday, 21 November 2025 at 9:00am (WST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 6, 7, 8, 9 and 10 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

		For	Against	Abstain		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval to Issue Incentive Performance Rights to Matthew Scully	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Francis Harper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 3	Election of Director – Matthew Scully	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval to Issue Incentive Options to Travis Schwertfeger	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Ben Phillips	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval to Issue Incentive Performance Rights to Travis Schwertfeger	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 6	Approval to Issue Securities under an Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 7	Approval to Issue Incentive Options to Matthew Scully	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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