



ASX Announcement | 27 October 2025

Variscan Mines Limited (ASX:VAR)

2025 NOTICE OF ANNUAL GENERAL MEETING

Variscan Mines Limited (“Variscan” or the “Company”) is pleased to advise that its Annual General Meeting will be held at the offices of HLB Mann Judd, Level 5, 10 Shelley Street, Sydney, New South Wales 2000 on Friday, 28 November 2025 at 11.30am (AEDT).

Attached is a Notice of Meeting, proxy form and a letter to shareholders advising further details of the meeting and access to meeting documents.

This announcement has been approved for release by Mr Mark Pitts, Company Secretary, Variscan Mines Limited.

For further information, please contact:

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About Variscan Mines Limited (ASX:VAR)

Variscan Mines Limited (ASX:VAR) is a growth oriented, natural resources company focused on the acquisition, exploration and development of high-quality strategic mineral projects. Its primary focus is the development of its advanced zinc projects in Spain. The Company’s name is derived from the Variscan orogeny, which was a geologic mountain building event caused by Late Paleozoic continental collision between Euramerica (Laurussia) and Gondwana to form the supercontinent of Pangea.

To learn more, please visit: www.variscan.com.au

For more information



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27 October 2025

Dear Shareholder,

Variscan Mines Limited [ASX:VAR] (the **Company**) advises that the 2025 Annual General Meeting of the shareholders of the Company is scheduled to be held at Level 5, 10 Shelley Street, Sydney NSW on Friday, 28 November 2025 at 11:30am (AEDT) (the Meeting).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending physical copies of the Notice of Meeting, and accompanying Explanatory Memorandum (Meeting Materials), to shareholders unless they have made a valid election to receive documents in physical form copy.

A copy of the Meeting Materials will be available electronically under the "ASX announcements" section of Variscan's website at <https://variscan.com.au/site/investor-centre/asx-announcements> or at ASX (<https://www2.asx.com.au>).

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Your proxy voting instruction must be received by 11.30 am (AEDT) on Wednesday, 26 November 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Company intends to hold a physical meeting. The Company will notify you of any changes to this by way of an announcement on ASX and will also make details available on our website.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd, on 1300 288 664 (within Australia) or +61 2 9698 5414.

Shareholders who wish to update their details to receive communications and notices electronically can do so by visiting the Company's share registry website at <https://investor.automic.com.au/>.

Sincerely,

Mark Pitts
Company Secretary

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VARISCAN MINES LIMITED
ACN 033 254 395
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:30am (AEDT)
DATE: 28 November 2025
PLACE: HLB Mann Judd
Level 5, 10 Shelley Street
SYDNEY NSW 2000

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 Independent Expert has concluded that the transaction the subject of Resolution 7 of the General Meeting is not fair, but is reasonable to non-associated Shareholders.

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 7:00pm (AEDT) on 26 November 2025.

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 MR ANTHONY WEHBY

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 7.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Anthony Wehby, 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 – 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 Schedule 5 for a period of three years from the date of approval of this Resolution."

5. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 62,357,953 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

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

"That, for the purposes of clause 7.8 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the total aggregate amount of fees payable to non-executive Directors from \$250,000 per annum to \$450,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 - APPROVAL OF EARN-IN AND JV AGREEMENT

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

"That, for the purposes of ASX Listing Rules 7.1 and 10.1 and for all other purposes, approval is given for:

(a) the Company to execute the Earn-In and JV Agreement in relation to the Project and for the transactions contemplated therein; and

(b) issue 100,000,000 Options to the Vendors,

on the terms and conditions set out in the Explanatory Statement."

Short Explanation: The Company proposes to enter into an Earn-In and JV Agreement with MDF Global Limited (ACN 637 394 579) (**MDF**), Zinc GroupCo Pty Ltd (ACN 663 095 225) (**ZincCo**) (together, the **Vendors**) and BMEx Pty Ltd (ACN 615 217 680) (**BMEx**) in relation to a proposed earn in and joint venture with BMEx which holds the Midlands and Waterford Irish Zinc Assets (the **Project**) pursuant to which the Company will have the right to earn up to a 60% interest in stages (**Earn-In**). ZincCo is a Listing Rule 10.1.3 party by virtue of being at the time of or at any time in the 6 months before the transaction the subject of the Earn-In and JV Agreement, a substantial holder in the Company. As such, pursuant to Listing Rule 10.1.3, the transaction the subject of the Earn-In and JV Agreement must be approved by Shareholders of the Company in accordance with Listing Rule 10.1.

Independent Expert's Report: Shareholders should carefully consider the report prepared by the Independent Expert for the purposes of the Shareholder approval under ASX Listing Rule 10.1. The Independent Expert's Report comments on the fairness and reasonableness of the transaction the subject of this Resolution to the non-associated Shareholders in the Company. The Independent Expert has determined that the transaction is not fair, but is reasonable to the non-associated Shareholders in the Company.

8. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES TO ZINCCO

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

"That, subject to the passing of Resolution 7, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 50,000,000 Shares and 25,000,000 Options to ZincCo on the terms and conditions set out in the Explanatory Statement."

Dated: 21 October 2025

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <ul style="list-style-type: none"> (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. <p>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:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) 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 5 - Approval to Issue Securities Under an Incentive Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (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. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (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 6 – Increase in Total Aggregate Remuneration for Non-Executive Directors	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (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. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (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:

Resolution 5 - Approval to Issue Securities Under an Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 6 – Increase in Total Aggregate Remuneration for Non-Executive Directors	A Director or an associate of that person or those persons.
Resolution 7 - Approval of Earn-In and JV Agreement	Zinc GroupCo Pty Ltd (or any of their associates) or any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 – Approval to issue Securities to ZincCo	Zinc GroupCo Pty Ltd or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) 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 sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 419 700 493.

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.variscan.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 MR ANTHONY WEHBY

3.1 General

Listing Rule 14.4 and clause 7.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Anthony Wehby, having held office without re-election since 20 October 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Anthony Wehby is set out below.

Qualifications, experience and other material directorships	<p>Tony is a former Partner of PriceWaterhouseCoopers and Corporate Finance Specialist.</p> <p>Tony is an experienced listed company director with over 50 years of executive and non-executive experience.</p> <p>Having operated in the mining industry for a considerable time, he is currently a non-executive director on the Board of Kingston Resources Ltd a listed Asia Pacific gold producer. He has previously been Chairman of Tellus Resources Limited, Non-Executive Chairman of Aurelia Metals Limited and a Director of Ensurance Ltd and Harmony Gold (Aust) Pty Ltd.</p> <p>Tony has a financial consulting practice focused on strategic advice.</p>
Term of office	<p>Mr Anthony Wehby has served as a Director since 20 October 2022.</p>
Independence	<p>If re-elected, the Board considers that Mr Anthony Wehby will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Mr Anthony Wehby that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Anthony Wehby since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Anthony Wehby) recommend that Shareholders vote in favour of this Resolution.</p>

3.2 Technical information required by Listing Rule 14.1A

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

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

4. RESOLUTION 3 – 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 \$7,482,954. 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 is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (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	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (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) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p>

REQUIRED INFORMATION		DETAILS																																											
		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.																																											
		<table><tr><th colspan="2"></th><th colspan="4">DILUTION</th></tr><tr><th colspan="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.003</th><th>\$0.006</th><th>\$0.009</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>1,297,159,078</td><td>129,715,907</td><td>\$389,147</td><td>\$778,295</td><td>\$1,167,443</td></tr><tr><td>50% increase</td><td>1,945,738,617</td><td>194,573,861</td><td>\$583,721</td><td>\$1,167,443</td><td>\$1,751,164</td></tr><tr><td>100% increase</td><td>2,594,318,156</td><td>259,431,815</td><td>\$778,295</td><td>\$1,556,590</td><td>\$2,334,886</td></tr></table>							DILUTION				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			\$0.003	\$0.006	\$0.009	50% decrease	Issue Price	50% increase	Funds Raised			Current	1,297,159,078	129,715,907	\$389,147	\$778,295	\$1,167,443	50% increase	1,945,738,617	194,573,861	\$583,721	\$1,167,443	\$1,751,164	100% increase	2,594,318,156	259,431,815	\$778,295	\$1,556,590	\$2,334,886
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*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																													
The table above uses the following assumptions:																																													
<ol style="list-style-type: none">There are currently 1,297,159,078 Shares on issue comprising:<ol style="list-style-type: none">1,247,159,078 existing Shares as at the date of this Notice; and50,000,000 Shares which will be issued if Resolution 8 is passed at this Meeting.The issue price set out above is the closing market price of the Shares on the ASX on 21 October 2025 (being \$0.006) (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.The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.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.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.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.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
	<p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) 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.</p>
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 29 November 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
Voting exclusion statement	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

5. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

5.1 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 set out in Schedule 5 of the Constitution were last renewed on 30 November 2022. Accordingly, the proportional takeover provisions included in the Constitution apply until 30 November 2025 unless sooner omitted or renewed.

This Resolution is a special resolution which will enable the Company to modify its Constitution by renewing Schedule 5 for a period of three years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of Schedule 5.

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 is available for download from the Company website.

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

Overview	<p>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.</p> <p>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.</p> <p>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.</p>
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 off-market 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	Other than with respect to the proposed acquisition that is the subject of Resolution 7 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	<p>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.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p>

	<p>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</p> <p>(b) assisting in preventing Shareholders from being locked in as a minority;</p> <p>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</p> <p>(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.</p> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <p>(a) proportional takeover bids may be discouraged;</p> <p>(b) lost opportunity to sell a portion of their Shares at a premium; and</p> <p>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</p>
Recommendation of the Board	<p>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.</p>

6. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

6.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 62,357,953 Securities under the employee incentive scheme titled “Variscan Mines Limited Employee Incentive Securities Plan” (**Plan**).

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

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

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

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

6.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 6.3

below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

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

6.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Number of Securities previously issued under the Plan	The Company has issued 1,500,000 Securities under the Plan since the Plan was last approved by Shareholders on 30 October 2022.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 62,357,953 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

7. RESOLUTION 6 – INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

7.1 General

This Resolution seeks Shareholder approval for the purposes of clause 7.8 of the Constitution and Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors from \$250,000 to \$450,000.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Clause 7.8 of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting.

7.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by \$250,000 to \$450,000.

If this Resolution is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at \$250,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

7.3 Technical information required by Listing Rule 10.17

REQUIRED INFORMATION	DETAILS
Maximum aggregate amount of director's fees	<p>This Resolution seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by an amount of \$250,000 to \$450,000.</p> <p>This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.</p> <p>Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to:</p> <ul style="list-style-type: none">(a) fairly remunerate both existing and any new non-executive directors joining the Board;(b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and(c) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.
Securities issued to non-executive Directors	<p>In the past 3 years, the Company has issued an aggregate of 16,792,474 Shares and 10,952,381 Options to non-executive Directors pursuant to Listing Rule 10.11. Of these Securities:</p> <ul style="list-style-type: none">(a) 12,904,763 Shares and 6,452,381 Options were issued pursuant to the Directors' participation in a placement;(b) 3,887,711 Shares were issued in lieu of cash fees; and(c) 4,500,000 Options were issued as incentive securities. <p>The Securities issued pursuant Listing Rule 10.11 during the previous 3 years were issued to the following non-executive Directors:</p> <ul style="list-style-type: none">(a) 7,531,268 Shares and 3,785,714 Options to Mr Nick Farr-Jones;(b) 388,411 Shares and 1,500,000 Options to Mr Frank Bierlein; and(c) 8,872,795 Shares and 5,666,667 Options to Mr Tony Wehby. <p>In the past three years, the Company has not issued any Securities to non-executive Directors pursuant to Listing Rule 10.14.</p>

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution
Voting prohibition statement	A voting prohibition statement applies to this Resolution

7.4 Board Recommendation

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

8. RESOLUTION 7 – APPROVAL OF EARN-IN AND JV AGREEMENT

8.1 Background to the Earn-In and JV Agreement

On 5 August 2025, the Company announced that it had entered into a binding heads of agreement (**Heads of Agreement**) with MDF Global Limited (ACN 637 394 579) (**MDF**), Zinc GroupCo Pty Ltd (ACN 663 095 225) (**ZincCo**) (together, the **Vendors**) and BMEx Pty Ltd (ACN 615 217 680) (**BMEx**) in relation to a proposed earn in and joint venture with BMEx, which holds the Midlands and Waterford Irish Zinc Assets (the **Project**) pursuant to which the Company will have the right to earn up to 60% interest in stages (**Earn-In**).

Subject to execution of a formal earn-in and joint venture agreement (**Earn-In and JV Agreement**) the Vendors will grant the Company the right to earn up to 60% of the legal, beneficial and registrable interest in BMEx and the Project for a total of \$3,300,000 of expenditure in the Project over three (3) years from execution of the Earn-In and JV Agreement, as follows:

- (a) **Stage 1:** \$700,000 (less any Contractor Back Payments) for a 30% interest within 12 months of signing the Earn-In and JV Agreement (**Execution Date**);
- (b) **Stage 2:** \$1,000,000 for a 45% interest within 24 months of the Execution Date; and
- (c) **Stage 3:** \$1,500,000 for a 60% interest within 36 months of the Execution Date.

The total expenditure required by the Company to achieve a 60% interest in BMEx will be capped at €1,999,999, after which no further expenditure will be required to satisfy the Earn-In obligations.

Subject to the Company meeting all of the expenditures set out in (a) to (c) above within 36 months of the Execution Date, the Company will also have the exclusive first right to acquire the remaining 40% interest in two stages (firstly an earn-in of 80% and subsequently an earn-in of 100%) on terms and at a price to be agreed with all parties acting reasonably.

Pursuant to the Heads of Agreement, the Company has also agreed to issue:

- (a) 100,000,000 Options exercisable at \$0.005 on or before 12 months from the Execution Date to the Vendors (**Vendors' Options**) (the subject of Resolution 7); and
- (b) subject to the Company meeting the proposed Earn-in expenditure of \$3,300,000 (and therefore obtaining an interest of 60% in the Project), \$500,000 worth of Shares to the Vendors at a deemed issue price equivalent to the 30 trading days prior to the date the expenditure is met (**Vendors' Shares**) (subject to Shareholder approval at that time).

In accordance with Listing Rule 10.7, the Vendors' Options and Vendors' Shares in which ZincCo will be interested will be subject to mandatory ASX escrow for 12 months commencing on the date on which the Securities are issued.

Further, in reimbursement of part of the funds expended by BMEx in developing the Projects since September 2024, the Company has agreed to pay BMEx:

- (a) \$50,000 upon completion of the First Tranche of the Capital Raising; and

- (b) \$50,000 upon the Company obtaining Shareholder approval to complete the Second Tranche of the Capital Raising).

The Company will not execute the Earn-In and JV Agreement unless the below conditions precedent are satisfied (or waived) by 30 November 2025 or such later date as agreed between the parties:

- (a) Shareholders approving the Earn-In pursuant to Listing Rule 10.1 (the subject of Resolution 7);
- (b) Completion of remaining legal, technical and financial due diligence by the Company on BMEx and the Project as it deems appropriate and being satisfied with that due diligence;
- (c) the Company raising sufficient funds in order to satisfy the Stage 1 Earn-In expenditure; and
- (d) ZincCo subscribing for \$250,000 worth of Shares at an issue price of \$0.005 (the subject of Resolution 7).

Subject to execution of the Earn-In and JV Agreement, MDF may, on behalf of the Vendors, nominate a representative to the Board for an initial term of 18 months to support transition and strategic development of the Project.

A summary of the material terms of the Earn-In and JV Agreement is set out in Schedule 2.

8.2 Details of the Project

The Midlands and Waterford Irish Zinc Assets are held by BMEx (or its wholly owned subsidiary) and are located in Ireland, an established mining jurisdiction ranked number 1 globally in the Fraser Institute's Policy Perception Index in 2024.¹

Ireland is a proven location for hosting world-class carbonate-hosted zinc deposits. For example, Boliden's Tara Mine is one of Europe's largest zinc mines. Since mining began in 1977, more than 85 million tonnes of ore have been extracted from the Tara Mine. Other international and mid-tier mining companies operating in Ireland include, Teck, Glencore, South32 and historically Lundin and Vedanta have been active (see Figure 1).

¹ Available at: <https://www.fraserinstitute.org/sites/default/files/2025-07/annual-survey-of-mining-companies-2024.pdf>

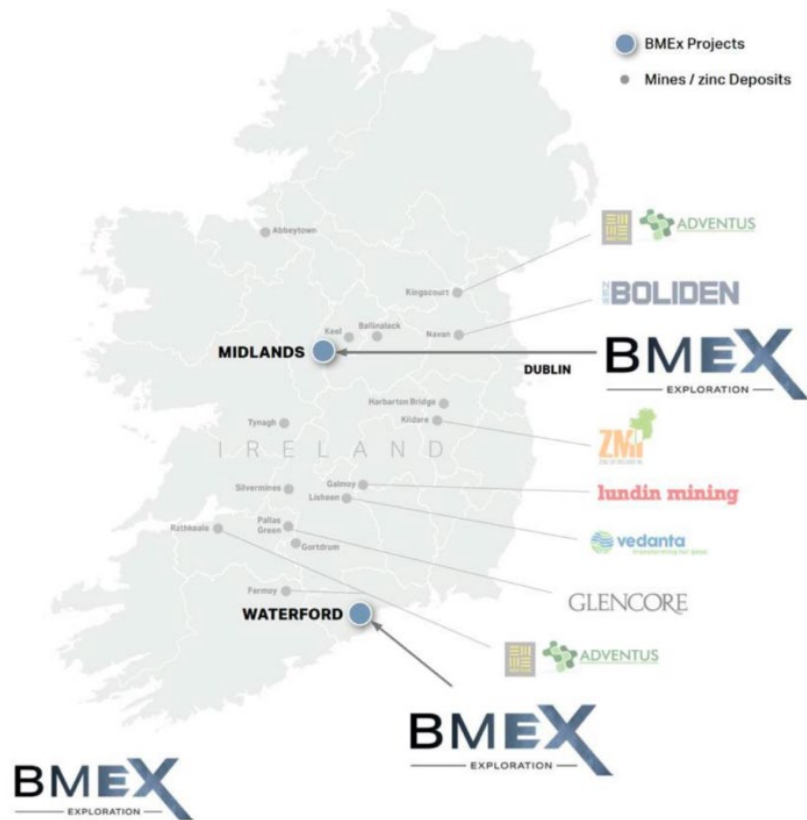


Figure 1. Location of Waterford and Midlands Projects and other zinc projects and mines in Ireland

Additional geographical benefits include access to established infrastructure with deep, year-round ports able to transport concentrates to European zinc smelters (see Figure 2). The International Lead and Zinc Study Group regard Europe as one of the most important continents for refined zinc production) led by major firms including Glencore, Trafigura and Boliden.

