WINSOME RESOURCES LIMITED ACN 649 009 889 NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3.00 pm (WST)

DATE: Wednesday, 26 November 2025

PLACE: Marshall Room

Claremont Football Club

3 Davies Road

CLAREMONT WA 6010

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 24 November 2025.

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BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEPHEN BIGGINS

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

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Stephen Biggins, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SHARES TO EMPLOYEES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 376,480 Shares on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES TO INSTITUTIONAL INVESTORS UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 21,777,778 Shares on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO INSTITUTIONAL INVESTORS UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 10,888,900 Options on the terms and conditions set out in the Explanatory Statement."

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7. RESOLUTION 7 - APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR - CHRISTOPHER EVANS

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Christopher Evans (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – SIMONE IACOPETTA

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Simone Iacopetta (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – DR QINGTAO ZENG

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Dr Qingtao Zeng (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR - JUSTIN BOYLSON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Justin Boylson (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO DIRECTOR – STEPHEN BIGGINS

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Options to Stephen Biggins (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement.

12. RESOLUTION 12 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR – CHRISTOPHER EVANS

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 950,000 Performance Rights to Christopher Evans (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 - ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR - SIMONE IACOPETTA

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 950,000 Performance Rights to Simone Iacopetta (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 - RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 36 for a period of three years from the date of approval of this Resolution."

Dated: 22 October 2025

Resolution 1 – Adoption of A vote on this Resolution must not be cast (in any capacity) by or on behalf of **Remuneration Report** either of the following persons: 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. (h) However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: the voter is appointed as a proxy by writing that specifies the way the (a) proxy is to vote on this Resolution; or the voter is the Chair and the appointment of the Chair as proxy: (b) does not specify the way the proxy is to vote on this Resolution: and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Resolution 7 – Approval to issue In accordance with section 224 of the Corporations Act, a vote on this Resolution Incentive Options to Director must not be cast (in any capacity) by or on behalf of a related party of the **Christopher Evans** Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either: (a) a member of the Key Management Personnel; or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: the proxy is the Chair; and (a) (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. Resolution 8 – Approval to issue In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Incentive Options to Director – Simone lacopetta Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Resolution 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either: (a) a member of the Key Management Personnel; or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: the proxy is the Chair; and the appointment expressly authorises the Chair to exercise the proxy (b) even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. Resolution 9 – Approval to issue In accordance with section 224 of the Corporations Act, a vote on this Resolution Incentive Options to Director must not be cast (in any capacity) by or on behalf of a related party of the Dr Qingtao Zeng Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Resolution 9 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either: (a) a member of the Key Management Personnel; or a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this

Resolution.

	Provided the Chair is not a Resolution 9 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 10 –Approval to issue Incentive Options to Director – Justin Boylson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to issue Incentive Options to Director – Stephen Biggins	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, 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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 12 – Issue of Incentive Performance Rights to Director – Christopher Evans	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and
	 (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 13 – Issue of Incentive Performance Rights to Director – Simone Iacopetta	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this
	Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Any other person who participated in the issue or an associate of that person or those persons.
Any other person who participated in the issue or an associate of that person or those persons.
Any other person who participated in the issue or an associate of that person or those persons.
Christopher Evans (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Simone lacopetta (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Dr Qingtao Zeng (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Justin Boylson (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Stephen Biggins (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Christopher Evans (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Simone lacopetta (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic will need to verify your identity. You can register from 2.30 pm (WST) on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 (0)400 556 471.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.winsomeresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEPHEN BIGGINS

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

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

Mr Stephen Biggins, who has held office without re-election since 19 April 2023, and being eligible retires by rotation and seeks re-election.

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

Qualifications, experience and other material directorships	Mr Biggins was previously Managing Director of Core Lithium (ASX:CXO), a position he held for over 10 years, during which time he led the company through the acquisition, discovery, permitting, financing, offtake and most recently production from the first lithium mine in the Northern Territory, one of the highest-grade lithium resources in Australia. Mr Biggins has applied his Honours Degree in Geology and MBA as the founding Managing Director of several ASX-listed companies. Mr Biggins has built prospective portfolios of lithium, gold, uranium and base metal exploration projects in Australia, Asia and Africa.					
	Mr Biggins is the Non-Executive Chairman of Sipa Resources Limited (appointed 14 February 2025), Stelar Metals Limited (Appointed July 2021) and Crown Metals Limited (Appointed July 2023).					
Term of office	Mr Biggins has served as a Director since 30 November 2022 and was last elected on 19 April 2023.					
Independence	If re-elected, the Board considers Mr Biggins will be an independent Director.					
Board recommendation	Having received an acknowledgement from Mr Biggins that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Biggins since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Biggins) recommend Shareholders vote in favour of this Resolution.					

