



Brightstar Resources Limited
ACN 100 727 491

Notice of Annual General Meeting

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

Time and date: 10:00am (AWST) on Monday, 24 November 2025

In-person: Suite 1, Level 14, 221 St Georges Terrace, Perth WA 6000

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

Should you wish to discuss any matter, please do not hesitate to contact the Company by on +61 8 9277 6008 or info@brightstarresources.com.au.

Shareholders are urged to attend or vote by lodging the Proxy Form.

Brightstar Resources Limited
ACN 100 727 491
(Company)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Brightstar Resources Limited (**Company**) will be held at Suite 1, Level 14, 221 St Georges Terrace, Perth WA 6000, Western Australia on Monday, 24 November 2025 at 10:00am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 22 November 2025 at 4:00pm (AWST).

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

Agenda

1. Annual Report

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

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

2. Resolutions

Resolution 1 – Remuneration Report

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

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

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

Resolution 2 – Re-election of Director – Mr Jonathan Downes

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

'That, for the purposes of Article 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Jonathan Downes retires by rotation and, being eligible and offering himself for re-election, is re-elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Re-election of Director – Mr Andrew Rich

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

‘That, for the purposes of Article 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Andrew Rich retires by rotation and, being eligible and offering himself for re-election, is re-elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.’

Resolution 4 – Re-approval of Employee Securities Incentive Plan

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

‘That, for the purpose of Listing Rule 7.2 exception 13(b) and for all other purposes, Shareholders re-approve the employee securities incentive plan of the Company known as the “Brightstar Resources Limited Employee Securities Incentive Plan” (Plan) and the issue of up to a maximum of 88,000,000 Equity Securities under that Plan, on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Approval of potential termination benefits under the Plan

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

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

Resolution 6 – Ratification of issue of Placement Shares

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

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

(a) 59,166,667 Placement Shares issued under Listing Rule 7.1; and

(b) 45,000,000 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 7 – Approval of issue of Director Performance Rights

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

‘That, for the purposes of Listing Rule 10.14, and for all other purposes, Shareholders approve the issue of up to 4,821,428 Director Performance Rights under the Plan, as follows:

(a) up to 2,678,571 Director Performance Rights to Alex Rovira (or his nominee/s); and

(b) up to 2,142,857 Director Performance Rights to Andrew Rich (or his nominee/s),

on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval for change of Auditor

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

'That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, KPMG, having been nominated by a Shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect from the date this Resolution is passed, on the terms and conditions in the Explanatory Memorandum.'

3. Voting exclusions

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

- (a) **Resolution 4:** by or on behalf of any person who is eligible to participate in the Plan, or any of their respective associates, or their nominees.
- (b) **Resolution 6(a):** by or on behalf of a person who participated in the issue of those Placement Shares, or any of the irrelative associates, or their nominees.
- (c) **Resolution 6(b):** by or on behalf of a person who participated in the issue of those Placement Shares, or any of the irrelative associates, or their nominees.
- (d) **Resolution 7(a):** by or on behalf of Alex Rovira (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 Plan, or any of their respective associates.
- (e) **Resolution 7(b):** by or on behalf of Andrew Rich (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 Plan, or any of their respective associates.

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

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

4. Voting prohibitions

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

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

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

Resolution 4 and Resolution 5: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on these Resolutions if:

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

However, the above prohibition does not apply if:

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

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on **Resolution 5** must not be cast (in any capacity) by any participants or potential participants in the Plan and their associates, otherwise the benefit of **Resolution 5** will be lost by such a person in relation to that person's future retirement.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 5; and
- (b) it is not cast on behalf of a related party of the Company to whom Resolution 5 would permit a financial benefit to be given, or an associate of such a related party.

Resolution 7(a) and (b): In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on these Resolutions if:

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

However, the above prohibition does not apply if:

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

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Ben Smith
Company Secretary
Brightstar Resources Limited

Dated: 17 October 2025

Brightstar Resources Limited
ACN 100 727 491
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 1, Level 14, 221 St Georges Terrace, Perth WA 6000, Western Australia on Monday, 24 November 2025 at 10:00am (AWST) (**Meeting**).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Jonathan Downes
Section 6	Resolution 3 – Re-election of Director – Mr Andrew Rich
Section 7	Resolution 4 – Re-approval of Employee Securities Incentive Plan
Section 8	Resolution 5 – Approval of potential termination benefits under the Plan
Section 9	Resolution 6 – Ratification of issue of Placement Shares
Section 10	Resolution 7 – Approval of issue of Director Performance Rights
Section 11	Resolution 8 – Approval for change of Auditor
Schedule 1	Definitions
Schedule 2	Summary of Plan
Schedule 3	Terms and Conditions of Director Performance Rights
Schedule 4	Valuation of Director Performance Rights
Schedule 5	Nomination of Auditor

A Proxy Form is made available with this Notice.