8.2.1 Midlands Project

Table 1 - Tenure details for the Midlands Project

TITLE ID	DATE GRANTED	EXPIRY DATE	HOLDER NAME	AREA (km²)	COUNTY	EXPLORATION PERMITTED FOR
PL 1802	02.10.2017	01.10.2029	BMEx	26	Longford	Barytes, base metals, gold, silver
PL1803	02.10.2017	01.10.2029	BMEx	32	Longford	Barytes, base metals, gold, silver

The Waterford Project is located in the County of Waterford and comprises six prospecting licences of 163km² in aggregate, expiring November 2028.

PL	DATE GRANTED	EXPIRY DATE	HOLDER NAME	AREA (km ²)	COUNTY	EXPLORATION PERMITTED FOR
1555	7.11.2016	06.11.2028	Foresight Exploration Limited (a wholly owned subsidiary of BMEx)	26	Waterford	Barytes, base metals, silver
1556	7.11.2016	06.11.2028	Foresight Exploration Limited	27	Waterford	Barytes, base

PL	DATE GRANTED	EXPIRY DATE	HOLDER NAME	AREA (km ²)	COUNTY	EXPLORATION PERMITTED FOR
						metals, silver
1966	7.11.2016	06.11.2028	Foresight Exploration Limited	29	Waterford	Barytes, base metals, silver
1967	7.11.2016	06.11.2028	Foresight Exploration Limited	26	Waterford	Barytes, base metals, silver
3713	7.11.2016	06.11.2028	Foresight Exploration Limited	•	Waterford	Barytes, base metals, silver
3715	7.11.2016	06.11.2028	Foresight Exploration Limited	28	Waterford	Barytes, base metals, silver

8.3 Purpose of the Earn-In and JV Agreement

Entry into the Earn-In and JV Agreement is part of the Company's strategy to:

- (a) deepen its focus on zinc which is complementary to the Company's existing asset base;
- (b) expand the Company's business, leveraging the Company's competency of exploring and developing carbonate-hosted lead-zinc deposits in Europe;
- (c) leverage the technical expertise and corporate development capabilities of MDF with the Company being granted the first right of refusal on zinc projects generated by MDF;
- (d) create a stronger asset portfolio to attract capital for exploration and development;
- (e) conduct additional exploration activity in Ireland to supplement the development workplan for the zinc assets in Spain; and
- (f) provide some diversification of location yet retain a European geographical focus.

8.4 Resolution 7 - Listing Rules 10.1 and 7.1

ZincCo is a Listing Rule 10.1.3 party by virtue of being at the time of or at any time in the 6 months before the transaction the subject of the Earn-In and JV Agreement, a substantial holder in the Company. As such, pursuant to Listing Rule 10.1.3, the transaction the subject of the Earn-In and JV Agreement must be approved by Shareholders of the Company in accordance with Listing Rule 10.1.

This Resolution seeks Shareholder approval:

- (a) for the purposes of Listing Rule 10.1, for the Company to execute the Earn-In and JV Agreement in relation to the Project and for the transactions contemplated therein; and
- (b) for the purposes of Listing Rule 7.1, for the issue of 100,000,000 Vendor Options, comprising:
 - (i) 50,000,000 to be issued to ZincCo; and
 - (ii) 50,000,000 to be issued to MDF.

8.5 Independent Expert's Report

Listing Rule 10.5.10 requires a notice of meeting containing a resolution to approve a transaction under Listing Rule 10.1 to include a report on the Earn-In from an independent expert.

The Independent Expert's Report prepared by BDO Corporate Finance (WA) Pty Ltd (**Independent Expert**) (a copy of which is attached as Annexure A to this Notice) sets out a detailed independent examination of the Earn-In to enable non-associated Shareholders to assess the merits and decide whether to approve this Resolution. The Independent Expert has concluded that the transaction as contemplated by the proposed terms of the Earn-In and JV Agreement the subject of this Resolution is not fair, but is reasonable to the non-associated Shareholders.

Shareholders are urged to carefully read the Independent Expert's Report in full to understand the scope of the report, the methodology of the valuation and the sources of information and assumptions made.

The Directors are not aware of any other information other than as set out in this Notice of Meeting that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

8.6 Listing Rule 7.1

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.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue of therefore requires the approval of Shareholders under Listing Rule 7.1.

8.7 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

8.8 Technical information required by Listing Rule 7.3 – Vendor Options

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	MDF Global Limited and Zinc GroupCo Pty Ltd.
Number of Securities and class to be issued	100,000,000 Vendor Options, comprising: (a) 50,000,000 to be issued to ZincCo; and (b) 50,000,000 to be issued to MDF.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 3
Date(s) on or by which the Securities will be issued	The Company will not issue any Securities later than three 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	The Options will be issued at a nil issue price, as part of the consideration for the acquisition of up to a 60%

REQUIRED INFORMATION	DETAILS
Company will receive for the Securities	interest in the Project under the Earn-In and JV Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Earn-In and JV Agreement.
Summary of material terms of agreement to issue	The Options are being issued under the Earn-In and JV Agreement, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8.9 ASX Listing Rule 10.1

ASX Listing Rule 10.1 provides that an entity (or any of its subsidiaries) must not acquire or dispose of, or agree to acquire to dispose of, when the consideration to be paid for the asset or the value of the asset being disposed of constitutes more than 5% of the equity interest of that entity as set out in the latest accounts given to ASX under the Listing Rules from:

- 10.1.1 a related party;
- 10.1.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.1.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company;
- 10.1.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.1.5 a person whose relationship with the company or a person referred to in Listing Rules 10.1.1 to 10.1.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

ZincCo is a Listing Rule 10.1.3 party by virtue of being at the time of or at any time in the 6 months before the transaction the subject of the Earn-In and JV Agreement, a substantial holder in the Company. As such, pursuant to Listing Rule 10.1.3, the transaction the subject of the Earn-In and JV Agreement must be approved by Shareholders of the Company in accordance with Listing Rule 10.1.

8.10 Technical information required by ASX Listing Rule 10.5

Pursuant to and in accordance with ASX Listing Rule 10.5 the following information is provided in relation to this Resolution:

REQUIRED INFORMATION	DETAILS
Names of persons from whom the substantial asset will be acquired	MDF Global Limited, Zinc GroupCo Pty Ltd and BMEx Pty Ltd.
Categorisation under Listing Rule 10.1	ZincCo is a Listing Rule 10.1.3 party by virtue of being at the time of or at any time in the 6 months before the transaction the subject of the Earn-In and JV Agreement, a substantial holder in the Company. As such, pursuant to Listing Rule 10.1.3, the transaction the subject of the Earn-In and JV Agreement must be approved by Shareholders of the Company in accordance with Listing Rule 10.1.
Details of asset being acquired	Refer to Section 8.2.

REQUIRED INFORMATION	DETAILS
The consideration for the acquisition	<p>As set out in Section 8.1, the Company has agreed to pay the following consideration in connection with the Earn-In and JV Agreement:</p> <ul style="list-style-type: none"> (a) a total of \$3,300,000 of expenditure on the Project, which must be expended in three stages within 36 months of the Execution Date, to earn a 60% interest in the Project; (b) 100,000,000 Vendor Options to be issued on the Execution Date; and (c) \$500,000 worth of Vendor Shares (subject to the Company meeting the proposed Earn-in expenditure of \$3,300,000 (therefore obtaining an interest of 60% in the Project) and subject to Shareholder approval at that time.
Intended source of funds to pay for the acquisition	<p>The Company will fund the Earn-In expenditure as follows:</p> <ul style="list-style-type: none"> (a) Stage 1: To be funded by the \$2.5 million placement announced by the Company on 5 August 2025. (b) Stages 2 and 3: Should the Company decide to proceed with Stages 2 and 3, the Company intends to raise further capital to fund these stages of the Earn-in.
Timetable for completion of acquisition	An indicative timetable for the Earn-In and JV Agreement and commencing the earn-in and joint venture arrangements is set out at Section 8.12 below.
Summary of material terms of agreement to issue	A summary of the material terms of the Earn-In and JV Agreement (including consideration payable) is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Independent Expert's Report	An Independent Expert's Report, which states the Independent Expert's opinion as to whether the transaction is fair and reasonable to non-associated Shareholders is included at Annexure A of this Notice.

8.11 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the Earn-In and JV Agreement. If this Resolution is not passed, the Company cannot proceed with the Earn-In and JV Agreement.

8.12 Indicative Timetable

EVENT	DATE
Company announced offer earn-in and joint venture proposal	5 August 2025
Company dispatches Notice of Meeting	27 October 2025
Shareholders approve entry into the Earn-In and JV Agreement	28 November 2025
Conditions to signing Earn-In and JV Agreement satisfied	28 November 2025
Company executes Earn-In and JV Agreement and announces execution and Earn-In period commences	28 November 2025

The above dates are indicative only and are subject to change at the Board's discretion in accordance with the Corporations Act and ASX Listing Rules.

9. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES TO ZINCCO

9.1 General

On 5 August 2025, the Company announced (**Original Announcement**) it had received firm commitments for a two-tranche placement of Shares and free-attaching Options on a 1:2 basis to investors, to raise approximately \$2,500,000 (**Placement**).

Subsequent to the Original Announcement, the Company sought Shareholder approval at the general meeting held on 17 September 2025 (**Previous General Meeting**) for the:

- (a) ratification of tranche 1 Placement Shares;
- (b) approval to issue tranche 1 Placement Options; and
- (c) approval to issue tranche 2 Placement Shares and Placement Options.

ZincCo subscribed for 50,000,000 Placement Shares at an issue price of \$0.005 per Share together with 25,000,000 free-attaching Placement Options (**ZincCo Securities**) under tranche 2 of the Placement.

The issue of the ZincCo Securities is subject to Shareholder approval of:

- (a) the Placement (obtained at the Previous General Meeting); and
- (b) entry into the Earn-In and JV Agreement (the subject of Resolution 7).

This Resolution seeks Shareholder approval for the issue of the ZincCo Securities for the purposes of Listing Rule 7.1.

If this Resolution is passed, ZincCo's interest in the Company will increase from 14.41% to 17.71%.

A summary of Listing Rule 7.1 is set out in Section 8.6 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

9.3 Technical information required by Listing Rule 7.3 – ZincCo Securities

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Zinc GroupCo Pty Ltd.
Number of Securities and class to be issued	50,000,000 Shares and 25,000,000 Options.
Terms of Securities	<p>The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Options will be issued on the terms and conditions set out in Schedule 4.</p>

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company will not issue any Securities later than three 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	\$0.005 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	<p>The Company intends to use the funds raised by ZincCo's subscription in the Placement for the following purposes:</p> <ul style="list-style-type: none"> (a) resource extension, definition and discovery drilling at the Udias Mine; (b) complete and publish Mine ReStart (Scoping) Study; (c) low risk earn-in to highly prospective Zinc opportunities in Ireland; (d) corporate and operational working capital; and (e) costs of the Placement.
Summary of material terms of agreement to issue	The ZincCo Securities are being issued under the Heads of Agreement, as summary of which is included in Section 8.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.

AEDT means Australian Eastern Daylight Time.

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.

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 Variscan Mines Limited (ACN 033 254 395).

Contractor Back Payments means the \$659,674.66 in back payments that BMEx owes contractors.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Earn-In and JV Agreement has the meaning given in Section 8.1.

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Heads of Agreement has the meaning given in Section 8.1.

Independent Expert means BDO Corporate Finance (WA) Pty Ltd.

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

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Project means the Waterford and Midlands Irish Zinc Assets.

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, Performance Right or Performance Share (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.

Vendors means MDF Global Limited (ACN 637 394 579) and Zinc GroupCo Pty Ltd (ACN 663 095 225).

SCHEDULE 1 - SUMMARY OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

1. **Eligible Participant:** A person is eligible to participate in the New Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the New Plan from time to time and are an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

This relevantly includes, amongst others:

- (a) an employee or director of the Company or an individual who provides services to the Company;
- (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (c) a prospective person to whom paragraphs (a) or (b) apply;
- (d) a person prescribed by the relevant regulations for such purposes; or
- (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **Maximum allocation:**

- (a) The Company must not make an offer of Securities under the New Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:
 - (i) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus
 - (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the New Plan at any time during the previous 3 year period,

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

3. **Purpose:** The purpose of the New Plan is to:

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

4. **Plan administration:** The New Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the New Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. **Eligibility, invitation and application:** The Board may from time to time determine that an Eligible Participant may participate in the New Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the New Plan will comply with the disclosure obligations pursuant to Division 1A.

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

the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

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

6. **Grant of Securities:** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the New Plan rules and any ancillary documentation required.

7. **Terms of Convertible Securities:** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the New Plan.

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

8. **Vesting of Convertible Securities:** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. **Exercise of Convertible Securities and cashless exercise:** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

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

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

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

11. **Delivery of Shares on exercise of Convertible Securities:** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the New Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

12. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

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

Unless the Board otherwise determines, or as otherwise set out in the New Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

13. **Change of control:** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
14. **Rights attaching to Plan Shares:** All Shares issued under the New Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the New Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
15. **Disposal restrictions on Securities:** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.
16. **Adjustment of Convertible Securities:** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

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

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

No amendment to any provision of the New Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
19. **Plan duration:** The New Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the New Plan for a fixed period or indefinitely, and may end any suspension. If the New Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

SCHEDULE 2 – SUMMARY OF THE MATERIAL TERMS OF THE EARN-IN AND JV AGREEMENT

Parties	<p>Variscan Mines Limited (Variscan or the Company)</p> <p>MDF Global Limited (MDF)</p> <p>Zinc GroupCo Pty Ltd (ZincCo)</p> <p>BMEEx Pty Ltd (BMEEx)</p>
Summary	<p>BMEEx (either directly or indirectly through its subsidiaries) holds a 100% legal, beneficial and registrable interest in the Midlands and Waterford Irish Zinc Assets (the Project).</p> <p>Variscan wishes to acquire an interest in the Project via its acquisition of an interest in BMEEx.</p> <p>The Earn-In and JV Agreement sets out the terms and conditions upon which:</p> <ul style="list-style-type: none"> (a) Variscan will have the right to earn up to 60% legal, beneficial and registrable interest in and to the mineral property concession interests comprising the Project subject to meeting specific Earn-In expenditures; (b) Variscan, MDF and ZincCo will enter into a joint venture to conduct exploration in the area of the Project and potentially mine viable mineable resources if discovered (Joint Venture); (c) subject to Variscan meeting all Earn-In expenditures within 36 months from the Execution Date, Variscan will have a first purchase right to increase up to an 80% legal, beneficial and registrable interest in and to the mineral property concession interests comprising the Project on terms to be agreed (First Purchase Right); and (d) subject to VAR meeting all Earn-In expenditures within 36 months from the Execution Date and achieving an 80% interest under the First Purchase Right, Variscan will have a first purchase right to increase up to a 100% legal, beneficial and registrable interest in and to the mineral property concession interests comprising the Project on terms to be agreed.
Conditions	<p>Execution of the Earn-In and JV Agreement is subject to and conditional upon the satisfaction (or waiver) of the following conditions precedent on or before 5:00pm (WST) on 30 November 2025 (End Date):</p> <ul style="list-style-type: none"> (a) Shareholders approving the Earn-In pursuant to Listing Rule 10.1 (the subject of Resolution 7); (b) Completion of remaining legal, technical and financial due diligence by the Company on BMEEx and the Project as it deems appropriate and being satisfied with that due diligence; (c) the Company raising sufficient funds in order to satisfy the Stage 1 Earn-In expenditure; (d) ZincCo subscribing for \$250,000 worth of Shares at an issue price of \$0.005 (the subject of Resolution 8).
Earn-In Expenditures	<p>For the purpose of meeting the required expenditures, expenditures means all costs, expenses, charges, obligations and liabilities of whatever kind or nature expended, funded or incurred directly or indirectly by Variscan in connection with the exploration and development of the Project and including all monies expended in maintaining the titles in good standing by any contributions to the doing and filling of assessment work and by the making of tenure payments as well as the costs of prospecting, property payments, taxes, mapping, surveying, permitting, geophysical, geochemical and geological surveys, sampling, assaying, trenching, drilling, drill site preparation, consultants, drafting and report writing and all other project expenditures, together with</p>