3.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, Mr Biggins will not continue in their role as non-executive Director.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (7.1A Mandate). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is approximately \$58,552,4230. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

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

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

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

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS					
Period for which the 7.1A		Mandate will commence on the date of the Meeting and n the first to occur of the following:				
Mandate is valid	(a)	the date that is 12 months after the date of this Meeting;				
	(b)	the time and date of the Company's next annual general meeting; and				
	(c)	the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).				
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:					
	(a)	the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or				
	(b)	(b) if the Equity Securities are not issued within 10 trading of of the date in paragraph (a) above, the date on which Equity Securities are issued.				
Use of funds		mpany intends to use funds raised from issues of Equity es under the 7.1A Mandate for				
	(a)	exploration and evaluation of the Company's existing lithium projects in the Quebec region in Canada;				
	(b) ongoing targeting and evaluation of new exploration growth opportunities;					
	(c)	general working capital; and				
	(d)	administrative expenses.				

Risk of economic and voting dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 21 October 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		DILUTION					
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)			Issue Price				
		Shares issued – 10% voting dilution	\$0.105	\$0.21	\$0.315		
			50% decrease	Issue Price	50% increase		
			Funds Raised				
Current	243,968,451 Shares	24,396,845 Shares	\$2,561,668	\$5,123,337	\$7,685,006		
50% increase	365,952,677 Shares	36,595,267 Shares	\$3,842,503 \$7,685,006 \$11,527,5		\$3,842,503 \$7,685,006 \$1		\$11,527,509
100% increase	487,936,902 Shares	48,793,690 Shares	\$5,123,337	\$10,246,674	\$15,370,012		

^{*}The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- 1. There are currently 243,968,451 Shares on issue as at the date of this Notice.
- The issue price set out above is the closing market price of the Shares on the ASX on 21 October 2025 (being \$0.21) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
- 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- 4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- 5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a
 particular Shareholder by reason of placements under the 7.1A Mandate,
 based on that Shareholder's holding at the date of the Meeting.

REQUIRED INFORMATION	DETAILS						
	Shareholders should note t	hat there is a risk that:					
	(a) the market price for the Company's Shares ma significantly lower on the issue date than on the date of Meeting; and						
	· · ·	the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.					
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.						
	1 1	ine the recipients at the time of the issue naving regard to the following factors:					
	(a) the purpose of th	e issue;					
	Company at the entitlement issue,	nods for raising funds available to the at time, including, but not limited to, an share purchase plan, placement or other ng Shareholders may participate;					
	(c) the effect of the of the Company;	issue of the Equity Securities on the control					
	1 1 1	es of the Company, including, but not financial position and solvency of the					
	(e) prevailing market	conditions; and					
	(f) advice from cor applicable).	advice from corporate, financial and broking advisers (if					
Previous approval under Listing Rule	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2024 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 28 November 2024, the Company issued 21,777,778 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 8.9% of the total diluted number of Equity Securities on issue in the Company on 28 November 2024, which was 243,929,193 Securities.						
7.1A.2							
		res of Equity Securities by the Company A.2 during the 12 month period preceding re set out below.					
	The following information is 7.3A.6(b) in respect of the	s provided in accordance with Listing Rule Previous Issue:					
	Date of Issue and	Date of Issue: 20 February 2025					
	Appendix 2A	Date of Appendix 2A: 20 February 2025					
	Number and Class of Equity Securities Issued	21,777,778 Shares ²					
	Issue Price and discount to Market Price ¹ (if any)	A\$0.36 per Share (premium of 12.50% to the Market Price).					
	Recipients Placement to sophisticated and instituti investors as part of a placement annour on 17 February 2025. The placer participants were identified through bookbuild process, which invo Canaccord Genuity and Euroz Har						