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by a corporation

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

2.3 Voting by proxy

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

Please note that:

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

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

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

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 11:00am (AWST) on Saturday, 1 November 2025, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, Resolution 4, Resolution 5 and Resolution 7(a) and (b) even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@brightstarresources.com.au by 5:00pm (AWST) on Monday, 17 November 2025.

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

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

3. Annual Report

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

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

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

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

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

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

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

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

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

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

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

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

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

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

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Mr Jonathan Downes

5.1 General

Article 14.2 of the Constitution provides that at each annual general meeting, one-third of the Directors must retire. Article 14.2 provides that no account is to be taken of the Managing Director in determining the number of Directors to retire at the Company's annual general meeting.

Listing Rule 14.5 provides that there must be an election of Directors at each annual general meeting of the Company.

Mr Jonathan Downes was only just recently re-elected at the Company's 2024 annual general meeting and has agreed to retire at this Meeting. Accordingly, Mr Downes retires as a Director at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 2.

If Resolution 2 is passed, Mr Downes will retire at the conclusion of the Meeting and will be immediately re-elected as a Director.

If Resolution 2 is not passed, Mr Downes will retire at the conclusion of the Meeting and will not be re-elected as a Director at this Meeting.

5.2 Mr Jonathan Downes

Mr Downes has over 25 years' experience in the minerals industry and has worked in various geological and corporate capacities. Experienced with nickel, gold and base metals, he has also been intimately involved with the exploration process, development through to production.

Mr Downes holds a Bachelor of Science in Geology and is a member of the Australian Institute of Geoscientists. Mr Downes is also a director of Dundas Minerals Limited (ASX: DUN) and Cazaly Resources Ltd (ASX: CAZ). He formerly held directorships with Corazon Mining Limited (ASX: CZN), Galena Mining Limited (ASX: G1A) and Kaiser Reef Limited (ASX: KAU).

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

If re-elected, Mr Downes is considered by the Board (with Mr Downes abstaining) to be an independent Director. Mr Downes is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring independent judgement to bear on issues before the Board and

to act in the best interests of the Company as a whole, rather than the interests of an individual Security holder or other party.

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

5.3 Board recommendation

The Board (other than Mr Downes who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Downes. Mr Downes' broad experience across mining, geological and corporate matters will continue to be invaluable to the Company in his role as Non-Executive Director.

5.4 Additional information

Resolution 2 is an ordinary Resolution.

6. Resolution 3 – Re-election of Director – Mr Andrew Rich

6.1 General

Article 14.2 of the Constitution provides that at each annual general meeting, one-third of the Directors must retire. Article 14.2 provides that no account is to be taken of the Managing Director in determining the number of Directors to retire at the Company's annual general meeting.

Listing Rule 14.5 provides that there must be an election of Directors at each annual general meeting of the Company.

Mr Andrew Rich was only just recently elected at the Company's 2024 annual general meeting and has agreed to retire at this Meeting. Accordingly, Mr Rich retires as a Director at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 3.

If Resolution 3 is passed, Mr Rich will retire at the conclusion of the Meeting and will be immediately re-elected as a Director.

If Resolution 3 is not passed, Mr Rich will retire at the conclusion of the Meeting and will not be re-elected as a Director at this Meeting.

6.2 Mr Andrew Rich

Mr Rich was previously the Managing Director of Linden leading the Linden business across mining and corporate functions. He has 15 years' experience as a mining engineer, mine manager, and executive across gold and nickel operations. He successfully led the delivery of three underground mining projects through construction into production. Mr Rich is currently a Non-Executive Director of Javelin Minerals Limited (ASX:JAV).

Mr Rich holds a Bachelor of Engineering (Mining), First Class Mine Manager's Certificate of Competency, and he is an alumnus of the WA School of Mines.

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

If re-elected, Mr Rich is considered by the Board (with Mr Rich abstaining) to not be an independent Director by virtue of his executive position with the Company.