	the supervision and management of all work done for the benefit of the Project.
Stage 1 Interest	Variscan will earn a 30% interest in the Project by expending \$700,000 (less any Contractor Back Payments) on the Project within 12 months from the Execution Date (Stage 1 Expenditure).
Stage 2 Interest	After meeting the Stage 1 Expenditure, Variscan may earn a further 15% interest in the Project, taking its total interest to 45%, by expending \$1,000,000 on the Project within 24 months from the Execution Date (Stage 2 Expenditure).
Stage 3 Interest	After meeting the Stage 2 Expenditure, Variscan may earn a further 15% interest in the Project, taking its total interest to 60%, by expending \$1,500,000 on the Project within 36 months from the Execution Date (Stage 3 Expenditure).
Expenditure Cap	The total expenditure required by Variscan to achieve a 60% interest in BMEx will be capped at €1,999,999, after which no further expenditure will be required to satisfy the earn-in obligations.
Establishment of Joint Venture and interests	<p>Upon the earlier of:</p> <p>(a) the date the Stage 3 Expenditure is paid (Third Earn-In Achievement Date); and</p> <p>(b) the Company providing written notice to Shareholders that it will no longer sole fund the expenditure on the Project,</p> <p>(JV Election Date), the Joint Venture will be established as an incorporated joint venture.</p> <p>The Company may elect pursuant to (b) at any time on and from the date of date the Stage 1 Expenditure is paid.</p>
Capital Raising	<p>In connection with the Earn-In and JV Agreement, the Company intends to conduct a two-tranche capital raising of up to \$2,250,000 as follows:</p> <p>(a) First Tranche: the Company raised approximately \$587,143 via the issue of shares on 13 August 2025; and</p> <p>(b) Second Tranche: the Company raising approximately \$1,662,857 via the issue of shares,</p> <p>(Capital Raising).</p>
Commitment Fee	<p>In reimbursement of part of the funds expended by BMEx in developing the Projects since September 2024, the Company shall pay BMEx:</p> <p>(a) \$50,000 upon completion of the First Tranche of the Capital Raising; and</p> <p>(b) \$50,000 upon the Company obtaining Shareholder approval to complete the Second Tranche of the Capital Raising.</p>
Other consideration	<p>(a) Upon execution of the Earn-In and JV Agreement, and subject to Shareholders approving Resolution 7, Variscan will issue 100,000,000 Options exercisable at \$0.005 on or before 12 months from the Execution Date to the Vendors (Vendors' Options).</p> <p>(b) Subject to the Company meeting all the proposed Earn-in expenditures totalling \$3,300,000 (and therefore obtaining an interest of 60% in the Project), the Company will issue \$500,000 worth of Shares to the Vendors at a deemed issue price equivalent to the 30 trading days prior to the date the expenditure is met (Vendors' Shares) (subject to Shareholder approval at that time).</p> <p>In accordance with Listing Rule 10.7, the Vendors' Options and Vendors' Shares in which ZincCo will be interested will be subject to mandatory ASX escrow for 12 months commencing on the date on which the Securities are issued.</p>

Management Committee, commercial and operational transitions	<p>(a) A management committee (Management Committee) shall be formed comprising a maximum of two members each for each of MDF and ZincCo and VAR.</p> <p>(b) Each Party shall designate in writing to the other Party the names of its members and alternate members of the Management Committee.</p> <p>(c) In the event that a Party's interest is diluted down to below 20% then that Party shall no longer be entitled to appoint a member to the Management Committee.</p>
Termination of Joint Venture	<p>MDF and ZincCo may terminate the Earn-In and Joint Venture Agreement if Variscan fails to make, or procure the making of, any of the required cumulative Earn-In expenditures in connection with the Project, provided that Variscan has first been given not less than 90 calendar days written notice of its determination of the occurrence of such an event and an opportunity to remedy it. If Variscan fails or elects not to remedy the failure within that period, the Earn-In and Joint Venture Agreement will terminate at the end of the 90-day notice period. Subject to having satisfied the Stage 1 Expenditure, Variscan may elect to terminate the Earn-In and JV Agreement at any time. In the event of termination at any time, Variscan shall retain its Project level interest but have funding obligations to maintain it. Failure to fund pro-rata obligations may result in dilution of VAR's interest in the Project.</p> <p>Should VAR's interest in the Project fall below 20% then it will forfeit its rights to representation on the Management Committee.</p>
Cash call	<p>If the Management Committee decide to raise funds, BMEx must issue Cash Call notices to BMEx shareholders.</p> <p>A minority BMEx shareholder can choose not to pay a Cash Call by providing written notice before the payment due date. If a minority BMEx shareholder fails to pay and does not send a Cash Call notice, they are deemed to have elected not to pay. Where a minority BMEx shareholder has elected not to pay, their shareholding will be diluted in accordance with the below formula.</p> $DI = \frac{DPE}{TE} \times 100$ <p>Where:</p> <p>DI = the diluted BMEx shareholder Interest of the diluting shareholder</p> <p>DPE = the total amount of expenditure actually contributed by the diluting shareholder from the JV Election Date to the date of calculation, plus the deemed contribution of the diluting shareholder.</p> <p>TE = the total amount of expenditure actually contributed by all BMEx shareholders from the JV Election Date to the date of calculation, plus the deemed contributions of all BMEx shareholders.</p>
Technical and Corporate Development Co-Operation	<p>Subject to entering into the Earn-In and JV Agreement, MDF will provide to VAR, under a Technical Services and First Right Opportunity Agreement, certain technical and corporate development co-operation to the Company, including but not limited to, access to Mineral Eyes software, corporate development screening and opportunities and mine development services.</p>
Warranties and Indemnities	<p>MDF, ZincCo and BMEx will provide various warranties to the Company in relation to the Project considered standard for an agreement of this nature.</p>
Other terms	<p>The Earn-In and JV Agreement will otherwise contain terms considered standard for an agreement of this type relating to functions and meetings of the Management Committee; Manager's responsibilities; programmes, budget and called sums; term, suspension of the Joint Venture; consequences of default; dispute resolution process.</p>

SCHEDULE 3 – TERMS AND CONDITIONS OF VENDOR OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.005 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm AWST on the date that is twelve months from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) 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.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) 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 (c) 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. <p>If a notice delivered under 7(b) 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.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	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.

11.	Change in exercise price/Adjustment for rights issue	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.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – TERMS AND CONDITIONS OF ZINCCO OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.005 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm AWST on the date that is 12 months from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) 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.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) 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 (c) 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. <p>If a notice delivered under 7(b) 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.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	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.

11.	Change in exercise price/Adjustment for rights issue	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.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

For personal use only

Variscan Mines Limited

Independent Expert's Report

Opinion: Not fair but reasonable

17 October 2025

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FINANCIAL SERVICES GUIDE

Dated: 17 October 2025

This Financial Services Guide (FSG) helps you decide whether to use any of the financial services offered by BDO Corporate Finance Australia Pty Ltd (BDO Corporate Finance, we, us, our).

The FSG includes information about:

- Who we are and how we can be contacted
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

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We hold an Australian Financial Services Licence which authorises us to provide financial product advice to retail and wholesale clients about securities and certain derivatives (limited to old law securities, options contracts, and warrants). We can also arrange for customers to deal in securities, in some circumstances. Whilst we are authorised to provide personal and general advice to retail and wholesale clients, we only provide *general* advice to retail clients.

Any general advice we provide is provided on our own behalf, as a financial services licensee.

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Our general advice is typically included in written reports. In those reports, we provide general financial product advice that is prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

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We charge fees for providing reports. These fees are negotiated and agreed to with the person who engages us to provide the report. Fees will be agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. In this instance, the Company has agreed to pay us \$28,000 for preparing the Report.

Except for the fees referred to above, neither BDO Corporate Finance, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of general advice.

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Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001
Email: info@afca.org.au
Phone: 1800 931 678
Fax: (03) 9613 6399
Interpreter service: 131 450
Website: <http://www.afca.org.au>

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CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - cf.ecp@bdo.com.au

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Appendix 1 - Glossary and copyright notice

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Appendix 3 - Independent Specialist Report prepared by ERM Australia Consultants Pty Ltd

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17 October 2025

The Directors
Variscan Mines Limited
Level 5/191 St Georges Terrace
Perth WA 6000

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 5 August 2025, Variscan Mines Limited ('**Variscan**' or '**the Company**') announced that it had entered into a binding Heads of Agreement with MDF Global Limited ('**MDF**'), Zinc GroupCo Pty Ltd ('**ZincCo**') (together, the '**Vendors**'), and BMEx Limited ('**BMEx**') in relation to a proposed earn-in and joint venture agreement ('**JV Agreement**') ('**Proposed Transaction**'). Under the JV Agreement, Variscan will have the right to acquire up to a 60% interest in BMEx, the company which owns 100% of the Midlands and Waterford Irish zinc assets, over a three-year period ('**Irish Zinc Assets**').

ZincCo currently holds a 14.41% effective interest in Variscan and is therefore deemed to be a substantial holder of Variscan under the Australian Securities Exchange ('**ASX**') Listing Rules and as a result, approval by the non-associated shareholders of Variscan ('**Shareholders**') is required pursuant to ASX Listing Rule 10.1.

Under the JV Agreement, Variscan will have the right to earn up to a 60% interest in BMEx for a total of \$3.30 million of expenditure over a three-year period ('**Earn-In Expenditure**'). The Earn-In Expenditure comprises the following stages:

- **Stage 1:** \$0.80 million for a 30% interest within 12 months of execution
- **Stage 2:** \$1.00 million for a 45% interest within 24 months of execution
- **Stage 3:** \$1.50 million for a 60% interest within 36 months of execution.

Subject to the Company meeting the full Earn-In Expenditure within the three-year period, the Company will have the first purchase right to acquire the remaining 40% interest in BMEx in two stages (an earn-in to 80% and then a further earn-in to 100%), on terms to be agreed, with all parties acting reasonably ('**First Purchase Right**').

In addition to the Earn-In Expenditure, the Company must issue 100,000,000 unlisted options to the Vendors, exercisable at \$0.005 each, on or before 12 months from execution ('**Vendor Options**'). Further, if Variscan meets the full Earn-In Expenditure of \$3.30 million, the Company must issue new shares equal to a value of \$0.50 million to the Vendors ('**Vendor Shares**'). The issue of the Vendor Options and Vendor Shares will be subject to shareholder approval at that time.

The Earn-In Expenditure, Vendor Options, and Vendor Shares are collectively referred to as '**the Consideration**'.

All figures in our Report are quoted in Australian dollars ('**AUD**' or '**\$**') unless otherwise stated.

2. Summary and opinion

2.1 Requirement for the report

The directors of Variscan have requested that BDO Corporate Finance Australia Pty Ltd ('BDO') prepare an independent expert's report ('our Report') to express an opinion as to whether the Proposed Transaction is fair and reasonable to Shareholders.

Our Report is prepared pursuant to ASX Listing Rule 10.1 and 10.5 and is to be included in the Notice of Meeting for Variscan to assist Shareholders in their decision whether to approve the Proposed Transaction.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('ASIC') Regulatory Guide 76 'Related party transactions' ('RG 76'), Regulatory Guide 111 'Content of expert reports' ('RG 111'), and Regulatory Guide 112 'Independence of experts' ('RG 112').

In arriving at our opinion, we have assessed the terms of the Proposed Transaction as outlined in the body of this Report. We have considered the following:

- How the value of the Irish Zinc Assets compares to the value of the Consideration.
- Other factors which we consider to be relevant to the Shareholders in their assessment of the Proposed Transaction.
- The position of Shareholders should the Proposed Transaction not proceed.

2.3 Opinion

We have considered the terms of the Proposed Transaction as outlined in the body of this Report and have concluded that, in the absence of a superior proposal, the Proposed Transaction is not fair but reasonable to Shareholders.

In our opinion, the Proposed Transaction is not fair as the value of Variscan's 60% economic interest in the Irish Zinc Assets that it can earn into, is less than the value of the Consideration. However, we consider the Proposed Transaction to be reasonable because the advantages of the Proposed Transaction to Shareholders are greater than the disadvantages, noting that the fairness assessment excludes any potential value accretion as a result of the Earn-In Expenditure.

We consider the advantages of the Proposed Transaction to outweigh the disadvantages because of the structure of the Earn-In Expenditure, specifically the fact that Variscan has the ability to terminate the JV agreement at any stage after the first stage of expenditure. Whilst the Stage 1 Earn-in Expenditure is not value accretive under the worst-case scenario of no value being generated by the expenditure, we consider the optionality of future spending to more than offset this value differential. Further, following the completion of future drilling programs, it is likely that Variscan will have additional information to assist in its decision on whether to continue with the Earn-in Expenditure, allowing it to assess the likelihood of a potential re-rating of the Irish Zinc Assets.

2.4 Fairness

In the context of the Proposed Transaction, we consider that the appropriate fairness comparison is between:

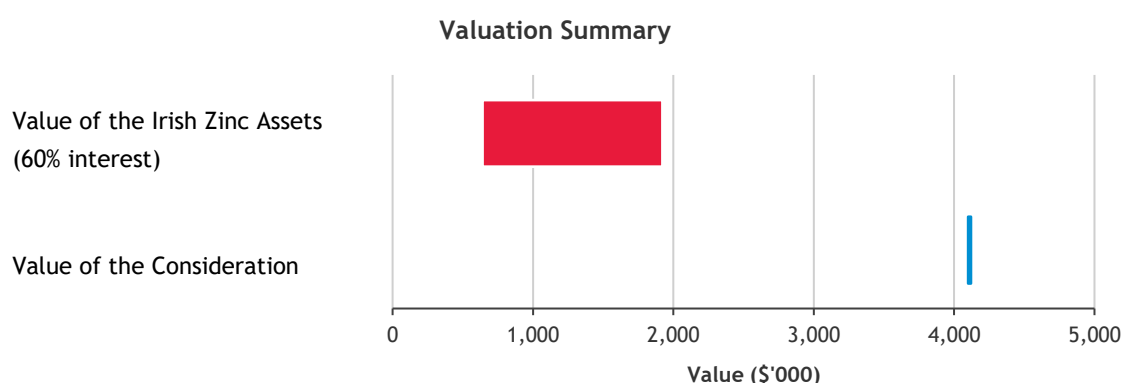
- the value of Variscan's 60% interest in the Irish Zinc Assets; and
- the value of the Consideration which includes the Earn-In Expenditure of \$3.30 million, the 100,000,000 unlisted Vendor Options and the Vendor Shares with a value of \$0.50 million.

In Section 12, we assessed the fairness by comparing the value of a 60% interest in the Irish Zinc Assets to the value of the Consideration, as summarised below.

Fairness assessment	Ref.	Low \$'000	Preferred \$'000	High \$'000
Value of the Irish Zinc Assets (60%)	10	641	1,282	1,923
Value of the Consideration	11	4,100	4,100	4,100

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

We have no reasonable grounds on which to determine what the value of the Irish Zinc Assets will be once the activities that will be funded through the Earn-In Expenditure have been completed. As such our fairness opinion is based upon the current value of the Irish Zinc Assets, acknowledging that the value of Variscan's interest in the Irish Zinc Assets will be more accurately represented by its future value, being the value following the completion of the Earn-In Expenditure.

RG 111.57 states that where the proposed transaction consists of an asset acquisition by the entity, it is 'fair' if the value of the financial benefit being offered by the entity to the related party is equal to or less than the value of the assets being acquired. Accordingly, the above pricing indicates that, in the absence of any other relevant information, and an alternative offer, the Proposed Transaction is not fair for Shareholders.

We note that we have considered the value of a 30% interest in the Irish Zinc Assets relative to the \$0.8 million spend required under Stage 1 in Section 13.5 of our Report in 'Other considerations'. This analysis shows that the value of 30% of the Irish Zinc Assets is closer to the value of the Stage 1 Earn-in Expenditure and value of the Vendor Options.

2.5 Reasonableness

We have considered the analysis in Section 14 of this Report, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction.
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Proposed Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or a superior proposal we consider that the Proposed Transaction is reasonable for Shareholders. We consider the Proposed Transaction to be reasonable because the structure of the JV Agreement allows Variscan to terminate the agreement at any stage after the first stage of expenditure, which provides the Company with flexibility and optionality in relation to the Earn-in Expenditure. Whilst the Stage 1 Earn-in Expenditure is not value accretive under the worst-case scenario of no value being generated by the expenditure, we consider the optionality of future spending to more than offset this value differential. Further, following the completion of future drilling programs, it is likely that Variscan will have additional information to assist in its decision on whether to continue with the Earn-in Expenditure, allowing it to assess the likelihood of a potential re-rating of the Irish Zinc Assets.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
13.1.1	Shareholders will have the opportunity to participate in the potential upside of the Irish Zinc Assets	13.2.1	Shareholders will be diluted following the issue of the Vendor Shares and the potential exercise of the Vendor Options
13.1.2	The Company will acquire assets that are complementary to its existing portfolio, whilst increasing geographical diversification		
13.1.3	The Consideration structure protects Shareholders should investment in the Irish Zinc Assets be deemed unlikely to generate value		

Other key matters we have considered include:

Section	Description
13.3	Alternative proposal
13.4	Consequences of not approving the Proposed Transaction
13.5	Other considerations

3. Scope of the Report

3.1 Purpose of the Report

ASX Listing Rule 10.1 requires that a listed entity must obtain shareholders' approval before it acquires or disposes of, or agrees to acquire or dispose of, a substantial asset.