REQUIRED INFORMATION	DETAILS				
		seeking expressions of interest to participate in the placement from non-related parties of the Company.			
		No Material Persons were issued more than 1% of the issued capital of the Company.			
	Total Cash Consideration	Amount raised: \$7,840,000			
	and Use of Funds	Amount spent: \$7,840,000			
		Use of funds : Exploration activities and ongoing working capital.			
		Amount remaining: Nil			
		Proposed use of remaining funds: development activities, exploration activities and ongoing working capital.			
	Notes:				
	Market Price means the closing price of Shares on ASX (excluding specrossings, overnight sales and exchange traded option exercises). For purposes of this table the premium is calculated on the Market Price on last trading day on which a sale was recorded prior to the date of issue or relevant Equity Securities.				
	Fully paid ordinary shares (terms are set out in the Co	in the capital of the Company, ASX Code: WR1 onstitution).			
	3. This is a statement of current intentions as at the date of this Notice. As we any budget, intervening events and new circumstances have the potent to affect the manner in which the funds are ultimately applied. The Bod reserves the right to alter the way the funds are applied on this basis.				
Voting exclusion statement	an issue of Equity Securitie	ce, the Company is not proposing to make es under Listing Rule 7.1A. Accordingly, a t is not included in this Notice.			

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO EMPLOYEES

5.1 General

On 24 December 2024, the Company issued 376,480 Shares out of its Listing Rule 7.1 annual placement capacity, to certain staff members of the Company as part of the remuneration for services provided (**Employee Shares**) as set out in Section 5.3.

As summarised in Section 4.1 above, 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 securities it had on issue at the start of that 12 month period.

The issue of the Employee Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Employee Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule. This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Employee Shares.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.3 Technical information required by ASX Listing Rules 7.4 and 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolution 4:

REQUIRED INFORMATION	DETAILS					
Names of persons to whom Securities were	The Employee Shares were issued to the following employees of the Company:					
issued or the basis on which those persons	(a) Nicolas Bolduc: 46,348 Shares;					
were identified/selected	(b) Kim Nguyen: 46,629 Shares;					
	(c) Carl Caumartin: 78,374 Shares;					
	(d) Genevieve Morinville: 130,129 Shares; and					
	(e) Antoine Fornier: 75,000 Shares.					
Number and class of Securities issued	376,480 Employee Shares were issued.					
Terms of Securities	The Employee Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.					
Date(s) on or by which the Securities were issued	24 December 2024.					
Price or other consideration the Company received for the Securities	The Employee Shares were issued for nil cash consideration, at a deemed issue price of \$0.40 per Share, as part of remuneration for services provided in the course of the employees engagement by the Company. The Company has not and will not receive any other consideration for the issue of the Employee Shares.					
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Employee Shares was to provide non-cash remuneration for services provided in respect of the employee's engagement by the Company whilst reserving the Company's cash balance.					
Summary of material terms of agreement to issue	The Employee Shares were not issued under a formal agreement but as per the direction of the Board to award bonuses to the employee recipients in connection with the engagement of the employee recipients under their respective employment agreements.					
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.					
Compliance	The issue did not breach Listing Rule 7.1.					

5.4 Directors' recommendation

The Directors recommend the Shareholders vote in favour of this Resolution.

6. RESOLUTION 5 AND 6 – RATIFICATION OF PRIOR ISSUE OF SECURITIES TO SOPHISTICATED AND INSTITUTIONAL INVESTORS UNDER LISTING RULES 7.1 AND 7.1A

6.1 Background

On 17 February 2025, the Company announced it had received firm commitments to raise \$7.84 million through the issue of 21,777,778 Shares (**Placement Shares**) at an issue price of \$0.36 per Placement Share (**Placement**).

Under the Placement, investors were to also receive 1 free-attaching unlisted Option for every 2 Placement Shares subscribed for, with an exercise price of A\$0.54 per Option and expiry date 2 years from the date of issue (**Placement Options**).

The Placement Shares were issued under the Company's placement capacity pursuant to Listing Rule 7.1A on 20 February 2025 and the Placement Options were issued under the Company's placement capacity pursuant to Listing Rule 7.1 on 14 March 2025.

Canaccord Genuity acted as lead manager and bookrunner to the Placement. Euroz Hartleys acted as co-lead manager.

These Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Placement Shares and Placement Options to sophisticated and institutional investors under the Placement.