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

6.3 Board recommendation

The Board (other than Mr Rich who has a personal interest in the outcome of this Resolution) supports the re-election of Mr Rich. Mr Rich's significant experience as a mining engineer and executive particularly in the gold sector will continue to enhance the Board's capability.

6.4 Additional information

Resolution 3 is an ordinary Resolution.

7. Resolution 4 – Re-approval of Employee Securities Incentive Plan

7.1 General

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

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns

Resolution 4 seeks Shareholder approval for the adoption of the Plan in accordance with Listing Rule 7.2, exception 13(b).

7.2 Listing Rules 7.1 and 7.2, exception 13(b)

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12-month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period.

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

If Resolution 4 is passed, the Company will be able to issue up to a maximum of 88,000,000 Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

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

If Resolution 4 is not passed, any issue of Equity Securities pursuant to the Plan would need to be made either utilising the Company's placement capacity under Listing Rule 7.1, or conditional on the prior receipt of Shareholder approval.

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

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

- (a) A summary of the material terms of the Plan is in Schedule 2.
- (b) As at the date of this Notice, the following Equity Securities have been issued under the Plan since it was last approved by Shareholders on 27 November 2023:

Issue date	Equity Security	Number of Equity Securities
8 August 2025	Shares	931,522
19 July 2024	Options	2,000,000 ¹
19 July 2024	Options	1,600,000 ¹
19 July 2024	Options	2,000,000 ¹
3 June 2024	Performance Rights	2,070,000 ¹
Total		8,601,522

Note 1: The number of Options and Performance Rights disclosed above have been adjusted to reflect the Consolidation.

- (c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 4 is 88,000,000. The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the Plan but is specified for the purpose of setting a ceiling in accordance with Listing Rule 7.2 exception 13(b). It is not envisaged that the maximum number of Equity Securities for which approval is obtained will be issued immediately.
- (d) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 4 is an ordinary Resolution.

The Board declines to make a recommendation in relation to Resolution 4 due to the Directors' potential personal interests in the outcome of the Resolution.

8. Resolution 5 – Approval of potential termination benefits under the Plan

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

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

If Resolution 5 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the Plan.

For the avoidance of any doubt, the approval granted pursuant to this Resolution shall end upon the expiry of all Securities issued or to be issued under the Plan and regardless of whether the cap approved by Shareholders under and for the purposes of Listing Rule 7.2 exception 13(b) (the subject of Resolution 4) expires, is exceeded or re-refreshed from time to time.

8.1 Part 2D.2 of the Corporations Act

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

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

Under the terms of the Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

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

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

8.2 Valuation of the termination benefits

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

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

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

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers

together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules, without the Company obtaining Shareholder approval.

8.3 Additional information

Resolution 5 is an ordinary Resolution.

The Board declines to make a recommendation in relation to Resolution 5 due to their potential personal interests in the outcome of the Resolution.

9. Resolution 6 – Ratification of issue of Placement Shares

9.1 General

On 21 July 2025, the Company announced that it had received firm commitments for a placement to raise \$50 million (before costs) through the issue of Shares at an issue price of \$0.48 each (**Placement**).

On 25 July 2025, the Company issued a total of 104,166,667 Shares (**Placement Shares**) pursuant to the Placement without prior Shareholder approval using the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

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

9.2 Listing Rules 7.1, 7.1A and 7.4

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

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

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

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

If Resolution 6(a) is passed, 59,166,667 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6(a) is not passed, 59,166,667 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder

approval, to the extent of 59,166,667 Equity Securities for the 12-month period following the issue of those Placement Shares

If Resolution 6(b) is passed, 45,000,000 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6(b) is not passed, 45,000,000 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 45,000,000 Equity Securities for the 12-month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Placement Shares were agreed to be issued.

9.3 Specific information required by Listing Rule 7.5

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

- (a) The Placement Shares were issued to a range of sophisticated and professional investors, none of whom are a related party or Material Investor of the Company. The recipients were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited and Argonaut Securities Pty Limited (acting as joint lead managers) seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the joint lead managers and co-managers.
- (b) A total of 104,166,667 Placement Shares were issued under Listing Rules 7.1 and 7.1A as follows:
 - (i) 59,166,667 Placement Shares under Listing Rule 7.1; and
 - (ii) 45,000,000 Placement Shares under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 25 July 2025 at \$0.48 each.
- (e) The proceeds from the Placement have been or are intended to be applied towards funding exploration programs across the Company's portfolio, supporting current mining operations and advancing pre-feasibility studies and permitting across Company's portfolio.
- (f) There are no other material terms to the agreement for the issue of the Placement Shares.
- (g) A voting exclusion statement is included in this Notice.