ASX Listing Rule 10.1 applies where the vendor or acquirer of the relevant assets is a related party, substantial holder or person of influence of the listed entity, as defined under the ASX Listing Rules. ASX Listing Rule 10.1 defines a 'substantial holder' as a person (or persons) who have a relevant interest, or had a relevant interest at any time in the 6 months before the transaction, in at least 10% of the total votes attached to the voting securities. ZincCo currently holds a 14.41% effective interest in the Company. Accordingly, ZincCo is deemed to be a substantial holder of Variscan under the ASX Listing Rules.

ASX Listing Rule 10.2 defines an asset as substantial if its value or the consideration for it is, or in ASX's opinion is, 5% or more of the value of the equity interests of the entity, as set out in the latest accounts given to the ASX in accordance with the ASX Listing Rules. Based on the Company's reviewed financial statements for the half year ended 31 December 2024, the total Earn-In Expenditure is greater than 5% of the book value of equity. Accordingly, the Irish Zinc Assets represent a substantial asset for the purposes of ASX Listing Rule 10.2.

Listing Rule 10.5.10 requires the Notice of Meeting for shareholders' approval to be accompanied by a report by an independent expert expressing their opinion as to whether the transaction is fair and reasonable to the shareholders whose votes are not to be disregarded.

Accordingly, an independent expert's report is required for the Proposed Transaction. Under RG 111, the report should provide an opinion by the expert stating whether or not the terms and conditions in relation thereto are fair and reasonable to Shareholders.

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act define the meaning of 'fair and reasonable'. In determining whether the Proposed Transaction is fair and reasonable, we have had regard to the views expressed by ASIC in RG 111 which provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

This regulatory guide suggests that, where an expert assesses whether a related party transaction is 'fair and reasonable' for the purposes of ASX Listing Rule 10.1, this should not be applied as a composite test—that is, there should be a separate assessment of whether the transaction is 'fair' and 'reasonable', as in a control transaction. An expert should not assess whether the transaction is 'fair and reasonable' based simply on a consideration of the advantages and disadvantages of the proposal.

We do not consider the Proposed Transaction to be a control transaction. As such, we have used RG 111 as a guide for our analysis but have considered the Proposed Transaction as if it were not a control transaction.

3.3 Adopted basis of evaluation

RG 111.58 states that in the context of related party transactions,

“Where the proposed transaction consists of an asset acquisition by the entity, it is ‘fair’ if the value of the financial benefit being offered by the entity to the related party is equal to, or less than the value of the assets being acquired.”

In the context of the Proposed Transaction, the financial benefit is the Consideration and the assets being acquired are the Irish Zinc Assets. Accordingly, we have conducted this assessment by comparing the value of the Irish Zinc Assets with the value of the Consideration. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm’s length.

RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being ‘not fair’ the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any alternate options.

Having regard to the above, BDO has completed this comparison in two parts:

- A comparison between the value of the Irish Zinc Assets and the value of the Consideration (fairness - see Section 12 ‘Is the Proposed Transaction fair?’).
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the resolution, after reference to the value derived above (reasonableness - see Section 13 ‘Is the Proposed Transaction reasonable?’).

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 ‘Valuation Services’ (**‘APES 225’**).

A Valuation Engagement is defined by APES 225 as follows:

‘an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time.’

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Proposed Transaction

On 5 August 2025, Variscan announced that it had entered into a binding Heads of Agreement with the Vendors and BMEx in relation to the JV Agreement. Under the JV Agreement, Variscan will have the right to acquire up to a 60% interest in BMEx which owns the Irish Zinc Assets.

The Irish Zinc Assets are currently 100% owned by BMEx or its wholly-owned subsidiary. As at the date of the binding Heads of Agreement, MDF is the sole registered and beneficial owner of all issued shares in BMEx and currently operates the Irish Zinc Assets on behalf of the partners. Pursuant to a binding term sheet between MDF and ZincCo, ZincCo is entitled to acquire a 50% equity interest in BMEx upon completion of the Proposed Transaction. Therefore, upon execution of the Earn-In and Joint Venture Agreement, the issued shares in BMEx will be held 50% by MDF and 50% by ZincCo.

ZincCo currently holds a 14.41% effective interest in Variscan and is therefore deemed to be a substantial holder of Variscan under the ASX Listing Rules and as a result, approval by the Shareholders is required pursuant to ASX Listing Rule 10.1.

Under the JV Agreement, Variscan will have the right to earn up to a 60% interest in BMEx for a total of \$3.30 million of expenditure over a three-year period. The Earn-In Expenditure comprises the following stages:

- **Stage 1:** \$0.80 million for a 30% interest within 12 months of execution
- **Stage 2:** \$1.00 million for a 45% interest within 24 months of execution
- **Stage 3:** \$1.50 million for a 60% interest within 36 months of execution.

Subject to the Company meeting the full Earn-In Expenditure within the three-year period, the Company will have the First Purchase Right to acquire the remaining 40% interest in BMEx in two stages (an earn-in to 80% and then a further earn-in to 100%), on terms to be agreed, with all parties acting reasonably.

We note that MDF and ZincCo may terminate the JV Agreement if Variscan fails to meet any of the required cumulative Earn-In Expenditures. In addition, subject to having satisfied the Stage 1 Earn-In Expenditure, Variscan has the discretion to cease further payments at any time. If this occurs, each party must contribute to ongoing expenditure in proportion to its respective interest in the Irish Zinc Assets, or alternatively, be subject to a pro-rata dilution mechanism. If Variscan is unable to fund the pro-rata obligations this may result in the dilution of the Company's interest in the Irish Zinc Assets.

Vendor Options

In addition to the Earn-In Expenditure, the Company must issue 100,000,000 Vendor Options, exercisable at \$0.005 per share (being the price of the last capital raise and announced at the same time as the Proposed Transaction), on or before 12 months from execution. The issue of the Vendor Options will be subject to shareholder approval.

Vendor Shares

Further, if Variscan meets the full Earn-In Expenditure of \$3.30 million, therefore obtaining a 60% interest in BMEx, the Company must issue the Vendor Shares. The Vendor Shares will have an equivalent value of \$0.50 million and are to be issued at a deemed price equivalent to the 30-day volume-weighted average price up to and including the day the expenditure is met. The issue of the Vendor Shares will be subject to shareholder approval.

Placement

On 5 August 2025, the Company announced that it had received firm commitments for its placement of new shares to raise approximately \$2.5 million before costs, under the following two tranches ('Placement'):

- The unconditional placement to raise a total of \$0.59 million before costs through the issue of 117,428,656 ordinary shares at an issue price of \$0.005 per share, utilising available placement capacity under ASX Listing Rule 7.1. On 13 August 2025, the Company announced that it had completed the first tranche of the Placement.
- The conditional placement to raise a total of \$1.91 million before costs through the issue of 382,571,400 shares at an issue price of \$0.005 per share. On 29 September 2025, the Company announced that it had completed the second tranche of the Placement.

The funds raised under the Placement are intended to be used for the following:

- Resource extension, definition and discovery at the Udias Mine
- Completion of a Mine ReStart (Scoping) Study
- Funding for Stage 1 of the Earn-In Expenditure
- Corporate and operational working capital
- Costs of the Placement.

Conditions precedent

The Proposed Transaction is subject to the following conditions precedent:

- The Shareholders approving the Proposed Transaction pursuant to Listing Rule 10.1
- Completion of legal and technical due diligence by Variscan to its sole and absolute satisfaction
- Variscan raising sufficient funds in order to satisfy Stage 1 of the Earn-In Expenditure
- ZincCo and/or third parties subscribing for \$0.25 million under the second tranche of the Placement
- Execution of all definitive documentation required to complete the earn-in.

The Proposed Transaction is also subject to the Company paying BMEx a \$0.10 million exclusivity and commitment fee, which will be offset against the payment required under the Stage 1 Earn-In ('**Commitment Fee**'). The Commitment Fee represents partial reimbursement of the funds spent by BMEx in developing the Irish Zinc Assets and is payable in two equal tranches over the two tranches of the Placement. We note that the first \$0.05 million tranche of the Commitment Fee has been paid already.

5. Overview of Variscan

5.1 Overview

Variscan is an ASX-listed company focused on the exploration and development of its zinc assets located in Spain and ancillary interests in Australia. The Company's flagship asset is its 100% owned Novales-Udias Zinc-Lead Project ('**Novales-Udias Project**') located in Cantabria, Spain. The Company also holds a portfolio of exploration licences and permits for base-metal interests in Australia.

The current directors of Variscan are:

- Anthony Wehby - Non-Executive Chairman
- Stewart Dickson - Managing Director
- Nick Farr-Jones - Non-Executive Director
- Frank Bierlein - Non-Executive Director.

5.2 Novales-Udias Project

The Novales-Udias Project comprises a consolidated tenement package of approximately 111 km², located approximately 30 km southwest of Santander, Spain. The project is centred on the historic San Jose underground mine and the adjacent Udias Mine Complex, extending along a 12 km mineralised trend that hosts numerous satellite underground and surface workings.

The Novales-Udias Project comprises the following two principal assets:

- The San Jose Mine, situated in close proximity to the Reocin Mine, the largest known carbonate-hosted zinc-lead deposit in Spain, and within trucking distance of the San Juan de Nieva zinc smelter, operated by Asturiana de Zinc, S.A.U. (a wholly-owned subsidiary of Glencore plc ('**Glencore**')).
- The Udias Mine Complex, historically linked to the San Jose Mine and identified as a priority exploration target supported by past production and evidence of high-grade zinc-lead mineralisation. The Company is currently undergoing underground drilling and reported assay results in February and May 2025.

In December 2024, the Company reported an updated Mineral Resource Estimate of 3.4 Mt at an average grade of 7.6% Zn and 0.9% Pb (comprising 1.1 Mt in the Measured category, 1.1 Mt in the Indicated category and 1.2 Mt in the Inferred category).

In July 2025, the Company was awarded two additional exploration licences (Ana Isabel and Hipolita), expanding the tenement package by approximately 22 km².

The Company is currently advancing a Mine Re-Start Study, with the objective of achieving production at the Novales-Udias Project by 2027-28. Completed workstreams to date include drilling, geological modelling, Mineral Resource estimation, mine design, geotechnical testing, and metallurgical studies. The remaining workstreams include mine scheduling, process flowsheet and plant design, capital and operating cost estimates, and economic modelling, which are expected to be completed by the end of 2025.

6. Overview of the Irish Zinc Assets

The Irish Zinc Assets comprise the Midlands and Waterford Projects, both located in Ireland. Ireland has a history of base metals production and is considered to have a stable regulatory environment. An overview of Ireland's economy is provided in Section 7.2 of our Report.

The Irish Zinc Assets are 100% owned by BMEx, a Queensland-based company. As at the date of the binding Heads of Agreement, MDF is the sole registered and beneficial owner of all issued shares in BMEx and currently operates the Irish Zinc Assets on behalf of the partners. Pursuant to a binding term sheet between MDF and ZincCo, ZincCo is entitled to acquire a 50% equity interest in BMEx upon completion of the Proposed Transaction. Therefore, upon execution of the Earn-In and Joint Venture Agreement, the issued shares in BMEx will be held 50% by MDF and 50% by ZincCo.

MDF is a Queensland-based geological advisory and investment group. ZincCo is an Australian-based natural resources focused investment group focused on pursuing the exploration of zinc exploration assets, and currently holds a 14.41% effective interest in Variscan.

The Midlands Project covers a total area of approximately 58 km² in the County of Longford. The Midlands Project consists of two prospecting licences ('PL'), PL 1802 and PL 1803, which are valid until October 2029. These licences permit exploration for barytes, base metals, gold and silver.

The Waterford Project covers a total area of approximately 163 km² in the County of Waterford. The Waterford Project consists of six PLs, PL 1555, PL 1556, PL 1966, PL 1967, PL 3713 and PL 3715, which are valid until November 2028. These licences permit exploration for barytes, base metals, gold and silver.

Further information on the Irish Zinc Assets are set out in ERM's ITSR in Appendix 3 of our Report.

7. Economic analysis

Variscan has operational exposure to multiple jurisdictions, including Spain and Australia. In addition, following the Proposed Transaction, Variscan will have exposure to the Irish economy through its potential future interest in the Irish Zinc Assets.

For the purposes of our assessment, we have focused our economic analysis on Australia and Ireland. We consider Australia to be relevant in terms of access to capital markets, as well as the associated macroeconomic risks and opportunities that may influence investor sentiment and capital availability. We also consider Ireland to be relevant in the context of the Proposed Transaction.

Therefore, whilst we acknowledge that Variscan is exposed to certain risks and opportunities in other countries, we do not consider an economic analysis of those markets to be necessary for the purposes of our assessment.

7.1 Australia

Overview

At its August 2025 Monetary Policy Decision meeting, the Reserve Bank of Australia ('RBA') reduced the cash rate target by 25 basis points to 3.60%, marking a cumulative easing of 75 basis points since the beginning of the year. The decision reflects the RBA's assessment that inflationary pressures have continued to moderate from their 2022 peak, with, with tighter policy settings over recent years helping to bring demand and supply conditions closer into balance.

In the June 2025 quarter, the annualised trimmed mean inflation fell to 2.7%, down from 2.9% in the March 2025 quarter, while annualised headline inflation decreased from 2.4% in May 2025 to 2.1%, assisted by temporary cost-of-living relief measures. The RBA's updated forecasts indicate that underlying inflation is expected to move gradually towards the midpoint of the 2-3% target range, supported by an assumption of a further, gradual path of monetary easing.

Labour market conditions have softened modestly but remain relatively tight. The unemployment rate rose to 4.3% in June 2025, up from 4.1% in May 2025, averaging 4.2% over the June quarter. Broader measures of labour underutilisation remain low, with business surveys reporting that labour availability constrains activity in some sectors. Wage growth has eased from its peak, but persistently weak productivity growth has contributed to elevated unit labour cost growth.

Domestic demand is showing signs of recovery. Real household incomes have improved, and some indicators of financial conditions have eased. However, many businesses report that subdued demand continues to limit their capacity to pass through cost increases to consumers. Gross Domestic Product ('GDP') expanded by 1.3% in the year to March 2025, remaining unchanged from the year to December 2024, underscoring the modest pace of overall growth.

Financial markets have been volatile throughout 2025. Australian equities performed strongly at the start of the year, supported by resilient corporate earnings, favourable economic data, and firm commodity prices, mirroring movements in the United States ('US') market. However, on 2 April 2025, the announcement of significant US tariffs on major trading partners, including Australia, China, and Europe, triggered sharp global equity market declines. While both US and Australian equity markets subsequently rebounded and surpassed February highs following progress in trade negotiations, volatility and investor uncertainty remain elevated.

Outlook

The RBA notes that global economic uncertainty remains high, although recent clarification around the scope of US tariffs and policy responses has reduced the likelihood of the most adverse outcomes. Nonetheless, trade policy developments are expected to weigh on global activity, with the risk that households and firms defer spending and investment decisions until the international outlook stabilises.

Other key uncertainties include the lagged impact of recent monetary policy easing, the responsiveness of firms' pricing and wage decisions to evolving demand and supply conditions, and the ongoing implications of weak productivity growth for unit labour costs.

The RBA has reiterated that its policy priorities remain price stability and full employment. With underlying inflation continuing to moderate towards the target and labour market conditions softening in line with expectations, further monetary easing has been deemed appropriate. The RBA has emphasised that it remains cautious and stands prepared to respond decisively should international developments materially affect the outlook for the Australian economy.

Source: www.rba.gov.au Statement by the Monetary Policy Board: Monetary Policy Decision dated 12 August 2025 and prior periods, the Australian Bureau of Statistics "Labour Force Australia June 2025", Australian Financial Review "Trump mocks world leaders as huge new tariffs take effect".

7.2 Ireland

Overview

As a member of the European Union ('EU') and the eurozone, Ireland's monetary policy is determined by the European Central Bank ('ECB'), which sets interest rates for the entire euro area. On 5 June 2025, the ECB reduced its main refinancing operations rate from 2.40% to 2.15%, effective 11 June 2025. At its subsequent policy meeting on 24 July 2025, the ECB maintained rates, citing that inflation had returned to its medium-term target of 2% and that domestic price and wage pressures were continuing to ease. The ECB reiterated that future interest rate decisions will remain data-dependent and declined to provide forward guidance on the expected path of rates. Domestically, the Central Statistics Office ('CSO') reported that Ireland's consumer price index rose by 1.7% year-on-year in July 2025, marginally below the 2.0% increase recorded for the wider euro area over the same period.

Although Ireland does not set its own interest rates, the Central Bank of Ireland ('CBI') maintains close oversight of the domestic economic conditions. In its Q2 2025 Quarterly Bulletin, the CBI reported that Modified Domestic Demand, a measure of domestic demand designed to exclude distortions from multinational activity, expanded by 1% year-on-year in Q1 2025, driven by strong consumer and government expenditure which offset a contraction in modified investment.

Over 2024, Ireland's GDP grew by 1.2% for 2024. In contrast, quarterly GDP growth in Q1 2025 increased by an initial 9.7% quarter-to-quarter, which was later revised to 7.4%, reflecting a sharp rise in exports to the US, particularly in pharmaceuticals, as traders accelerated shipments ahead of potential US trade policy changes.

Labour market conditions remained robust, with employment increasing 3.3% year-on-year in Q1 2025, underpinned by sustained demand across a range of sectors, particularly in services and high-technology industries. The unemployment rate remained low at 4.3%, consistent with pre-global-financial-crisis levels, while stable participation rates indicated ongoing workforce engagement. Wage growth has moderated in line with easing inflationary pressures, supporting real household incomes and maintaining consumer confidence.