6.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

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 annual general meeting held on 28 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.1 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS			
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The participants in the Placement were professional and sophisticated investors who are clients of Canaccord Genuity and Euroz Hartleys. The recipients were identified through a bookbuild process, which involved Canaccord seeking expressions of interest to participate in the Placement.			
	The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.			
Number and class of Securities issued	21,777,778 Placement Shares were issued under Listing Rule 7.1A (ratification of which is sought under Resolution 5).			
	10,888,900 Placement Options were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 6).			
Terms of Securities	The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.			
	The Placement Options have an exercise price of \$0.54 and an expiry date of 14 March 2027.			
Date(s) on or by which the Securities were issued	The Placement Shares were issued on 21 February 2025.			
	The Placement Options were issued on 14 March 2025.			
Price or other consideration the Company received for the Securities	A\$0.36 per Placement Share and nil per Placement Option as the Placement Options were issued free attaching with the Placement Shares on a 1:2 basis. The Company has not and will not receive any other consideration for the issue of the Securities under the Placement.			
Purpose of the issue,	The purpose of the Placement was to raise capital for:			
including the intended use of any funds raised by the issue	(a) extending the Renard Option to 31 August 2025 at a cost of C\$8.5 million;			
	(b) advancing Adina Lithium Project studies;			
	(c) investigating Carbon Dioxide Removal ("CDR") opportunities; and			
	(d) general working capital and costs of the Offer.			
Summary of material terms of agreement to issue	The Securities were not issued under an agreement.			
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.			
Compliance	The issue did not breach Listing Rule 7.1.			

7. RESOLUTIONS 7 TO 11 – ISSUE OF OPTIONS TO DIRECTORS

7.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of 500,000 Options exercisable at \$0.50 on or before the date that is 3 years from the date of issue to each of the Directors

Christopher Evans, Simone Iacopetta, Dr Qingtao Zeng, Justin Boylson and Stephen Biggins, (or their respective nominee(s)) pursuant to the Company's Performance Rights and Option Plan (Incentive Plan) on the terms and conditions set out below.

7.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

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

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

7.5 Technical information required by Listing Rule 14.1A

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

If these Resolution are not passed, the Company will not be able to proceed with the issue and may need to seek to incentivise the Directors by other means.

7.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS					
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section .7.1					
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.					
	Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.					
Number of Securities and class to be issued	The maximum number of Options to be issued (being the nature of the financial benefit proposed to be given) is 2,500,000 Options which will be allocated equally between the Directors.					
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.					
Material terms of the Plan	A summary of the material terms and conditions of the Incentive Plan is set out in Schedule 4.					
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.					
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than 15 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).					
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price.					
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for each Director to motivate and reward their performance as a Director and to provide cost effective remuneration to each Director, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to each Director.					
Consideration of type of Security to	The Company has agreed to issue the Options for the following reasons:					
be issued	(a) the issue of Options has no immediate dilutionary impact on Shareholders;					
	(b) the issue to the Directors will align the interests of the recipients with those of Shareholders;					
	(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to each Director;					

REQUIRED INFORMATION	DETAILS					
	(d)	the deferred taxation benefit which is available to the recipient in respect of an issue of Options is also beneficial to the Company as it means the recipient is not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and				
	(e)	it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.				
Consideration of quantum of		nber of Secu		as been determined		
Securities to be issued	(a)	current mark	cet standards and/or p	oractices of other ASX size and stage of		
	(b)	the remuner	ation of the proposed	d recipients; and		
	(c)	proposed re	cipients who have ap	n the service of the opropriate knowledge the Company's cash		
	The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.					
Remuneration package	the prev	vious financial		n of the recipients for ed total remuneration set out below:		
	RELATED	PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025		
	Christop	her Evans	\$558,0001	\$670,1546		
	Simone	lacopetta	\$479,600 ²	\$345,2587		
	Dr Qingt	tao Zeng	\$129,000 ³	\$267,7218		
	Justin Bo	pylson	\$129,000 ³	\$257,7219		
	Stephen	Biggins	\$154,0005	\$281,67910		
	Notes:					
	\$54,			share-based payments of ns to be issued under		
	2. Comprising salary and superannuation of \$425,600, and share payments of \$54,000 (being the value of the Performance Right issued under Resolution 8).					
	\$54,		prising Directors' fees of \$75,000, and share-based payments of 000 (being the value of the Options to be issued under lution 9).			
	4. Comprising Directors' fees of \$75,000, and share-based payments of \$54,000 (being the value of the Options to be issued under Resolution 10).					
	5. Comprising salary of \$90,090, a superannuation payment of \$9,910 and share-based payments of \$54,000(being the value of the Options to be issued under Resolution 11).					