9.4 Additional information

Each of Resolution 6(a) and (b) is a separate ordinary resolution and are not inter-conditional.

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

10. Resolution 7 – Approval of issue of Director Performance Rights

10.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 4,821,428 Performance Rights to Alex Rovira and Andrew Rich (or their respective nominee/s) as part of the Company's FY2026 short-term and three-year long-term incentive programs under the Plan (**Director Performance Rights**), as follows:

Director	Number of Director Performance Rights	
	STI program	LTI program
Alex Rovira	178,571	2,500,000
Andrew Rich	142,857	2,000,000
Total	4,821,428	

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Director Performance Rights seeks to align the efforts of the Messrs Rovira and Rich in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market. The proposed grant of the Director Performance Rights under this Resolution is a key component of Messrs Rovira's and Rich's respective remuneration arrangements.

Resolution 7(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.14 for the issue of up to 4,821,428 Director Performance Rights under the Plan to Messrs Rovira and Rich (or their respective nominee/s).

10.2 Listing Rule 10.14

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

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

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

The effect of Shareholders passing Resolution 7(a) and (b) will be to allow the Company to proceed with the issue of the Director Performance Rights to Messrs Rovira and Rich (or their respective nominee/s) in the proportions listed above.

If Resolution 7(a) and (b) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to Messrs Rovira and Rich (or their respective

nominee/s) and the Company will consider other alternative commercial means to incentivise Messrs Rovira and Rich, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

Resolution 7(a) and (b) are not inter-conditional, and Shareholders may approve one or all of those Resolutions (in which case, the Director Performance Rights the subject of the relevant Resolution will be issued), even though Shareholders have not approved all of these Resolutions.

10.3 Specific information required by Listing Rule 10.15

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

- (a) The Director Performance Rights will be issued under the Plan to:
 - (i) Alex Rovira pursuant to Resolution 7(a); and
 - (ii) Andrew Rich pursuant to Resolution 7(b),
 or their respective nominee/s.
- (b) Each of Messrs Rovira and Rich are a related party of the Company by virtue of being a Director of the Company and fall into the category stipulated by Listing Rule 10.14.1. In the event the Director Performance Rights are issued to a nominee of Mr Rovira or Mr Rich, that nominee will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The maximum number of Director Performance Rights to be issued to Messrs Rovira and Rich (or their respective nominee/s) under the Plan is 4,821,428, in the proportions in Section 10.1 above.
- (d) The current total annual remuneration package for Messrs Rovira and Rich as at the date of this Notice is set out in the table below:

	Alex Rovira	Andrew Rich
Total fixed remuneration (TFR)	\$475,000	\$380,000
Maximum short-term incentive	<p>Short-term incentive of 40% of Mr Rovira's TFR with half delivered in cash and half in Performance Rights. The STI is subject to the satisfaction of certain performance-based criteria by 30 June 2026.</p> <p>The number of Performance Rights to be issued under the STI was determined by dividing 50% of Mr Rovira's STI award (being \$95,000) by \$0.532, being the volume weighted average price of the Company's Shares calculated over 20 consecutive trading days in which Shares have actually</p>	<p>Short-term incentive of 40% of Mr Rich's TFR with half delivered in cash and half in Performance Rights. The STI is subject to the satisfaction of certain performance-based criteria by 30 June 2026.</p> <p>The number of Performance Rights to be issued under the STI was determined by dividing 50% of Mr Rich's STI award (being \$76,000) by \$0.532, being the volume weighted average price of the Company's Shares calculated over 20 consecutive trading days in which Shares have actually</p>

	traded up to but excluding 1 July 2025.	traded up to but excluding 1 July 2025.
Maximum long-term incentive	Long-term incentive delivered as Performance Rights of 90% of Mr Rovira's TFR each year over the term of the FY2026 LTI program. The LTI is subject to the satisfaction of certain performance-based criteria by 30 June 2028. The number of Performance Rights to be issued under the FY2026 LTI was determined by dividing the aggregate value of the LTI by the Share price of \$0.50.	Long-term incentive delivered as Performance Rights of 90% of Mr Rich TFR each year over the term of the FY2026 LTI program. The LTI is subject to the satisfaction of certain performance-based criteria by 30 June 2028. The number of Performance Rights to be issued under the FY2026 LTI was determined by dividing the aggregate value of the LTI by the Share price of \$0.50.