Sovereign risk

Ireland is regarded as a low sovereign-risk jurisdiction and a comparatively safe location for investment and industrial operations, including mining. Major credit rating agencies classify Ireland within the high-quality category, with S&P Global assigning a rating of AA, and Moody's an Aa3, both with positive outlooks, reflecting strong public finances, institutional stability and credible policy frameworks. By way of comparison, Spain holds ratings of A (S&P) and Baa1 (Moody's), while Australia is rated AAA (S&P) and Aaa (Moody's), being the Company's current operating jurisdictions.

For the mining sector specifically, Ireland maintains a transparent and well-defined regulatory framework, administered by the Geoscience Regulation Office under the Department of the Environment, Climate and Communications. This includes clear procedures for the granting of PLs, structured exploration and production approvals, and established environmental safeguards.

Outlook

A key external factor shaping Ireland's economic outlook in 2025 has been the escalation of trade tensions between the US and the EU. In April 2025, the Trump administration imposed wide-ranging tariffs on major trading partners, including the EU, contributing to heightened volatility in global financial markets. While tensions eased following the announcement of a US-EU trade agreement on 27 July 2025, the deal maintained a 15% US tariff on most EU goods, affecting several of Ireland's key export categories, notably pharmaceuticals, semiconductors, and automotive parts. Furthermore, existing 50% US tariffs on steel, aluminium and copper were left unchanged, continuing to weigh on Irish exporters with exposure to these sectors. At present, zinc exports remain unaffected by US tariff measures.

The Central Bank of Ireland forecasts a moderate but steady growth profile for Ireland's economy for the remainder of 2025. While global uncertainties, including ongoing trade frictions, shifting supply chains and broader geopolitical risks pose downside risks, domestic fundamentals remain supportive. Robust consumer spending and sustained government investment are expected to underpin Modified Domestic Demand, even as business investment is anticipated moderate further. The strong GDP growth recorded in Q1 2025 is expected to ease, with the European Commission forecasting Ireland's GDP to grow by 3.4% over 2025.

Source: www.ecb.europa.eu Press release by the European Central Bank: Monetary policy decisions dated 24 July 2025 and prior periods, www.centralbank.ie Quarterly Bulletin No. 2 2025 released by the Central Bank of Ireland dated 19 June 2025, www.ec.europa.eu eurostat, www.cso.ie Central Statistics Office, www.whitehouse.gov Fact Sheet released by the White House dated 28 July 2025.

8. Industry analysis

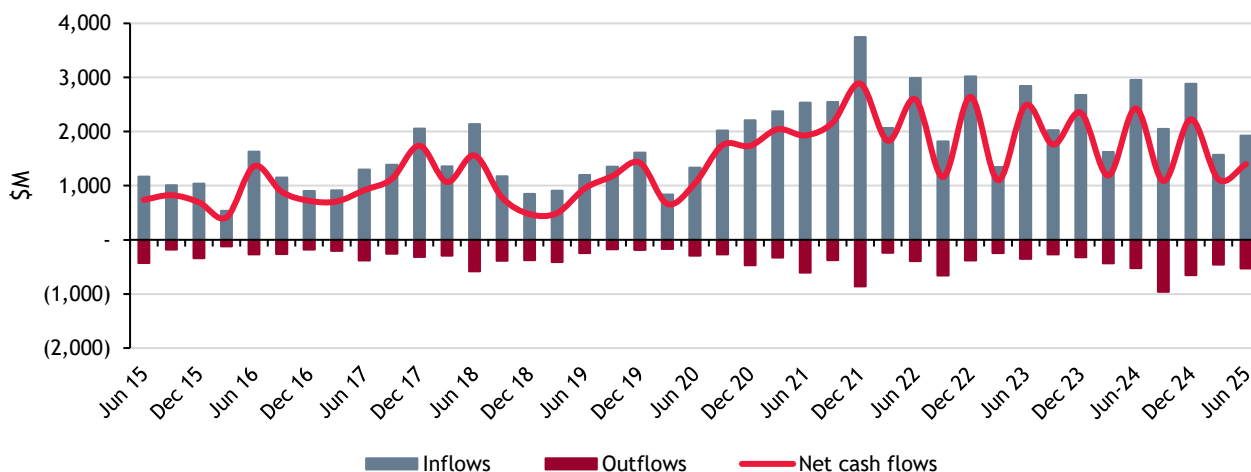
Following the Proposed Transaction, Variscan will continue to be exposed to the zinc industry. As such, we have presented an overview of the zinc mining and exploration industry to the extent that it relates to considerations for our assessment.

8.1 Exploration Sector

BDO reports on the financial health and cash positions of ASX-listed exploration companies based on the quarterly Appendix 5B reports lodged with the ASX. ASX-listed mining and oil and gas exploration companies are required to lodge an Appendix 5B report each quarter, outlining the company's cash flows, their financing facilities available and management's expectation of future funding requirements. BDO's report for the June quarter of 2025 reveals a rebound in activity across the sector after a subdued start to the year marked by cautious capital allocation and declining cash reserves. This quarter delivered a broad-based rebound in financing, exploration activity, and investor engagement, suggesting that explorers are beginning to re-engage in growth strategies as macroeconomic conditions stabilise.

In the June 2025 quarter financing cash inflows rose to \$1.93 billion, a 22% increase from the \$1.57 billion of funds raised in the previous quarter. Financing inflows averaged \$2.58 million per explorer, which is 13% lower than the two-year average of \$2.95 million (since June 2023). This increase in financing inflows was partially offset by a 16% increase in financing cash outflows. As a result, net financing cashflows increased by 25% from the March 2025 quarter, up to \$1.40 billion. However, we acknowledge the influence of seasonality on this trend, with the June quarter often being a stronger net financing inflow quarter.

ASX explorers' financing cash flows (\$M)



Source: BDO analysis

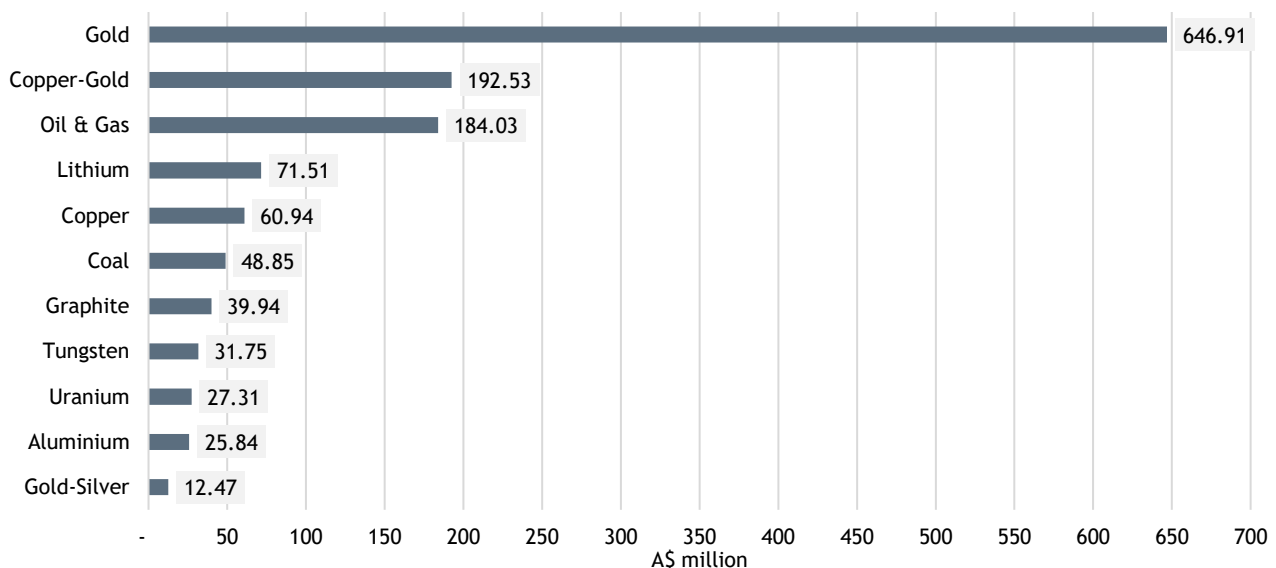
The number of companies which raised capital exceeding \$10 million (which we have termed 'Fund Finders') increased in the June 2025 quarter with 42 companies raising \$1.31 billion compared to the 26 companies who raised \$1.07 billion in the March 2025 quarter. On average, the Fund Finders in the June 2025 quarter raised \$31.97 million each and contributed to 69% of the total financing inflows in the quarter. This quarter's Fund Finder cohort was again dominated by gold companies, with the remaining 28 companies spread across ten commodities, comprised mostly of copper-gold, oil and gas, and lithium. Equity remained the main source of investment, accounting for 83% of total funds raised.

Gold maintained its position as the leading commodity in the quarter, raising \$646.91 million, and contributing 48% of the total funds raised by the Fund Finders. The persistence of gold in recent quarters underscores gold's enduring appeal as a safe haven asset, particularly amid heightened macroeconomic uncertainty. Copper-gold and oil and gas explorers followed, benefiting from themes of electrification and energy security.

Meanwhile, lithium explorers continued to show reduced activity this quarter, extending the pullback from last year's fund raisings for the commodity. However, as global lithium pricing remains soft due to oversupply and subdued demand, signs of a full recover have yet to materialise. On the other hand, uranium financing rebounded after dropping to nil in the March 2025 quarter, after building up momentum since the December 2023 quarter due to renewed interest in nuclear energy.

Interestingly, despite the global energy transition narrative, coal companies have consistently appeared among Fund Finders for the past eight quarters. This suggests investors are selectively backing coal projects that meet short-term market needs, particularly for steelmaking and energy security concerns. Meanwhile, niche critical minerals are regaining attention, with two tungsten companies securing significant funding this quarter, the first since March 2024. This reappearance likely reflects nascent investor interest in diversified critical minerals.

Financing inflow by commodity - Top 42 explorers - June quarter 2025

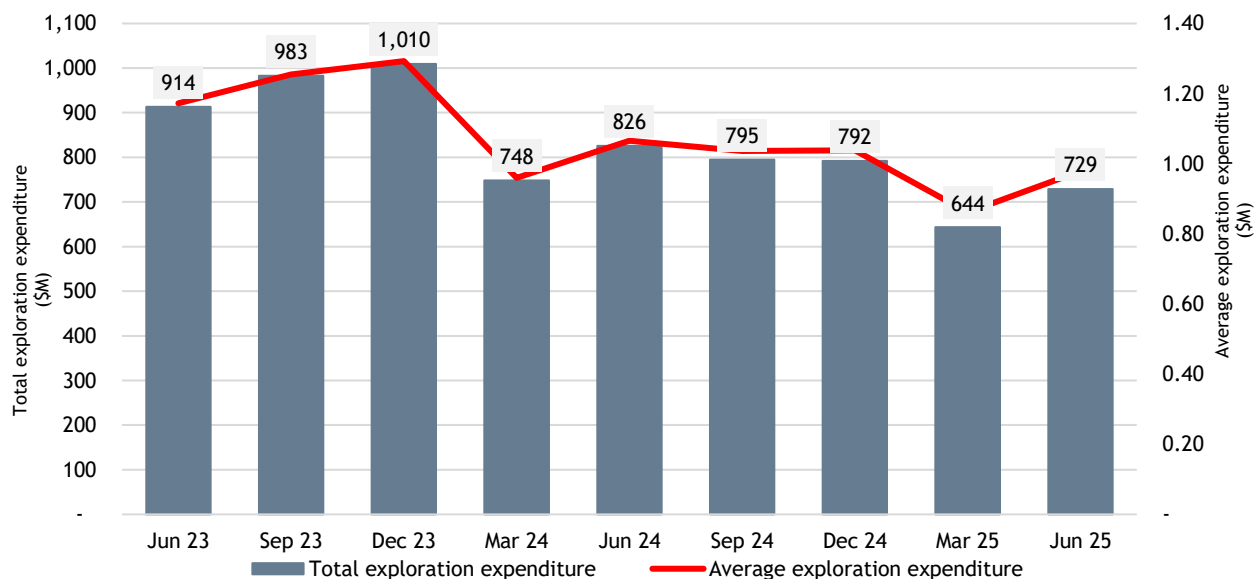


Source: BDO analysis

After a significant slowdown in exploration activities across the board in the March 2025 quarter, we observed a rebound in exploration expenditure in the June 2025 quarter. Exploration expenditure of \$728.97 million represents a 13% increase from the preceding March quarter, breaking a four-quarter downtrend, with the average exploration spend per explorer of \$0.98 million also breaking the multi-year low. This reversal signals a cautious recovery as financing improves, especially with expected rate relief likely to support an upward trend in exploration budgets.

Our analysis indicates that spending for the June 2025 quarter was spread with more companies committing over \$2 million. The \$1 million to \$2 million cohort grew, and those spending above \$5 million also increased.

Total exploration expenditure - Last two years (\$M)



Source: BDO analysis

Over the quarter we observed a continued reduction in the cash balances of explorers, with total cash reserves declining by 7% from the previous quarter. This is below the peak of over \$10 million we observed in the year prior, as spending slightly outpaced fundraising. Our analysis indicates that most companies have enough cash for the near term. However, inflation has reduced the real value of cash, prompting management to continue to prioritise treasury top-ups when feasible, even if it means issuing equity.

Overall, activity in the June 2025 quarter suggests cautious optimism, marked by heightened investor engagement, rebounds across key metrics, and gold maintaining its dominance due to high prices and investor support. This quarter illustrates signs of resurgence amongst the explorer cohort, with fundraising and in-ground activity lifted from March 2025 lows, led again by gold and a handful of advanced energy transition adjacent companies.

Source: BDO Explorer Quarterly Cash Update: June 2025 and prior releases.

8.2 Zinc

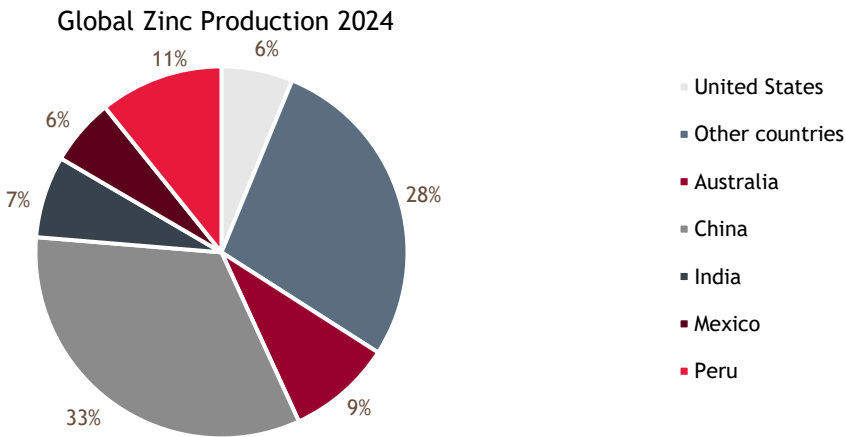
Zinc is the fourth most widely consumed metal globally, after iron, aluminium and copper. Zinc is commonly found in complex deposits associated with lead and silver. The metal is particularly valued for its protective qualities, as it is highly resistant to corrosion. Accordingly, a substantial proportion of global zinc production is used for galvanising iron and steel, thereby extending the service life of critical infrastructure, construction materials, and manufactured products. Other applications include the production of alloys, such as brass (a zinc-copper alloy), as well as a range of chemical uses. In chemical form, zinc is used in batteries, fertilisers, and pharmaceuticals, including dermatological treatments.

In Australia, zinc mining is predominantly conducted through underground operations, which are highly mechanised. Ore is typically extracted using drilling and blasting techniques before being transported to underground crushers. The crushed ore is then hoisted or trucked to the surface, where it undergoes additional crushing and grinding. A flotation process is then applied to separate zinc and other valuable sulphide minerals from the waste rock (tailings), producing a zinc concentrate suitable for smelting and refining.

Zinc’s importance extends beyond industrial use. In 2022, it was added to the official US Critical Minerals List prepared by the United States Geological Survey (‘USGS’). Zinc is also recognised as a critical mineral by the Australian, Canadian and the UK governments, as well as the International Energy Agency. This reflects the recognition of zinc as essential to key global economies and highlights the strategic risk of supply chain disruption in the context of increasing global demand and geopolitical considerations.

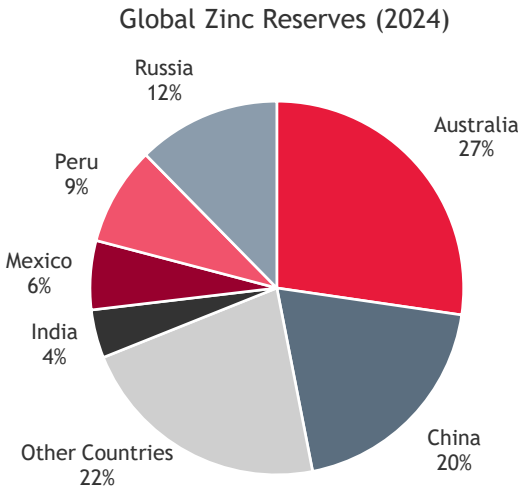
Production and reserves

According to the USGS, China accounted for the largest share of global zinc production in 2024, representing approximately 33% of total production. Peru was the second largest producer, representing approximately 11% of total production, followed by Australia representing approximately 9% of total production. Total global zinc production in 2024 was estimated at approximately 12,070 kilo tonnes. A breakdown of zinc production by country is presented in the chart below.



Source: USGS, January 2025

In terms of reserves, Australia and China hold the largest known Zinc reserves worldwide. The USGS estimates that Australia accounts for approximately 27% of global reserves, with China holding a further 20%.