REQUIRED	DETAILS							
INFORMATION	6. Compri	6. Comprising consulting fees of \$480,844 and share-based payments of						
	\$189,310.							
	7. Comprising salary of \$295,688, other benefits of \$19,937 and superannuation payments of \$29,633.							
		8. Comprising Directors' fees of \$81,875 and share-based payments of \$185,846.						
	9. Compri \$185,84	9. Comprising Directors' fees of \$71,875 and share-based payments of						
	10. Compri							
Valuation	the Black-S the valuation	The Company values the Options at \$0.108 per Option based on the Black-Scholes methodology. Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 3.						
Interest in Securities	of this Notice below:	ce and fo	llowing cor	pients in Secu npletion of th				
	As at the de	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNI	DILUTED	FULLY DILUTED	
	Christopher Evans	5,823,333	3,000,0002	2,700,000 ³	2.3	9%	4.09%	
	Simone lacopetta	575,0004	250,0005	1,850,0006	0.2	0.24% 0.95% 1.64% 2.70%		
	Dr Qingtao Zeng	4,011,5067	3,000,0008	600,000°	1.6			
	Justin Boylson	2,120,00010	3,000,0008	600,000°	0.8	0.87% 2.03%		
	Stephen Biggins	2,500,00011	3,000,00012	250,00013	1.02% 2.04%			
	Post issue o	of Options						
	RELATED PAR	ſΥ	SHARES ¹	OPTIONS		PERFOI RIGHTS	RMANCE	
	Christopher	Evans	5,823,333	3,500,0002		2,700,0	0003	
	Simone laco	petta	575,0004	750,000 ⁵		1,850,0	0006	
	Dr Qingtao 2	Zeng	4,011,5067	3,500,0008		600,00	09	
	Justin Boylso		2,120,00010	3,500,0008		600,00	09	
	Stephen Big	gins	2,500,00011	3,500,00012		250,00	013	
	Notes: 1 Fully paid ordinary shares in the capital of the Company (ASX: WR1). 2 Comprising 2,000,000 unlisted Options exercisable at \$0.53 per Option expiring on 25 November 2025 and 1,000,000 unlisted Option exercisable at \$2.50 per Option on or before 1 December 2026. 3 Comprising 750,000 Class E Performance Rights, 250,000 Class N						per Options d Options 26.	
	Performance Rights, 300,000 Class AE Performance Rights, 200,000 Class AF Performance Rights, 300,000 Class AG Performance Rights, 300,000 Class AH Performance Rights, 300,000 Class AH Performance Rights, 300,000 Class AJ Performance Rights.							
	•	•		ndirectly by SMA ector and share			nts (SA) Pty	
	or befo	re 1 Decem	ber 2026.	ons exercisable				
		Comprising 350,000 Class N Performance Rights, 100,000 Class P Performance Rights, 350,000 Class Y Performance Rights, 200,000 Class						

REQUIRED INFORMATION	DETAILS								
			E2 Performance Rights, 300,000 00 Class Z Performance Rights						
	7 Comprising 511,500 Shares held directly, 2,140,006 Shares held inc by Geosmart Consulting Pty Ltd of which Dr Zeng is a direct shareholder and 1,360,000 Shares held indirectly by Woodsouth Management Pty Ltd <woodsouth a="" c="" trust=""> of which Dr Zeng's the sole director and shareholder.</woodsouth>								
	or before 1 D \$0.53 per Op	ecember 2026, 2,000,000 tion expiring on 25 Nover	ercisable at \$2.50 per Option on unlisted Options exercisable at mber 2025 and 500,000 unlisted on on or before 28 November						
	9 Comprising 33 Performance		ce Rights and 250,000 Class AK						
	of which Mr B indirectly by 100,000 Share which Mr Boyl	prising 890,000 Shares held indirectly by Enfilade Defilade Pty Ltd nich Mr Boylson is a director and shareholder, 700,000 Shares held extly by Rocondo Pty Ltd of which Mr Boylson is a shareholder 100 Shares held by JSAP Pty Ltd <jsap a="" c="" superannuation=""> on Mr Boylson is a beneficiary, and 430,000 Share held indirectly by all Support Pty Ltd of which Mr Boylson is a director and sholder. Prising 2,500,000 Shares held indirectly by Genex Resources Pty Ltd nich Mr Biggins is a director and shareholder prising of 1,000,000 unlisted Options exercisable at \$1.30 per non or before 21 April 2026, 1,000,000 unlisted Options exercisable .00 per Option on or before 21 April 2026, 500,000 unlisted Option cisable at \$2.50 per Option on or before 1 December 2026 and</jsap>							
	Option on or k at \$2.00 per C exercisable a	pefore 21 April 2026, 1,000, Option on or before 21 Ap t \$2.50 per Option on or ed Options exercisable a	000 unlisted Options exercisable ril 2026, 500,000 unlisted Options						
			ts						
Dilution	If the Options are exercised, a total of 2,500,000 Shares would be issued. This will increase the number of Shares on issue from 243,968,451 (being the total number of Shares on issue as at the date of this Notice) to 246,468,451 Shares (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.01%, comprising 20% by Christopher Evans, 20% by Simone Iacopetta, 20% by Dr Qingtao Zeng, 20% by Justin Boylson and 20% by Stephen Biggins.								
Market price	normally determ at any time any trading on ASX o	nine whether or not the of the Options are ex at a price that is highe	e term of the Options would e Options are exercised. If, ercised and the Shares are r than the exercise price of ed cost to the Company.						
Trading history		ory of the Shares on A Notice is set out belov	SX in the 12 months before						
		PRICE	DATE						
	Highest	\$0.565	25 October 2024						
	Lowest	\$0.115	25 June 2025						
	Last	\$0.21	21 October 2025						
Securities previously issued to the recipients under the Plan	the Incentive Pla (a) 3,000,0 Christo	an. 00 Options have p	e following Securities under reviously been issued to sh consideration under the						