- (e) 2,070,000 Performance Rights (adjusted to reflect the Consolidation) have previously been issued under the Plan to Andrew Rich (or his nominee/s) for nil cash consideration since the Plan was last approved on 27 November 2023.
- (f) The Director Performance Rights will be issued on the terms and conditions set out in Schedule 3.
- (g) The Board considers that Performance Rights, rather than Shares or cash, are an appropriate form of incentive because they seek to:
- (i) align the efforts of Messrs Rovira and Rich in seeking to achieve growth of the Share price and in the creation of Shareholder value;
 - (ii) reward Messrs Rovira and Rich for their continued service to the Company; and
 - (iii) conserve the Company's available cash reserves.
- (h) The Company's valuation of the Director Performance Rights is in Schedule 4, with a summary below:

Director	Valuation of Director Performance Rights ¹
Alex Rovira	\$1,320,393
Andrew Rich	\$ 1,056,314
Total	\$2,376,707

Note 1: Subject to effects of rounding.

- (i) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to Messrs Rovira and Rich's remuneration packages.
- (j) A summary of the material terms of the Plan is in Schedule 2.
- (k) No loan will be provided to Messrs Rovira or Rich in relation to the issue of the Director Performance Rights.

- (l) Details of any 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.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after the Resolutions are approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is included in the Notice.

10.4 Chapter 2E of the Corporations Act

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

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Performance Rights constitutes giving a financial benefit to related parties of the Company.

The Board (with Messrs Rovira or Rich abstaining) considers that the grant of the Director Performance Rights constitutes reasonable remuneration in the circumstances and therefore falls within the exception under section 211 of the Corporations Act.

10.5 Additional information

Each of Resolution 7(a) and (b) is a separate ordinary resolution and are not inter-conditional.

11. Resolution 8 – Approval for change of Auditor

11.1 General

The Board resolved to appoint KPMG as the Company's auditor based on the firm's reputation and experience. KPMG is a registered company auditor, has had previous experience in conducting audits of public companies (listed and unlisted), and is a well-known and respected firm.

As a consequence, Pitcher Partners BA&A Pty Ltd applied under section 329(5) of the Corporations Act for ASIC's consent to resign as auditor of the Company.

As at the date of this Notice, ASIC has consented to the resignation of Pitcher Partners BA&A Pty Ltd as the Company's auditor. Accordingly, the appointment of KPMG as auditor of the Company will become effective as at the date this Resolution is passed (subject to Shareholders approving this Resolution 8).

KPMG have not yet been paid for audit services provided to the Company.

Under section 327B(1)(b) of the Corporations Act, the Company must appoint an auditor to fill any vacancy in the office of auditor at each annual general meeting.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

KPMG has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act. As at the date of this Notice, KPMG has not withdrawn that consent.

The Company has received written notice of nomination from a member of the Company for KPMG to be appointed as the Company's auditor, in accordance with section 328B of the Corporations Act. A copy of the notice of nomination is attached to this Notice at Schedule 5.

Accordingly, Resolution 8 seeks the approval of shareholders to appoint KPMG as the Company's auditor.

11.2 Additional information

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Brightstar Resources Limited ACN 100 727 491.
Consolidation	means the consolidation of the Company's Equity Securities, undertaken on a 25:1 basis, as announced on 13 March 2025 and completed on 1 March 2025.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director Performance Rights	has the meaning given in Section 10.1.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Executive	means a person acting in a senior managerial position.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel or KMP	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.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure at the time of agreement to issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given in Section 9.1.
Placement Shares	has the meaning given in Section 9.1.
Plan	means the 'Brightstar Resources Limited Employee Securities Incentive Plan', a summary of which is in Schedule 2.
Plan Securities	has the meaning given in Section 8.1.
Proxy Form	means the proxy form made available with the Notice.
Relevant Period	has the same meaning as in the Listing Rules.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.

VWAP

has the meaning given to the term 'volume weighted average market price' in the Listing Rules.

WST or AWST

means Western Standard Time, being the time in Perth, Western Australia.

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Schedule 2 Summary of Plan

A summary of the material terms and conditions of the Plan is set out below:

1. **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
 - (a) an employee or director of the Company or an individual who provides services to the Company;
 - (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
 - (c) a prospective person to whom paragraphs (i) or (ii) apply;
 - (d) a person prescribed by the relevant regulations for such purposes; or
 - (e) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

2. **(Maximum allocation)** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

- (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
- (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 10% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company’s Constitution from time to time.