Source: USGS, January 2025

Prices

Zinc is primarily traded in United States dollars on the London Metals Exchange ('LME'), with prices strongly influenced by stock levels held in LME warehouses, the largest global zinc depository. Global supply and demand dynamics, together with speculative activity, are the key determinants of zinc pricing.



Source: S&P Capital IQ, Consensus Economics Survey dated 18 August 2025, and BDO analysis

The figure above illustrates the historical zinc spot prices from January 2015 to August 2025, as well as forecast prices from the remainder of 2025 through 2034, based on forecast data from Consensus Economics and BDO analysis.

Historically, zinc prices have closely tracked global economic conditions due to the metal's critical role in industrial and infrastructure sectors. After experiencing a decline in 2015 due to slowing demand and an appreciation of the US dollar, zinc prices steadily recovered alongside the broader economic recovery, reaching US\$3,241/t in February 2018. Prices subsequently declined through 2018 and 2019, largely as a result of increased Chinese zinc production.

The COVID-19 pandemic caused a sharp contraction in demand, resulting in zinc prices falling to a five-year low of US\$1,816/t on 24 March 2020, as global lockdowns curtailed industrial activity and infrastructure spending. Prices rebounded as initial post-pandemic zinc demand outpaced supply. By April 2022, zinc prices reached an all-time high, exceeding US\$4,500/t, largely as a result of production constraints from elevated energy costs in Europe, the permanent closure of the Flin Flon smelter in Canada, and disruptions at several other smelters.

Following this peak, zinc prices moderated, averaging of US\$2,767/t from January to August 2023, as European energy costs eased, China's relaxed COVID-19 restrictions, and smelter disruptions subsided. Prices remained relatively stable through the remainder of 2023, ranging between US\$2,274/t and US\$2,664/t, as supply constraints dissipated and demand growth moderated.

In 2024, zinc prices increased by 13.6%, reaching a high of US\$3,196/t on 24 October. This increase was driven by increased demand from the energy transition sector and tightened supply due to a shortage of concentrates for Chinese refiners.

As of August 2025, the global zinc market is experiencing a period of oversupply, exerting downward pressure on prices, with prices at US\$2,819/t as of 22 August 2025. China's continued expansion of its

mining and refining capacities has contributed significantly to the global increase in zinc production, which has not been met with corresponding demand.

According to Consensus Economics, zinc prices are forecast to weaken slightly in the short term, as demand and supply imbalances stabilise over the medium-term. The medium-term forecast zinc price from 2027 to 2029 is expected to remain within the band of US\$2,712/t and US\$2,804/t, before increasing to the long-term nominal forecast (2030-2034) of approximately US\$3,007/t.

Zinc mining in Ireland

Ireland is a leading European producer of zinc, with production centred on the Tara Mine in County Meath, operated by Boliden AB, one of the largest underground zinc mines in Europe. Zinc mining remains an important contributor to the Irish economy, generating export revenues, supporting local employment and underpinning regional economic development, particularly in counties Meath and Louth. According to the International Lead and Zinc Study Group, Ireland ranked among the top zinc-producing nations in Europe in recent years, with zinc accounting for a material share of Ireland's mineral production value. Mining companies with existing operations in Ireland include Teck Resources Limited, Glencore, and South 32 Limited. Additional geographical benefits include access to established infrastructure with deep, year-round ports able to transport concentrates to European zinc smelters.

The Irish zinc mining industry has faced headwinds in recent years, including volatility in global zinc prices, rising input and energy costs, and progressively stringent environmental and permitting regulations in line with EU sustainability objectives. However, sustained investment in exploration programmes, mine modernisation, and operational efficiency initiatives has sought to maintain production volumes and extend the life of existing operations.

Source: S&P Capital IQ, Consensus Economics, IBISWorld, BDO analysis.

9. Valuation approach adopted

There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('FME')
- Discounted cash flow ('DCF')
- Quoted market price basis ('QMP')
- Net asset value ('NAV')
- Market-based assessment (such as a Resource Multiple).

A summary of each of these methodologies is outlined in Appendix 2 of our Report.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information.

For the purpose of assessing whether the Proposed Transaction is fair to Shareholders under ASX Listing Rule 10.1, we have considered the value of the Irish Zinc Assets relative to the value of the Consideration.

Irish Zinc Assets

In performing our valuation of the Irish Zinc Assets, we have relied on the Independent Technical Specialist Report ('ITSR') prepared by ERM Australia Consultants Pty Ltd ('ERM'), which provides an assessment of the market value of the Irish Zinc Assets.

ERM's ITSR has been prepared in accordance with the Australasian Code for Public Reporting of Technical Assessments and Valuation of Mineral Assets (2015 Edition) ('VALMIN Code') and the JORC Code. We are satisfied with the valuation methodologies adopted by ERM, which we believe are in accordance with industry practices and are compliant with the requirements of the VALMIN Code. The specific valuation methodologies used by ERM are referred to in the respective sections of our Report and further detailed in the ITSR contained in Appendix 3.

Consideration

As detailed in Sections 1 and 4, the Consideration comprises the Earn-In Expenditure, the Vendor Options, and the Vendor Shares. The valuation methodologies adopted for each component of the Consideration are summarised in the table below:

Consideration	Valuation methodology
Earn-In Expenditure	Given the Earn-In Expenditure is set to a fixed value, we have adopted the face value of \$3.30 million. We have not separately included the Commitment Fee in our assessment of the value of the Consideration as the Commitment Fee will be offset against the payment required under Stage 1 of the Earn-In Expenditure.
Vendor Options	The Vendor Options do not have market-based vesting conditions attached. Options without market-based vesting conditions can be exercised at any time following vesting up to the expiry date, and as such, are more suitably valued using a Black-Scholes option pricing model.
Vendor Shares	Given the Vendor Shares are set to a fixed value, we have adopted the face value of the Vendor Shares of \$0.50 million.

10. Valuation of the Irish Zinc Assets

In performing our valuation of the Irish Zinc Assets, we have relied on the ITSR prepared by ERM. We instructed ERM to provide an independent market valuation of the Irish Zinc Assets.

ERM considered various valuation methodologies, including the area-based comparable transactions method as the primary valuation methodology, and the geoscience rating factor method as the secondary valuation methodology. As discussed in the ITSR, ERM elected to adopt the assessed values implied by the comparable transactions method to form its valuation range.

We note that ERM has valued the Irish Zinc Assets on a 100% equity basis and do not reflect Variscan's percentage ownership in BMEx. Accordingly, we have applied a pro-rata adjustment to the value of each of the Irish Zinc Assets in accordance with Variscan's future equity interest in BMEx.

The range of the values for the Irish Zinc Assets as assessed by ERM is set out below:

Value of the Irish Zinc Assets	Low	Preferred	High
Midlands Project (US\$m)	0.25	0.50	0.75
Waterford Project (US\$m)	0.45	0.90	1.35
Value of the Irish Zinc Assets on a 100% interest basis (US\$m)	0.70	1.40	2.10
Interest to be acquired (%)	60%	60%	60%
Value of the Irish Zinc Assets on a 60% interest basis (US\$m)	0.42	0.84	1.26
Assumed AUD/USD exchange rate	0.66	0.66	0.66
Value of the Irish Zinc Assets on a 60% interest basis (A\$m)	0.64	1.28	1.92

Source: ITSR prepared by ERM

For further information on ERM's approach and conclusions, refer to the ITSR which is included as Appendix 3 of our Report.

11. Valuation of the Consideration

The value of the Consideration to be paid for the Irish Zinc Assets are set out below:

Valuation of the Consideration	Note	\$'000
Earn-In Expenditures	a)	3,300
Vendor Options	b)	300
Vendor Shares	a)	500
Total value of the Consideration		4,100

Source: BDO analysis

Note a) Earn-In Expenditures and Vendor Shares

As detailed in Section 9 of our Report, we have adopted the face values of the Earn-In Expenditure and the Vendor Shares of \$3.30 million and \$0.50 million, respectively, given they are set to a fixed value.

Note b) Vendor Options

As detailed in Section 1 of our Report, Variscan must issue 100,000,000 unlisted options to the Vendors, exercisable at \$0.005 each, on or before 12 months from execution. The Vendor Options do not have any vesting conditions attached.

We have made the following assumptions in performing our valuation of the Vendor Options.

Valuation date

We have valued the Vendor Options as at 4 August 2025 ('Valuation Date'), being the last trading day prior to the announcement of the Proposed Transaction.

Value of the underlying share

We have adopted an underlying value of a Variscan share based on the closing price of Variscan shares as at 31 July 2025, being the last day in which Variscan shares traded prior to the Valuation Date. The closing price of Variscan shares on 31 July 2025 was \$0.007, which we have used as an input in our option pricing model.

Exercise price

The exercise price is the price at which the underlying ordinary shares will be issued. The Vendor Options are exercisable at a price of \$0.005 each, which we have used as an input in our option pricing model.

Life of the Vendor Options

We have estimated the life of the Vendor Options for the purpose of our valuation. The minimum life of the Vendor Options is the length of any vesting period, and the maximum life is based on the expiry date, being 12 months from execution of the JV Agreement. Therefore, we have adopted a life of one year for the purposes of our valuation.

Volatility

Expected volatility is a measure of the amount by which a price is expected to fluctuate during a period. The measure of volatility used in option pricing models is the annualised standard deviation of the continuously compounded rates of return on the share over a period of time.

The recent volatility of Variscan and comparable companies was calculated for one and two-year periods, using historical data extracted from S&P Capital IQ. For the purpose of our valuation, we have used a future estimated volatility level of 100% for the share price of Variscan.

Risk-free rate

We have used the Australian Government bond rate as at the Valuation Date, as a proxy for the risk-free rate over the life of the Vendor Options. The 2-year Australian Government bond rate as at the Valuation Date was 3.357%, which we have used as an input in our option pricing model.

Dividend yield

Variscan is currently unlikely to pay a dividend during the life of the Vendor Options. Therefore, we have assumed a dividend yield of nil in our option pricing model.

Conclusion

Based on the assumptions adopted above, our conclusion to the value of the Vendor Options is set out below:

Input	Vendor Options
Valuation date	04-Aug-25
Value of the underlying share	\$0.007
Exercise price	\$0.005
Life of the Vendor Options (years)	1.00
Volatility	100%
Risk-free rate	3.357%
Dividend yield	Nil
Number of Vendor Options	100,000,000
Value per option	\$0.003
Total value of the Vendor Options	\$300,000

12. Is the Proposed Transaction fair?

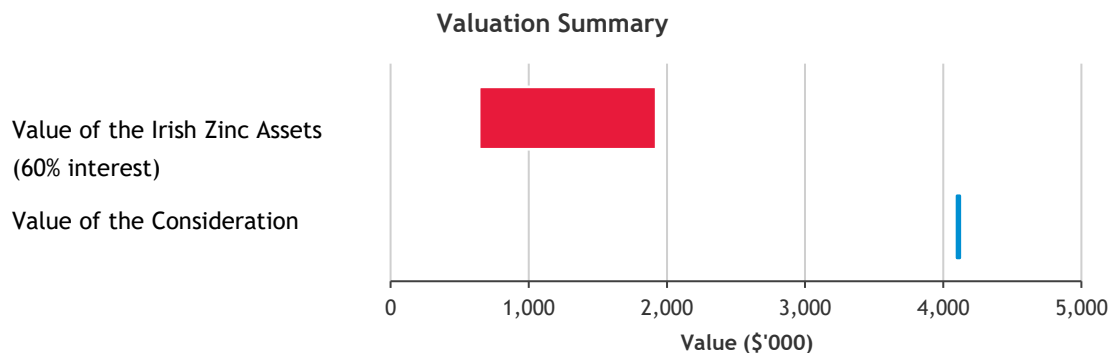
In performing our assessment of whether the Proposed Transaction is fair to Shareholders for the purpose of ASX Listing Rule 10.1, we have compared the assessed value of the assets to be acquired, being a 60% interest in the Irish Zinc Assets, with the value of the Consideration.

The value of the Irish Zinc Assets and the Consideration are compared below:

Fairness assessment	Ref.	Low \$'000	Preferred \$'000	High \$'000
Value of the Irish Zinc Assets (60%)	10	641	1,282	1,923
Value of the Consideration	11	4,100	4,100	4,100

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

We have no reasonable grounds on which to determine what the value of the Irish Zinc Assets will be once the activities that will be funded through the Earn-In Expenditure have been completed. As such our fairness opinion is based upon the current value of the Irish Zinc Assets, acknowledging that the value of Variscan's interest in the Irish Zinc Assets will be more accurately represented by its future value, being the value following the completion of the Earn-In Expenditure.

RG 111.57 states that where the proposed transaction consists of an asset acquisition by the entity, it is 'fair' if the value of the financial benefit being offered by the entity to the related party is equal to or less than the value of the assets being acquired. The above pricing indicates that the value of the 60% economic interest in the Irish Zinc Assets is less than the value of the Consideration. Therefore, we consider that the Proposed Transaction is not fair to Shareholders.

We note that we have considered the value of a 30% interest in the Irish Zinc Assets relative to the \$0.8 million spend required under Stage 1 in Section 13.5 of our Report in 'Other considerations'. This analysis shows that the value of 30% of the Irish Zinc Assets is closer to the value of the Stage 1 spend.

13. Is the Proposed Transaction reasonable?

We have considered the analysis below, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction.
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. We consider the advantages of the Proposed Transaction to outweigh the disadvantages because of the structure of the Earn-In Expenditure, with Variscan having the ability to terminate the JV Agreement at any time after the first stage of expenditure. Therefore, following the completion of future drilling programs, it is likely that Variscan will have additional information to assist in its decision on whether to continue with the Earn-in Expenditure, allowing it to assess the likelihood of a potential re-rating of the Irish Zinc Assets.

Accordingly, in the absence of any other relevant information and/or a superior proposal we consider that the Proposed Transaction is reasonable for Shareholders.

13.1 Advantages of approving the Proposed Transaction

We have considered the following advantages in our assessment of whether the Proposed Transaction is reasonable.

13.1.1. Shareholders will have the opportunity to participate in the potential upside of the Irish Zinc Assets

If the exploration and development of the Irish Zinc Assets are successful, Shareholders will have the opportunity to participate in the potential upside of the Irish Zinc Assets. ERM has noted that, while no high-confidence resource statements can currently be made, the geological setting and presence of key mineral system components support the case for continued exploration. ERM further indicated that additional exploration activities, particularly deeper drill testing of identified target areas, have the potential to be value accretive. This provides Shareholders with exposure to the potential creation of value through the advancement of the Irish Zinc Assets.

13.1.2. The Company will acquire assets that are complementary to its existing portfolio, whilst increasing geographical diversification

If the Proposed Transaction is approved, the Company will acquire complementary zinc assets, thereby strengthening the strategic focus of its portfolio of zinc assets. This may enhance the attractiveness of the Company's shares and potentially increase the likelihood of the Company being the subject of a takeover offer.

Further, the enhanced attractiveness of the Company's shares may contribute to improved liquidity, thereby providing Shareholders with greater flexibility to realise their investment on market, should they choose to exit their investment.

The Proposed Transaction will also broaden the Company's geographical footprint through exposure to Ireland, which is considered a low-risk jurisdiction, as outlined in Section 7.2. of our Report. This increased geographical diversification reduces reliance on a single operating region and provides Shareholders with exposure to a stable and established mining jurisdiction.

13.1.3. The Consideration structure protects Shareholders should investment in the Irish Zinc Assets be deemed unlikely to generate value

The staged structure of the Earn-In Expenditure protects Shareholders if additional expenditure on the Irish Zinc Assets are determined unlikely to be value accretive. The earn-in structure allows the Company to reassess the prospects of the Irish Zinc Assets at defined intervals, based on the technical work completed and results obtained, rather than committing the full consideration upfront. This ensures that further investment is dependent on demonstrated progress and outcomes, reducing the risk of allocating substantial capital to a project that may not deliver economic returns.

Under the JV Agreement, the Company also retains the discretion to cease further payments at any stage after satisfying the Stage 1 Earn-In Expenditure. If this occurs, each party must contribute to ongoing expenditure in proportion to its respective interest in the Irish Zinc Assets, or alternatively, be subject to a pro-rata dilution mechanism.

In addition, the Vendor Shares are only issuable once the Company has satisfied the total earn-in expenditure of \$3.30 million. Prior to this point, it is expected that the Company would be closer to establishing whether there is a prospect for economic viability of the Irish Zinc Assets, given the level of expenditure incurred.

Accordingly, the deferred nature of both the Earn-In Expenditure and the Vendor Shares ensures that the timing and optionality of the consideration payable is aligned with reasonable prospects of value accretion, thereby protecting Shareholders if at any point further expenditure is deemed unlikely to generate value.

13.2 Disadvantages of approving the Proposed Transaction

We have considered the following disadvantages in our assessment of whether the Proposed Transaction is reasonable.

13.2.1. Shareholders will be diluted following the issue of the Vendor Shares and the potential exercise of the Vendor Options

If the Proposed Transaction is approved, and the Company meets the total earn-in expenditure of \$3.30 million, the Company will be required to issue the Vendor Shares. This will result in the dilution of existing Shareholders' interests. Further dilution of may also occur upon the potential exercise of the Vendor Options.

However, as outlined in Section 4, the Vendor Shares will only be issued once the Company has satisfied the full earn-in expenditure of \$3.30 million. At that point, it is expected that the Company would have considered the expenditure required and the dilution from the Vendor Shares in determining whether to continue with the Earn-in Expenditure. Therefore, it is likely that the Stage 3 expenditure would only be committed to if it was likely to be value accretive. Notwithstanding the above, the issue of the Vendor Shares and the potential exercise of the Vendor Options will reduce the proportional ownership of existing Shareholders.