REQUIRED INFORMATION	DETAILS	
	(b)	250,000 Options have previously been issued to Simon lacopetta for nil cash consideration under the Incentive Plan
	(c)	3,000,000 Options have previously been issued to Justin Boylson for nil cash consideration under the Incentive Plan.
	(d)	3,000,000 Options have previously been issued to Dr Qingtao Zeng for nil cash consideration under the Incentive Plan.
	(e)	3,000,000 Options have previously been issued to Stephen Biggins for nil cash consideration under the Incentive Plan.
	(f)	8,250,000 Performance Rights have previously been issued to Christopher Evans for nil cash consideration under the Incentive Plan.
	(g)	2,425,000 Performance Rights have previously been issued to Simon lacopetta for nil cash consideration under the Incentive Plan
	(h)	2,480,000 Performance Rights have previously been issued to Justin Boylson for nil cash consideration under the Incentive Plan.
	(i)	3,110,000 Performance Rights have previously been issued to Dr Qingtao Zeng for nil cash consideration under the Incentive Plan.
	(i)	2,750,000 Performance Rights have previously been issued to Stephen Biggins for nil cash consideration under the Incentive Plan.
Additional Information	publishe period i	of any Securities issued under the Incentive Plan will be and in the annual report of the Company relating to the n which they were issued, along with a statement that all for the issue was obtained under Listing Rule 10.14.
	become Incentiv named	ditional persons covered by Listing Rule 10.14 who e entitled to participate in an issue of Securities under the e Plan after this Resolution is approved and who were not in this Notice will not participate until approval is d under Listing Rule 10.14.
Other information	reasona	ard is not aware of any other information that is bly required by Shareholders to allow them to decide tit is in the best interests of the Company to pass these ons.
Voting exclusion statements	Voting e	exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting p	prohibition statements apply to these Resolutions.

8. RESOLUTIONS 12 AND 13 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTORS

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue an aggregate of 1,900,000 Performance Rights to Directors Christopher Evans and Simone Iacopetta (or their respective nominee(s)) pursuant to the Incentive Plan on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below:

CLASS QUANTUM RECIPIENT VESTING CONDITION EXPIRY							
A	500,000	Christopher Evans	The Shares achieving a 20-day volume-weighted average price	The date that is two years from			
	500,000	Simone lacopetta	(VWAP) of at least \$0.50 per Share (being the VWAP calculated over 20 consecutive trading days on which the Shares actually traded).	the date of issue of the Performance Rights.			
В	200,000	Christopher Evans	The Company announcing to ASX completion of a positive preliminary	31 March 2027.			
	200,000	Simone lacopetta	feasibility study in relation to any of its projects by 31 December 2026.				
С	250,000	Christopher Evans	The execution of a binding agreement and receipt of funds from	30 September 2026.			
	250,000	Simone lacopetta	a strategic partner or investor providing no less than A\$30 million in funding toward the Company's Adina Lithium Project by 30 June 2026.				

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.3 above.

The issue constitutes giving a financial benefit and Christopher Evans and Simone lacopetta are each a related party of the Company by virtue of being a Director.

The Directors (other than Christopher Evans and Simone Iacopetta) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Christopher Evans and Simone Iacopetta, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 7.4 above.