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

The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director’s associate is such that, in ASX’s opinion, the acquisition should be approved by Shareholders.

3. **(Purpose):** The purpose of the Plan is to:
 - (a) assist in the reward, retention and motivation of Eligible Participants;
 - (b) link the reward of Eligible Participants to Shareholder value creation; and
 - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.
5. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at

the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

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

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

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

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

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

Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

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

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
17. **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

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

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

Schedule 3 Terms and Conditions of Director Performance Rights

The terms and conditions of the Director Performance Rights, in this Schedule referred to as '**Performance Rights**', are as follows:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
3. **(STI Vesting Conditions)**: Subject to the terms and conditions set out below, the Performance Rights the subject of the STI will be subject to the satisfaction of the following performance targets on or by 30 June 2026 (**STI Vesting Conditions**) specified below:

Tranche	Performance Category	Weighting	Vesting Condition			
1	Safety	15%	Lost time injury frequency rate less than 1.5 for FY2026.			
2	Environment	5%	No major environmental or regulatory non-compliance issue.			
3	Gold Production	20%	Achieving at least 110% of Board approved group budgeted gold production.			
4	Cost	20%	Achieving operating costs of less than \$A3,800/oz.			
5	Reserve Growth	20%	In respect of the Company’s Laverton Hub, the Company announcing at least a 20% increase in total group Reserves as compared to total group Reserves as at 1 July 2025.			
6	Absolute total shareholder return (ATSR)	20%	The portion of Performance Rights subject to the ATSR condition will only vest if the Company’s ATSR outcome is above the target threshold performance level of 25%.			
			The ATSR will be measured by comparing the Company’s 20 trading day VWAP up to and including 30 June 2025 to the 20-trading day VWAP up to and including 30 June 2026.			
			The percentage of Performance Rights subject to the ATSR condition that vest will be determined by reference to the following vesting schedule:			
			<table><tr><th>Company’s ATSR</th><th>Percentage vesting</th></tr><tr><td><25%</td><td>Nil</td></tr><tr><td>>25%</td><td>100%</td></tr></table>	Company’s ATSR	Percentage vesting	<25%
Company’s ATSR	Percentage vesting					
<25%	Nil					
>25%	100%					

4. **(LTI Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights the subject of the LTI will be subject to the satisfaction of the following performance targets on or by 30 June 2028 **(LTI Vesting Conditions)** specified below:

Tranche	Performance Category	Weighting	Vesting Condition						
1	Absolute total shareholder return (ATSR)	20%	<p>The portion of Performance Rights subject to the ATSR condition will only vest if the Company's ATSR outcome is above the target threshold performance level of 100%.</p> <p>The ATSR will be measured by comparing the Company's 20 trading day VWAP up to and including 30 June 2025 to the 20-trading day VWAP up to and including 30 June 2028.</p> <p>The percentage of Performance Rights subject to the ATSR condition that vest will be determined by reference to the following vesting schedule:</p> <table><tr><th>Company's ATSR</th><th>Percentage vesting</th></tr><tr><td><100%</td><td>Nil</td></tr><tr><td>>100%</td><td>100%</td></tr></table>	Company's ATSR	Percentage vesting	<100%	Nil	>100%	100%
Company's ATSR	Percentage vesting								
<100%	Nil								
>100%	100%								
2	Relative total shareholder return (RTSR)	20%	<p>The Company's RTSR will be ranked against a Peer Group (defined below) of ASX-listed gold development and emerging producer companies. To measure performance against the RTSR condition:</p> <ul style="list-style-type: none">the total shareholder return (TSR) of each company in the Peer Group will be calculated by comparing the relevant entity's 20 trading day VWAP up to and including 30 June 2025 to the 20 trading day VWAP up to and including 30 June 2028 (with dividends reinvested);the Peer Group companies will be ranked according to their respective TSR;the Company's TSR will be calculated to determine its percentile in relation to the Peer Group companies; andthe Company's percentile will determine the outcome of the RTSR condition in accordance with the following table: <table><tr><th>Company's TSR relative to Peer Group</th><th>Percentage vesting</th></tr><tr><td><50th percentile</td><td>Nil</td></tr></table>	Company's TSR relative to Peer Group	Percentage vesting	<50 th percentile	Nil		
Company's TSR relative to Peer Group	Percentage vesting								
<50 th percentile	Nil								