13.3 Alternative proposal

We are unaware of any alternative proposal that might offer Shareholders a premium over the value resulting from the Proposed Transaction.

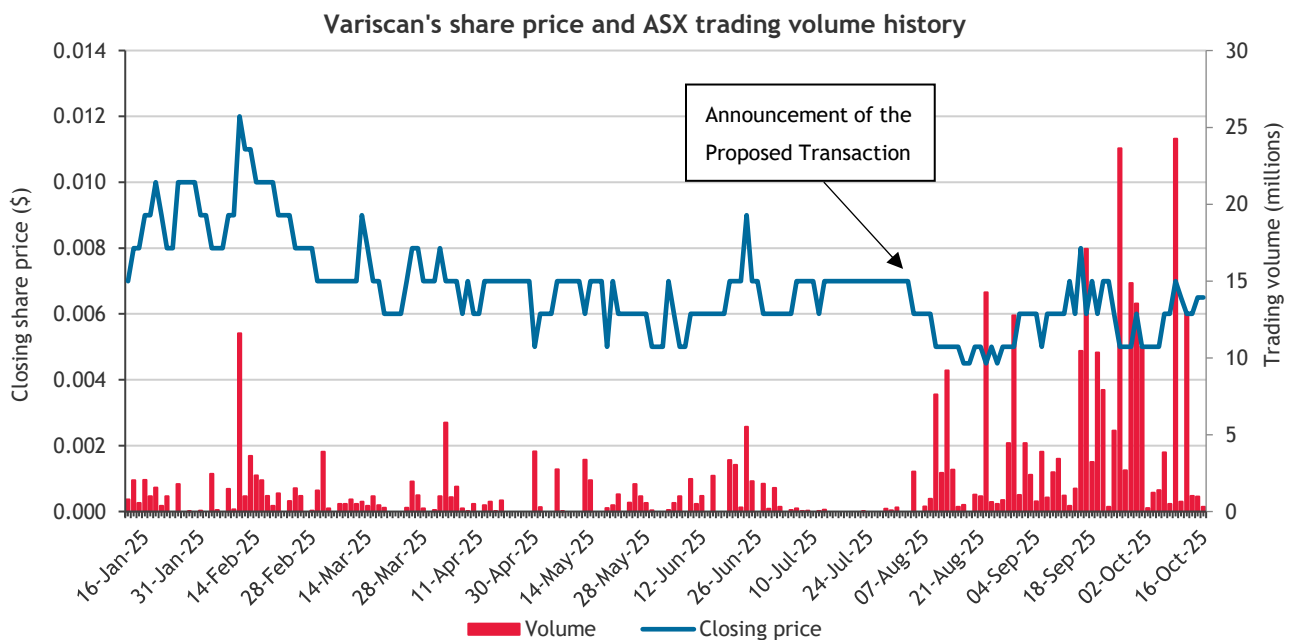
13.4 Consequences of not approving the Proposed Transaction

Shareholders will forego the opportunity to participate in the potential upside of the Irish Zinc Assets

If the Proposed Transaction is not approved, Shareholders will forego the opportunity to participate in the potential upside of the Irish Zinc Assets.

Potential impact on share price

We have analysed movements in Variscan's share price since the Proposed Transaction was announced. A graph of Variscan's share price and trading volume leading up to, and following the announcement of the Proposed Transaction is set out below.



Source: S&P Capital IQ

The Proposed Transaction was announced on 5 August 2025. On the date the Proposed Transaction was announced, the share price closed at \$0.006, which was 14.29% lower than the closing price of \$0.007 on the previous trading day. On the day of the announcement, 2,605,550 shares were traded, representing approximately 0.33% of Variscan's issued capital at that time. Following the announcement of the Proposed Transaction, the closing price of Variscan has fluctuated from a low of \$0.005 on multiple trading days, most recently on 6 October 2025, to a high of \$0.008 on 16 September 2025.

Given the above analysis, it is unclear whether the share price of Variscan would increase or decrease if the Proposed Transaction is not approved.

13.5 Other considerations

First Purchase Right

Subject to the Company meeting the full Earn-In Expenditure within the three-year period, Variscan will have the first purchase right to acquire the remaining 40% interest in BMEx in two stages (an earn-in to 80% and then a further earn-in to 100%), on terms to be agreed, with all parties acting reasonably. However, given that the further acquisition will be subject to terms which are yet to be agreed, with all parties acting reasonably, we do not consider there to be material value in the First Purchase Right for the purposes of our fairness assessment.

ERM's valuation of the Irish Zinc Assets

We note that the value assessed by ERM reflects the value prior to any expenditure being incurred. Given the Earn-In Expenditure is both deferred and optional in nature it is reasonable to expect that further investment could enhance the value of the Irish Zinc Assets. We note that ERM stated in their report that the Irish Zinc Assets have the potential to create value uplift for the project should current and future drilling programs yield positive results. However, as at the Valuation Date, neither we nor ERM have reasonable grounds to quantify any potential value uplift associated with the Earn-In Expenditure.

Variscan's option to terminate the JV Agreement

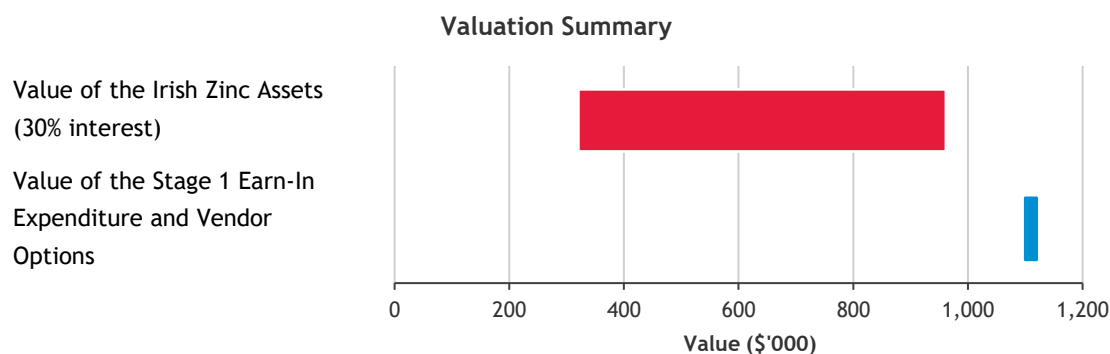
As detailed in Section 4 of our Report, Variscan has the option to cease further payments at any time after satisfying the Stage 1 Earn-In Expenditure. As such, we have presented the value of the Irish Zinc Assets after only completing the Stage 1 Earn-In Expenditure. This provides shareholders with the current value of the Irish Zinc Assets on a 30% interest basis compared to the value of the Stage 1 Earn-In Expenditure and Vendor Options.

The value of the Irish Zinc Assets on a 30% interest and the value of the Stage 1 Earn-In Expenditure and Vendor Options are compared below:

Assessment	Low \$'000	Preferred \$'000	High \$'000
Value of the Irish Zinc Assets (30% interest)	320	641	961
Value of the Stage 1 Earn-In Expenditure and Vendor Options	1,100	1,100	1,100

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

We note that in calculating the value of the consideration that Variscan will pay on the basis they terminate the JV Agreement after the Stage 1 Earn-In Expenditure, we have excluded the value of the

Vendor Shares. This is because the Vendor Shares are only to be issued upon the completion of the full Earn-In Expenditure of \$3.30 million.

The above valuation analysis shows that based on the current values of the Irish Zinc Assets, assuming the worst case scenario of no value accretion as a result of the Stage 1 Earn-in Expenditure, the Stage 1 Earn-in Expenditure (inclusive of the value of the Vendor Options) is not value accretive for Shareholders. However, it is unlikely that there will be no value generated by the Stage 1 Earn-in Expenditure. Further, there is a benefit being received by Variscan such that by committing the Stage 1 Earn-in Expenditure, there is optionality being received by Variscan whereby it can choose whether to continue its spending program to increase its interest in the Irish Zinc Assets or to cease payments if it is considered unlikely that future value will be generated. Therefore, although there is a reduction of value at the Stage 1 Earn-in Expenditure level assuming no value accretion from that spend, we consider the potential for future value accretion to more than offset the above value differential.

14. Conclusion

We have considered the terms of the Proposed Transaction as outlined in the body of this Report and have concluded that, in the absence of a superior proposal, the Proposed Transaction is not fair but reasonable to Shareholders.

In our opinion, the Proposed Transaction is not fair as the value of Variscan's 60% economic interest in the Irish Zinc Assets that it can earn into, is less than the value of the Consideration. However, we consider the Proposed Transaction to be reasonable because the advantages of the Proposed Transaction to Shareholders are greater than the disadvantages, noting that the fairness assessment excludes any potential value accretion as a result of the Earn-In Expenditure.

We consider the advantages of the Proposed Transaction to outweigh the disadvantages because of the structure of the Earn-In Expenditure, specifically the fact that Variscan has the ability to terminate the JV agreement at any stage after the first stage of expenditure. Whilst the Stage 1 Earn-in Expenditure is not value accretive under the worst-case scenario of no value being generated by the expenditure, we consider the optionality of future spending to more than offset this value differential. Further, following the completion of future drilling programs, it is likely that Variscan will have additional information to assist in its decision on whether to continue with the Earn-in Expenditure, allowing it to assess the likelihood of a potential re-rating of the Irish Zinc Assets.

15. Sources of information

This report has been based on the following information:

- Draft Notice of Meeting on or about the date of this report
- ITSR of the Irish Zinc Assets performed by ERM
- JV Agreement
- Reserve Bank of Australia
- European Central Bank
- Central Statistics Office
- Central Bank of Ireland
- The White House
- United States Geological Survey
- London Metals Exchange
- Consensus Economics
- IBISWorld
- S&P Capital IQ
- Australian Financial Review
- Announcements made by Variscan available through the ASX
- Discussions with the Directors and Management of Variscan.

16. Independence

BDO Corporate Finance Australia Pty Ltd is entitled to receive a fee of \$28,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance Australia Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance Australia Pty Ltd has been indemnified by Variscan in respect of any claim arising from BDO Corporate Finance Australia Pty Ltd's reliance on information provided by Variscan, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance Australia Pty Ltd has considered its independence with respect to Variscan, the Vendors, BMEx, and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance Australia Pty Ltd's opinion it is independent of Variscan, the Vendors, BMEx, and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance Australia Pty Ltd, have had within the past two years any professional relationship with Variscan, or their associates, other than in connection with the preparation of this report.

A draft of this report was provided to Variscan and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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Independent Member Firms. BDO in Australia, is a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International).

17. Qualifications

BDO Corporate Finance Australia Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance Australia Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Ashton Lombardo and Adam Myers of BDO Corporate Finance Australia Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Ashton Lombardo is a member of the Australian Institute of Chartered Accountants, is a CA BV Specialist and is member of the committee established to develop and maintain the VALMIN Code. Ashton has over fourteen years of experience in Corporate Finance and has facilitated the preparation of numerous independent expert's reports and valuations. Ashton has a Bachelor of Economics and a Bachelor of Commerce from the University of Western Australia and has completed a Graduate Diploma of Applied Corporate Governance with the Governance Institute of Australia.

Adam Myers is a Fellow of Chartered Accountants Australia & New Zealand and a member of the Joint Ore Reserves Committee. Adam's career spans over 25 years in the audit and corporate finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

18. Disclaimers and consents

This report has been prepared at the request of Variscan for inclusion in the Notice of Meeting which will be sent to all Variscan shareholders. Variscan engaged BDO Corporate Finance Australia Pty Ltd to prepare an independent expert's report to consider whether the Proposed Transaction is fair and reasonable to the non-associated shareholders of Variscan.

BDO Corporate Finance Australia Pty Ltd hereby consents to this report accompanying the above Notice of Meeting. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement, or letter without the prior written consent of BDO Corporate Finance Australia Pty Ltd.

BDO Corporate Finance Australia Pty Ltd takes no responsibility for the contents of the Notice of Meeting other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance Australia Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Independent Directors of the Company are responsible for conducting appropriate due diligence in relation to the Vendors and BMEx. BDO Corporate Finance Australia Pty Ltd provides no warranty as to the adequacy, effectiveness, or completeness of the due diligence process.

The opinion of BDO Corporate Finance Australia Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Proposed Transaction, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the shareholders of Variscan, or any other party.

BDO Corporate Finance Australia Pty Ltd has also considered and relied upon independent valuations for the Irish Zinc Assets. The valuer engaged for the mineral asset valuation, ERM Australia Consultants Pty Ltd, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation are appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance Australia Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and the date of the meeting.

Yours faithfully

BDO CORPORATE FINANCE AUSTRALIA PTY LTD



Ashton Lombardo
Director



Adam Myers
Director

Appendix 1 - Glossary of Terms

Reference	Definition
AFCA	Australian Financial Complaints Authority
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
AUD or \$	Australian dollars
BDO	BDO Corporate Finance Australia Pty Ltd
BME _x	BME _x Limited
CBI	Central Bank of Ireland
Commitment Fee	The \$0.10 million exclusivity and commitment fee to be paid to BME _x by Variscan
the Company	Variscan Mines Limited
the Consideration	Consists of the Earn-In Expenditure, Vendor Options, and Vendor Shares
CSO	Ireland's Central Statistics Office
DCF	Discounted cash flow
Earn-In Expenditure	The total expenditure of \$3.30 million required to be incurred by Variscan over a three-year period under the JV Agreement
ECB	European Central Bank
ERM	ERM Australia Consultants Pty Ltd
EU	European Union

Reference	Definition
First Purchase Right	Variscan's first purchase right to acquire the remaining 40% in BMEx subject to meeting the full Earn-In Expenditure within the three-year period
FME	Future maintainable earnings
FSG	Financial Services Guide
Fund Finders	Companies which raised capital exceeding \$10 million
GDP	Gross Domestic Product
Glencore	Glencore plc
Irish Zinc Assets	Midlands and Waterford Irish zinc assets
ITSR	ERM's Independent Technical Specialist Report
JV Agreement	Earn-in and joint venture agreement between Variscan, the Vendors and BMEx
LME	London Metals Exchange
MDF	MDF Global Limited
NAV	Net asset value
Novalles-Udias Project	Novalles-Udias Zinc-Lead Project
PL	Prospecting license
Placement	Variscan's two tranche placement of new shares to raise approximately \$2.5 million before costs
Proposed Transaction	The JV Agreement between Variscan, the Vendors and BMEx
QMP	Quoted market price
RBA	Reserve Bank of Australia
our Report	This Independent Expert's Report prepared by BDO

Reference	Definition
RG 111	Content of expert reports (March 2011)
RG 112	Independence of experts (March 2011)
RG 76	Related party transactions (March 2011)
Shareholders	Non-associated shareholders of Variscan
US	United States
USGS	United States Geological Survey
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (2015 Edition)
Valuation Date	4-Aug-25
Variscan	Variscan Mines Limited
Vendors	MDF and ZincCo
Vendor Options	100,000,000 unlisted options issued to the Vendors, exercisable at \$0.005 per share on or before 12 months of execution
Vendor Shares	New Variscan shares to the value of \$0.50 million to be issued to the Vendors following completion of the full Earn-In Expenditure
ZincCo	Zinc GroupCo Pty Ltd

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Appendix 2 - Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted market price basis*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax or earnings before interest, tax, depreciation and amortisation. The capitalisation rate or 'earnings multiple' is adjusted to reflect which base is being used for FME.

4 Discounted future cash flows

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 Market-based assessment

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

The resource multiple is a market based approach which seeks to arrive at a value for a company by reference to its total reported resources and to the enterprise value per tonne/lb/oz of the reported resources of comparable listed companies. The resource multiple represents the value placed on the resources of comparable companies by a liquid market.

Appendix 3 - Independent Technical Specialist Report



Independent Technical Specialists' Report

Midlands and Waterford Zinc
Projects, Ireland

PREPARED FOR



Variscan Mines Limited



BDO Corporate Finance Ltd

DATE

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REPORT NO.

R218.2025

REFERENCE

0794705 (VARVAL01)

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1.1	26/9/2025	Graham Jeffress	Final

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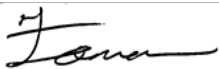
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Independent Technical Specialists’ Report

Midlands and Waterford Zinc Projects, Ireland

0794705 (VARVAL01))

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ABBREVIATIONS AND UNITS OF MEASUREMENT

Abbreviation/Unit	Description
°C	degrees Celsius
1D; 2D; 3D	one-dimensional; three-dimensional; three-dimensional
ABL	Ballysteen Formation (stratigraphic code)
Adventus	Adventus Exploration Limited
AIG	Australian Institute of Geoscientists
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
AusIMM	Australasian Institute of Mining and Metallurgy
BAC	base acquisition cost
BDO	BDO Corporate Finance Australia Pty Ltd
BMEEx	BMEEx Ltd (Australian and London listed zinc exploration company)
CIM	Canadian Institute of Mining, Metallurgy and Petroleum
DECC	Department of the Environment, Climate and Communications (Republic of Ireland)
EM	electromagnetic (geophysical survey technique)
ERM	ERM Australia Consultants Pty Ltd
EV	enterprise value
Foresight	Foresight Exploration Limited
GSI	Geological Survey of Ireland
GSRO	Geoscience Regulation Office
IGI	Institute of Geologists, Ireland
IP	induced polarisation
JORC	The JORC Code (Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves)
km	kilometres
km ²	square kilometres
LiDAR	light detection and ranging (survey)
M	million(s)
m	metres
mm	millimetres
Mt	million tonnes
NHA	Natural Heritage Area
NSR	net smelter return
ORS	Old Red Sandstone (stratigraphic code)
Pb	lead
ppm	parts per million
SAC	Special Area of Conservation
SPA	Special Protection Area
TMS	Technical Mining Services
TSXV	Toronto Stock Exchange Ventures Exchange
VALMIN	Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets
VAR	Variscan Mines Limited
VLF	very low frequency
WRL	Waulsortian Mudbank Limestone (stratigraphic code)
Zn	zinc

EXECUTIVE SUMMARY

Variscan Mines Limited (ASX:VAR) ("VAR") is an Australian Securities Exchange (ASX) listed mineral resource company focused on zinc.