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

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may need to seek to incentivise Christopher Evans and Simone Iacopetta by other means. Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 8.1.
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 1,900,000 Performance Rights which will be allocated as set out in the table included at Section 8.1.
Remuneration package	The current total remuneration packages for Christopher Evans and Simone lacopetta are set out in Section 7.6.
	If the Performance Rights are issued, the total remuneration package of Christopher Evans will increase by \$191,500 to \$749,500, being the value of the Securities (based on the Monte Carlo methodology for the Class A Performance Rights and the Black Scholes methodology for the Class B and Class C Performance Rights.
	If the Performance Rights are issued, the total remuneration package of Simone Iacopetta will increase by \$191,500 to \$671,100, being the value of the Securities (based on the Monte Carlo methodology for the Class A Performance Rights and the Black Scholes methodology for the Class B and Class C Performance Rights.
Securities previously issued to the recipient/(s) under the Plan	The number of Securities previously to Christopher Evans and Simone lacopetta under the Incentive Plan is set out in Section 7.6.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons:
	(a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
	(b) the issue to Christopher Evans and Simone lacopetta will align their interests with those of Shareholders;
	(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Christopher Evans and Simone lacopetta; and
	(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.
Valuation	The Company values the Performance Rights at \$383,000 (being \$0.167 per Class A Performance Right and \$0.24 per Class B and Class C Performance Right) based on the Monte Carlo methodology for the Class A Performance Rights and the Black-Scholes methodology for the Class B and Class C Performance Rights.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent

REQUIRED INFORMATION	DETAILS
	permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Securities will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Incentive Plan is set out in Schedule 4.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Additional Information	Details of any Securities issued under the Incentive 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.
	Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Incentive Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

9. RESOLUTION 14 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

9.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in clause 36 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of clause 36. The new clause 36 is in the same form as the existing clause 36 in the Constitution.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 26 November 2021 and is available for download from the Company's ASX announcements platform.

9.2 Technical information required by section 648G(5) of the Corporations Act

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.
	Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.
	This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional offmarket bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.
	The potential advantages of the proportional takeover provisions for Shareholders include:
	(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
	(b) assisting in preventing Shareholders from being locked in as a minority;
	(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
	(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.
	The potential disadvantages of the proportional takeover provisions for Shareholders include:
	(a) proportional takeover bids may be discouraged;
	(b) lost opportunity to sell a portion of their Shares at a premium; and

	(c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Winsome Resources Limited (ACN 649 009 889).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Employee Shares has the meaning given in Section 5.1.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Plan or Plan means the Company's incentive securities plan adopted at the time of its listing on the ASX.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Placement has the meaning given in Section 6.1.

Placement Options has the meaning given in Section 6.1.

Placement Shares has the meaning given in Section 6.1.

Proxy Form means the proxy form accompanying the Notice.

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

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

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

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

SCHEDULE 1 - TERMS AND CONDITIONS OF INCENTIVE OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Plan

The Options are granted under the Incentive Plan.

In the event of any inconsistency between the Incentive Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

(c) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.50 (Exercise Price).

(d) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

(f) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (h) (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

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(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(I) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Transferability

The Options are transferable subject to the terms of the Incentive Plan, any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 - TERMS AND CONDITIONS OF INCENTIVE PERFORMANCE RIGHTS

(a) Milestones

The Performance Rights shall vest as set out in Section 8.1 (each, a Milestone).

(b) Plan

The Performance Rights are granted under the Incentive Plan.

In the event of any inconsistency between the Incentive Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

(c) Notification to holder

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(d) Conversion

Subject to paragraph (p), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(e) Expiry Date

Each Performance Right shall expire on the first to occur of:

- (i) the dates as set out in Section 8.1 (Expiry Date); and
- (ii) the date that is three months following the date that the Holder ceases to be employed or engaged by the Company.

If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.

(f) Consideration

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(g) Share ranking

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(h) Application to ASX

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(i) Timing of issue of Shares on conversion

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must,

no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) Transfer of Performance Rights

The Performance Rights are not transferable.

(k) Participation in new issues

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(I) Reorganisation of capital

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(m) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.

(n) Dividend and voting rights

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(o) Change in control

Subject to paragraph (p), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate the Milestones and will automatically convert into Shares on a one-for-one basis.