Tranche	Performance Category	Weighting	Vesting Condition	
			50 th percentile	50%
			>50 th percentile and <75 th percentile	Pro rata between 50% and 100%
			>75 th percentile	100%
			For the purposes of the RTSR condition, the “Peer Group” comprises the following ASX-listed entities: <ul style="list-style-type: none">• Rox Resources Ltd (ASX: RXL)• Astral Resources NL (ASX: AAR)• Black Cat Syndicate Ltd (ASX: BC8)• Kaiser Reef Ltd (ASX: KAU)• Meeka Metals Ltd (ASX: MEK)• Magnetic Resources NL (ASX: MAU)• Ausgold Ltd (ASX: AUC)• Barton Gold Holdings Ltd (ASX: BGD)• Horizon Minerals Ltd (ASX: HRZ)	
3	Ore Reserves	20%	Announcement to ASX of at or above 1,000,000 ounces of Gold in Ore Reserves (as defined in the JORC Code) across the Company’s group projects. For the purposes of this vesting condition, “ JORC Code ” means the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, or as updated with subsequent editions.	
4	Safety and environmental measure	10%	No serious injuries or death, no major environmental incident or heritage breach.	
5	Commercial production through Laverton Processing Plant	20%	In respect of the Company’s Laverton Hub, announcement to ASX of the commencement of commercial production processed through a Company-owned and operated processing plant.	
6	Feasibility and Construction of the Sandstone Gold Project	10%	In respect of the Company’s Sandstone Hub, announcement to ASX of a positive final investment decision and commencement of construction of a second Company-owned processing plant, following completion of feasibility studies, all requisite permitting/approvals and funding.	

5. **(Change of Control):** On the occurrence of a Change of Control Event, all unvested Performance Rights will immediately vest and be exercised into Shares. A “Change of Control Event” means:

- (a) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50% of Shares and that takeover bid has become unconditional;
- (b) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or
- (c) control: where a person becomes the legal or the beneficial owner of, or has a relevant interest (as defined in the Corporations Act) in, more than 50% of the Shares,

where the change of control is triggered by a person who does not control the Company at the time the Performance Rights are issued.

For the avoidance of doubt, a Change of Control Event does not include any internal reorganisation of the structure, business and/or assets of the Company and its related entities.

6. **(Vesting):** Subject to the satisfaction of the STI Vesting Condition or LTI Vesting Condition (as applicable) by the relevant vesting date, the Company will notify the holder in writing (**Vesting Notice**) that the relevant Vesting Condition has been satisfied.
7. **(Expiry Date):** The Performance Rights will expire and lapse on the first to occur of the following:
 - (a) in respect of the Performance Rights the subject of the STI:
 - (i) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Plan); and
 - (ii) 5:00pm (AWST) on 31 December 2027; and
 - (b) in respect of the Performance Rights the subject of the LTI:
 - (i) the Vesting Condition becoming incapable of satisfaction due to the cessation of employment of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion under the Plan); and
 - (ii) 5:00pm (AWST) on 31 December 2029,

or as otherwise provided for under the terms of the Plan (**Expiry Date**).
8. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 7 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Chief HR Officer (**Notice of Exercise**). The holder is not required to pay a fee to exercise the Performance Rights.
9. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;

- (c) if required, and subject to clause 10, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
10. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
 11. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
 12. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
 13. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
 14. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
 15. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
 16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
 17. **(Entitlements and bonus issues):** Subject to the rights under clause 18, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues. There will be no change to the number of Shares over which the Performance Rights are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
 18. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
 19. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
 20. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
 21. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
- 22. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- 23. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
- 24. **(Plan):** The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
- 25. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Schedule 4 Valuation of Director Performance Rights

The Director Performance Rights the subject of the STI have been valued as follows:

Assumptions	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6
Valuation Date	13-Oct-25	13-Oct-25	13-Oct-25	13-Oct-25	13-Oct-25	13-Oct-25
Number of Performance Rights	48,214	16,071	64,286	64,286	64,286	64,286
Spot Price	\$0.545	\$0.545	\$0.545	\$0.545	\$0.545	\$0.545
Barrier Price ¹	Nil	Nil	Nil	Nil	Nil	\$0.655
Vesting Date	30-Jun-26	30-Jun-26	30-Jun-26	30-Jun-26	30-Jun-26	30-Jun-26
Expiry Date	31-Dec-27	31-Dec-27	31-Dec-27	31-Dec-27	31-Dec-27	31-Dec-27
Expected Future Volatility	85%	85%	85%	85%	85%	85%
Risk Free Rate ²	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%
Dividend Yield ³	Nil	Nil	Nil	Nil	Nil	Nil
Valuation per Performance Right	\$0.545	\$0.545	\$0.545	\$0.545	\$0.545	\$0.351
Total Value	\$26,277	\$8,759	\$35,036	\$35,036	\$35,036	\$22,564