(p) Deferral of conversion if resulting in a prohibited acquisition of Shares

If the conversion of a Performance Right under paragraphs (d) or (o) would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

(i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General

Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and

(ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (p)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(q) No rights to return of capital

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) Rights on winding up

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(s) ASX Listing Rule compliance

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(†) No other rights

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 - VALUATION OF INCENTIVE OPTIONS

The Options to be issued pursuant to Resolutions 7 to 11 have been independently valued.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

ASSUMPTIONS:	
Valuation date	15 October 2025
Market price of Shares	\$0.24 cents
Exercise price	\$0.50
Expiry date (length of time from issue)	3 Years from date of issue
Risk free interest rate	3.50%
Volatility (discount)	94.32%
Indicative value per Option	\$0.108 cents
Total Value of Options	\$270,000
- Christopher Evans (Resolution 7)	\$54,000
- Simone lacopetta (Resolution 8)	\$54,000
- Dr Qingtao Zeng (Resolution 9)	\$54,000
- Justin Boylson (Resolution 10)	\$54,000
- Stephen Biggins (Resolution 11)	\$54,000

Note:

The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 4 - TERMS AND CONDITIONS OF INCENTIVE PLAN

The Company has adopted a Performance Rights and Option Plan (**Plan**) to allow eligible participants to be granted Performance Rights and Options in the Company.

The principle terms of the Plan are summarised below:

- (a) **Eligibility:** Participants in the Plan may be:
 - (i) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each, a Group Company);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above, who is declared by the Board to be eligible to receive grants of Options or Performance Rights (Awards) under the Plan (Eligible Participant).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) Plan limit: The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Awards offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** Performance Rights granted under the Plan will be issued for nil cash consideration. Unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Exercise price:** The Board may determine the Option exercise price (if any) for an Option offered under that Offer in its absolute discretion. To the extent the Listing Rules specify or require a minimum price, the Option exercise price must not be less than any minimum price specified in the Listing Rules.
- (f) **Vesting conditions:** An Award may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Awards (Vesting Conditions).
- (g) **Vesting:** Subject to the Listing Rules, the Board may in its absolute by written notice to a Participant (being an Eligible Participant to whom Awards have been granted under the Plan or their nominee where the Awards have been granted to the nominee of the Eligible Participant (Relevant Person)), resolve to waive any of the Vesting Conditions applying to Awards due to:
 - (i) special circumstances arising in relation to a Relevant Person in respect of those Awards, being:
 - (A) a Relevant Person ceasing to be an Eligible Participant due to:
 - (I) death or total or permanent disability of a Relevant Person; or
 - (II) retirement or redundancy of a Relevant Person;
 - (B) a Relevant Person suffering severe financial hardship;
 - (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant offer made to and accepted by the Participant; or

- (D) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant, (Special Circumstances), or
- (E) a change of control occurring; or
- (F) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (h) Lapse of an Award: An Award will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing, or hedging of, the Award occurring;
 - (ii) (a Vesting Condition in relation to the Award is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Award in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Awards to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iii) in respect of unvested Awards only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Award in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Awards to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iv) in respect of vested Awards only, a Relevant Person ceases to be an Eligible Participant and the Award granted in respect of that Relevant Person is not exercised within a one (1) month period (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;
 - (v) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
 - (vi) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Award; and
 - (vii) the expiry date of the Award.
- (i) **Not transferrable:** Subject to the Listing Rules, Awards are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (j) **Shares:** Shares resulting from the exercise of the Awards shall, subject to any Sale Restrictions (refer paragraph (k)) from the date of issue, rank on equal terms with all other Shares on issue.
- (k) Sale restrictions: The Board may, in its discretion, determine at any time up until exercise of Awards, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Awards (Restriction Period). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.
- (I) **Quotation of Shares:** If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within five (5) business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.
- (m) **No participation rights:** There are no participation rights or entitlements inherent in the Awards and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Awards without exercising the Award.
- (n) Change in exercise price of number of underlying securities: An Award does not confer the right to a change in exercise price or in the number of underlying Shares over which the Award can be exercised.

- (o) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (p) Amendments: Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Award granted under the Plan including giving any amendment retrospective effect.
- (q) **Maximum Number of Awards:** The maximum number of equity securities to be issued under the Plan is 20,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.



Proxy Voting Form

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

Winsome Resources Limited | ABN 77 649 009 889

Your proxy voting instruction must be received by **3:00pm (AWST) on Monday, 24 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/loginsah or scan the QR code below using your

scan the QR code below using your smartphone

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



BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic: WEBSITE:

https://automicgroup.com.au

PHONE:

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

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

Date (DD/MM/YY)

Contact Daytime Telephone