Notes:

- (1) Barrier price of \$0.655, being a 25% premium to the 20-day VWAP as at 1 July 2025 which was \$0.524. For the purpose of the valuation, the barrier price has been translated into an absolute share price using the Hoadley Parisian Barrier Model.
- (2) Based on the yields of Commonwealth bonds using a five-year bond rate being the period which most closely correspond to the life of the Performance Rights. The interest rate has been sourced from the RBA as the closing rate on 8 October 2025, which is the most recent available data point.
- (3) Assumes the Company is not expected to pay dividends over the life of the Performance Rights.

The Director Performance Rights the subject of the LTI have been valued as follows:

- in respect of Tranche 1 and Tranche 3 to 6, using a Binomial Option valuation model; and
- in respect of Tranche 2, using a tailored Monte Carlo option valuation model.

Assumptions	ATSR Tranche 1	RTSR Tranche 2	Non-Market Tranche 3	Non-Market Tranche 4	Non-Market Tranche 5	Non-Market Tranche 6
Valuation Date	13-Oct-25	13-Oct-25	13-Oct-25	13-Oct-25	13-Oct-25	13-Oct-25
Number of Performance Rights	900,000	900,000	900,000	450,000	900,000	450,000
Spot Price	\$0.545	\$0.545	\$0.545	\$0.545	\$0.545	\$0.545
Barrier Price ¹	\$1.048	N/A	N/A	N/A	N/A	N/A
Vesting Date	30-Jun-28	30-Jun-28	30-Jun-28	30-Jun-28	30-Jun-28	30-Jun-28
Expiry Date	31-Dec-29	31-Dec-29	31-Dec-29	31-Dec-29	31-Dec-29	31-Dec-29
Expected Future Volatility	85%	85%	85%	85%	85%	85%
Risk Free Rate ²	3.74%	3.74%	3.74%	3.74%	3.74%	3.74%
Dividend Yield ³	Nil	Nil	Nil	Nil	Nil	Nil
Valuation per Performance Right	\$0.409	\$0.416	\$0.545	\$0.545	\$0.545	\$0.545
Total Value	\$368,100	\$374,400	\$490,500	\$245,250	\$490,500	\$245,250

Notes:

- (1) The ATSR Tranche is based on achieving a 100% return on the 20-day VWAP up to and including 30 June 2025. The 20-trading day VWAP as at 30 June 2025 has been calculated to be \$0.524, resulting in a barrier price of \$1.048. For the purposes of the valuation, this barrier price has been translated to an absolute share price using the Hoadley Parisian Barrier Model.
- (2) Based on the yields of Commonwealth bonds using a five-year bond rate being the period which most closely correspond to the life of the Performance Rights. The interest rate has been sourced from the RBA as the closing rate on 8 October 2025, which is the most recent available data point.
- (3) Assumes the Company is not expected to pay dividends over the life of the Performance Rights.

Schedule 5 Nomination of Auditor

17 October 2025

The Board of Directors
Brightstar Resources Limited
Level 2, 36 Rowland Street
Subiaco WA 6008

Dear Directors

Nomination of Auditor

In accordance with the provision of section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), I, Alexander Rovira, being a shareholder of Brightstar Resources Limited (**Company**), hereby nominate KPMG for appointment as auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely



Alexander Rovira



Brightstar Resources Limited
ABN 44 100 727 491

BTR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Saturday, 22 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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Brightstar Resources Limited 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 Brightstar Resources Limited to be held at Suite 1, Level 14, 221 St Georges Terrace, Perth WA 6000 on Monday, 24 November 2025 at 10:00am (AWST) 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, 4, 5, 7a and 7b (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 7a and 7b 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, 4, 5, 7a and 7b 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
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7b	Director Performance Rights to Andrew Rich (or his nominee/s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Mr Jonathan Downes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval for change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director – Mr Andrew Rich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Re-approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6a	Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6b	Placement Shares issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7a	Director Performance Rights to Alex Rovira (or his nominee/s)	<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