ERM understands that VAR is entering into an earn-in to two early-stage zinc exploration projects in Ireland and has engaged BDO Corporate Finance Australia Pty Ltd ("BDO") to prepare an Independent Experts Report related to the transaction. BDO will in turn rely on an Independent Technical Specialists' Report on the projects, which has been prepared by ERM.

Midlands and Waterford Zinc Projects

Ireland has an established mining industry, with active zinc-lead mines at Navan (Tara) and Galmoy. Ireland hosts one of the world's most prolific carbonate-hosted zinc provinces, with over 15 significant zinc-lead deposits discovered since 1960. These deposits are classified as Irish-type base metal deposits, typically hosted in Lower Carboniferous limestones — either the Navan Group or the Waulsortian Mudbank Limestone.

The Midlands and Waterford Projects lie within the Irish Midlands Zinc Belt and share geological features with known deposits. While no high-confidence resource statements can yet be made, the presence of key mineral system components and favourable geological settings supports continued exploration.

Midlands Zinc Project

The Midlands Project comprises two contiguous prospecting licences located in County Longford, approximately 130 km west of Dublin. The project area is considered favourable for exploration due to its shallow cover and proximity to known mineralised trends. It lies within the Irish Midlands Zinc Belt and is centred on the M1 prospect, which targets Navan Group equivalents and fault-controlled mineralisation associated with the IM1 Fault and Keel Inlier.

Mineralisation identified to date at the Midlands Project is hosted by intraformational breccias within strongly dolomitised calcarenites and mixed micritic beds. These units occur towards the base of the Lower Carboniferous stratigraphy and are considered equivalent to the host rocks of the Navan zinc deposit (Tara mine).

The Midlands Project is considered to be highly prospective for Irish-type zinc-lead mineralisation based on a combination of geological, structural, geochemical, and geophysical factors. The presence of Navan Group equivalents, including the Meath, Moathill, and Ballysteen formations, provides a favourable stratigraphic setting for mineralisation.

Despite limitations including depth to mineralisation and environmental constraints, the integration of historical, and recent, datasets has significantly improved the geological understanding of the area. The Midlands Project meets multiple criteria for Irish-type zinc-lead mineral systems and warrants continued exploration.

Further exploration work, specifically deeper drill testing of the identified target areas, has the potential to create value uplift for the project, should the results prove to be positive.

Waterford Zinc Project

The Waterford Project comprises five contiguous prospecting licences covering 136 km² in County Waterford. The project area is centred on the Lismore Syncline, a structurally complex fold system hosting Waulsortian Mudbank Limestone and associated zinc-lead mineralisation. The licences are situated in a region of high-quality agricultural land with favourable topography and infrastructure for exploration activities.

Mineralisation within the Waterford Project is hosted primarily by hydrothermal breccias and collapse breccias developed within the Waulsortian Mudbank Limestone and adjacent carbonate units. This mineralisation style is consistent with Irish-type zinc-lead systems, where sulphides replace dolomitised carbonate host rocks and are associated with brecciation, cavity infill, and structural complexity.

The Waterford Project meets multiple criteria for Irish-type zinc-lead mineral systems, including favourable host lithologies (Waulsortian Mudbank Limestone and Ballysteen Formation), structural complexity (extensional and thrust faulting), and mineralisation styles (hydrothermal and collapse breccias). These features are observed across several licences, particularly PL1555, PL1556, and PL1966, where preserved reef facies, and fault-controlled breccias have been confirmed in drill core and outcrop mapping.

Environmental constraints may limit access in certain areas, and community engagement will be critical for future exploration.

Nonetheless, the presence of key mineral system components, untested structural corridors, and preserved reef stratigraphy supports continued exploration. The Waterford Project is considered to have moderate to high prospectivity, particularly in areas where recent reinterpretation has identified previously overlooked targets.

ERM considers the material opportunities associated with the Waterford Project to be the identified exploration potential that has not been extensively tested previously, especially given the recent reinterpretation of the Lismore Syncline. The project area is demonstratively prospective, and historical datasets are incomplete.

Further exploration work, specifically extensive drill testing of the identified target areas, has the potential to create value uplift for the project, should the results prove to be positive.

ERM notes that exploration activities are currently underway in the mineral assets.

Successful further exploration work, particularly deeper drill testing of the identified target areas, has the potential to create value uplift for the project, should the results prove to be positive.

Moreover, ERM notes that the proposed work programmes apart from the drilling also have the potential to increase geological understanding, identify, and prioritise drilling targets and advance the permitting and approvals needed to allow drilling to proceed. Completion of the proposed work programmes would reduce exploration risk and facilitate activities increasing the value of the mineral assets

Valuation Opinion

ERM has considered the potential Market Value of the assets primarily through the use of comparative, area-based transactions. The Geoscience Rating Factor valuation method was used as a crosscheck.

ERM's opinion on the Market Value of the Midlands and Waterford Zinc Projects, as of 29 August 2025 (on a 100% equity basis), is summarised in Table 1.

Table 1 Opinion on the Market Value of the Midlands and Waterford Zinc Projects on 29 August 2025 (100% equity basis)

Project	Area (km ²)	Low (US\$ M)	Preferred (US\$ M)	High (US\$ M)
Midlands	58	0.25	0.50	0.75
Waterford	136	0.45	0.90	1.35
Total	194	0.70	1.40	2.10

Note: Values have been appropriately rounded and may appear to sum incorrectly.

The valuations discussed in this Report have been prepared at a valuation date of 29 August 2025. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

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1. INTRODUCTION

1.1 Context, Scope, and Terms of Reference

The Technical Mining Services team of ERM Australia Consultants Pty Ltd ("ERM") was commissioned by BDO Corporate Finance Australia Pty Ltd ("BDO") and Variscan Mines Limited ("VAR" or "the Company") BDO Corporate Finance Ltd to prepare an independent technical specialists report (the "Report") on the Midlands and Waterford Zinc Projects in Ireland.

VAR (ASX:VAR) is an Australian Securities Exchange (ASX) listed minerals sector company focused on zinc exploration, resource evaluation, and development. VAR's flagship project is the Novales-Udias project in Spain, which is an advanced zinc resource development project based on a previously mined deposit, ready for restart, and with substantial exploration upside. VAR's other assets include the Guajaraz brownfield zinc-rich polymetallic project in Spain, and various copper, gold, zinc, lead, and uranium projects in Australia being pursued by VAR and joint venture partners.

1.1.1 Background

ERM understands VAR is entering into participation in two early-stage zinc exploration projects in Ireland using earn-in terms and has engaged BDO to prepare an Independent Expert's Report for the proposed transaction. BDO will, in turn, rely on an Independent Technical Specialists' Report on the projects prepared by ERM.

BDO is the Commissioning Entity for ERM's work. Instructions have been provided by BDO, in the role of the project Independent Expert.

VAR is liable for payment for ERM's work. Accordingly, VAR has directly engaged ERM to provide specific services to assist BDO on technical matters in which they are not expert.

ERM has followed the scope of work for the project prepared by BDO. ERM has undertaken the project in a manner that has ensured its independence from VAR.

ERM understands the Report, or a summary of it, may be appended to the Expert deliverables prepared for the project, the purpose of which is to provide information to VAR shareholders who will be required to approve the proposed earn-in transaction.

1.1.2 Scope of Work

The scope of work is to prepare an independent technical assessment and mineral asset valuation meeting the requirements of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (the VALMIN Code, 2015).

This information will be used by the Expert to inform shareholders on whether the proposed transaction may be deemed to be fair and reasonable to VAR shareholders.

Information required to complete this work has been sourced from reports and other information made available by VAR, and any additional relevant technical information available from public sources identified by ERM during the project. ERM determined that a site visit was unnecessary due to it being considered unlikely to provide additional, material information for the project supplementing that available from other sources.

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1.2 Compliance with the VALMIN and JORC Codes

The Report has been prepared in accordance with the VALMIN Code (2015)¹, which is binding upon Members of the Australian Institute of Geoscientists (AIG) and the Australasian Institute of Mining and Metallurgy (AusIMM), the JORC Code² and the regulations and guidance for companies issued by such bodies as the Australian Securities and Investments Commission (ASIC) and ASX that pertain to Independent Experts' Reports.

The Report has been prepared to the standard of, and is considered by ERM to be, a Technical Assessment and Valuation Report as defined in the VALMIN Code (2015).

The authors have taken due note of the rules and guidelines issued by such bodies as ASIC and ASX, including ASIC Regulatory Guide 111 – Content of Expert Reports, and ASIC Regulatory Guide 112 – Independence of Experts.

A draft of the Report was provided to the Commissioning Entity, specifically to seek feedback specifically relating to potential material errors, factual accuracy and omissions before the final report was issued.

1.3 Principal Sources of Information

The Report has been based on information available up to and including 29 August 2025.

The information was provided to ERM by VAR, or has been sourced from the public domain, and includes both published and unpublished technical reports prepared by consultants, and any other data relevant to the projects. Consent was obtained where necessary.

The authors have endeavoured to confirm the authenticity and completeness of the technical data upon which the Report is based by making reasonable enquiries during the project.

ERM did not undertake a site visit to the projects in preparing this Report. ERM has extensive experience in zinc mineral resource development and did not believe that a site visit would reveal material information not already available from other sources.

ERM was provided with tenement information for the projects. ERM makes no assessment or assertion as to the legal standing of the tenements and is not qualified to do so.

1.4 Authors of the Report – Qualifications, Experience, and Competence

The ERM Technical Mining Services team prepared the report in West Perth, Western Australia.

ERM provides multi-disciplinary services to a broad spectrum of clients across the global mining industry. Services are provided across all stages of the mining cycle, from project generation to exploration, resource estimation, project evaluation, development studies, operations assistance, and corporate advice, such as valuations, and independent technical documentation. More information is provided at the end of this report.

The geological aspects of the projects have been compiled and reviewed by Mr Finn Oman, Managing Technical Consultant (BSc Geology, PDip, P. Geo).

Mr Oman has over 14 years' experience working in exploration and mining geology, from greenfield and brownfield exploration, through resource development and estimation, on to commercial production. Mr Oman's skillset focuses on the development and optimisation of best-

¹ Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets. The VALMIN Code, 2015 Edition. Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

² Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

practice workflows and procedures on operating mining sites, with particular focus on the adoption of modern innovative technologies for sustainable mining and project development. This includes mine digitisation, geological modelling, advanced data management, cross-functional integration, and all varieties of drilling associated activities. He has spent over 10 years supervising, leading, and developing teams on the core competencies of a highly effective geology team. Mr Oman joined ERM in 2024 from the position of Chief Mine Geologist for Tara Mines, Ireland.

Mr Oman is a Member of the Institute of Geologists of Ireland (IGI). He is employed by ERM and is not a related party or employee of VAR. Mr Oman has sufficient experience in the geological assessment of Irish-style lead-zinc deposits and to the activity which he is undertaking to fulfil the role of the Competent Person for this Report as defined in the 2012 Edition of the JORC Code. Mr Oman consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears.

The information in this valuation report that relates to the Valuation of the Midlands and Waterford Zinc Projects reflects information compiled and conclusions derived by ERM Principal Geologist – Valuation, Trivindren Naidoo (MSc (Exploration Geology), Grad.Cert (Mineral Economics), MAusIMM). Mr Naidoo is employed by ERM and is not a related party or employee of VAR.

Mr Naidoo is a Member of the AusIMM. He is employed by ERM and is not a related party or employee of VAR. Mr Naidoo has sufficient experience relevant to the Technical Assessment and Valuation of the Mineral Assets under consideration and to the activity which he is undertaking to qualify as a Specialist Practitioner as defined in the 2015 Edition of the VALMIN Code. Mr Naidoo consents to the inclusion in this valuation report of the matters based on his information in the form and context in which it appears.

Mr Naidoo is an exploration geologist with over 25 years' experience in the minerals industry, including 20 years as a consultant, specialising in project evaluations and technical reviews as well as code-compliant reporting (JORC, VALMIN, CIMVAL) and valuation. His knowledge is broad-based and includes wide-ranging experience in the field of mineral exploration, having managed or consulted on various projects that range from first-pass grassroots exploration to brownfields exploration and evaluation, including the assessment of operating mines. Mr Naidoo is part of ERM's Mining Transactions and Corporate Advisory team and has completed independent evaluations and valuations of numerous Mineral Assets ranging from early-stage exploration properties to projects with multiple operating mines, across various commodities and jurisdictions.

Peer review of this Report has been undertaken by Mr Andrew Waltho, B.App.Sc. (Hons), Applied Geology, FAIG, RPGeo, FAusIMM, FGS (London), PMSME, GAICD. Mr Waltho is ERM Consulting Director, Mining Transaction and Corporate Advisory – Technical Mining Services and is currently a Member of the VALMIN Committee, and an Australian representative on the International Mineral Asset Valuation (IMVAL) Committee which is tasked with ensuring maintenance of compatibility between professional standards for Mineral Asset valuation and public reporting globally.

Mr Waltho is employed by ERM and is not a related party or employee of VAR. He has more than 40 years as an exploration and mining geoscientist spanning multiple commodities including stratiform zinc-lead-silver mineralisation and other commodities, deposit styles, and settings with major, mid-tier, and junior companies, and as a consultant. Mr Waltho also has more than 23 years' experience as a director of resources sector companies and not-for-profit professional organisations. Mr Waltho is a past-President of the AIG.

Mr Waltho's career highlights have included deep involvement in developing the Century zinc-lead-silver mine in northwest Queensland, extending from early exploration through all stages of feasibility to commissioning and the initial years of production. Other highlights have included participation in feasibility studies for the Dugald River zinc project in Queensland, Jadar lithium-

borate project in Serbia, and due diligence reviews for multiple projects spanning a broad suite of commodities, including gold, base metals, uranium, potash, lithium, industrial minerals, and mineral sands, both in Australia, and overseas.

Global authorisation of this Report has been undertaken by ERM Partner, Service Lead – Sustainable Mining Services, Mr Graham Jeffress, BSc (Hons) Applied Geology, FAIG, RPGeo (Mineral Exploration), FAusIMM, FSEG. Mr Jeffress is a geologist with over 27 years' experience in exploration geology and management in Australia, Papua New Guinea, and Indonesia. He has worked in exploration (ranging from grassroots reconnaissance through to brownfields, near-mine and resource definition), project evaluation, and mining in a variety of geological terrains, commodities, and mineralisation styles within Australia and internationally. Mr Jeffress is competent in multi-disciplinary exploration, and proficient at undertaking prospect evaluation and all phases of exploration – sampling, mapping, prospecting, and drilling through to resource definition; as well as project management including planning, budgeting, logistics, safety, people management, landowner liaison, and project presentation. Additionally, Mr Jeffress has completed numerous Independent Geologist Reports, Competent Person Reports, and Independent Valuation Reports. He was a Federal Councillor of the AIG for 11 years and joined the Joint Ore Reserves Committee in 2014.

1.5 Prior Association and Independence

Neither ERM, nor the authors of this Report, have or have had previously, any material interest in VAR or the mineral properties in which the Company has an interest. Furthermore, neither ERM nor any of the authors of this Report have any material nor contingent interest in the outcome of this Report, nor is there any pecuniary or other interest that could reasonably be regarded as being capable of affecting our independence.

ERM's relationship with VAR is solely one of professional association between client and independent consultant.

No member or employee of ERM is, or is intended to be, a director, officer, or other direct employee of the Company.

No member or employee of ERM has, or has had, any material shareholding in VAR.

There is no formal agreement between ERM and the Company in relation to ERM conducting further work for VAR.

1.6 Fees

ERM is an independent consultancy. This Report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report.

The agreed fee was based on the complexity of the assignment, ERM's knowledge of the assets, and the availability of data. The fee for the preparation of this Report is approximately A\$32,000.

1.7 Declarations

The observations, statements, conclusions, opinions and recommendations contained in this Report are given in good faith and in the belief that they are not false or misleading.

The Report has been compiled based on information available up to and including the date of the Report.

The statements and opinions are based on the reference date of 29 August 2025, and could alter over time depending on exploration results, mineral prices, and other relevant market factors.

In ERM's opinion, nothing material has occurred up to the date of this Report since the valuation date to affect ERM's technical review and valuation opinion.

The opinions expressed in the Report have been based on the information supplied to ERM by VAR. The opinions in the Report are provided in response to a specific request from BDO to do so. ERM has exercised all due care in reviewing the supplied information. While ERM has compared key supplied data with expected values, the accuracy of the results and conclusions from the review is entirely reliant on the accuracy and completeness of the supplied data.

ERM does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from commercial decisions or actions resulting from them.

Opinions presented in the Report apply to the project conditions and features, as they existed at the time of ERM's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of the Report, about which ERM had no prior knowledge nor had the opportunity to evaluate.

ERM's valuations are based on information provided by VAR and public domain information. This information has been supplemented by making all reasonable enquiries to confirm the authenticity, and completeness of the technical data.

1.8 Consent

ERM and the authors of this Report consents to this Report being included in BDO's Independent Expert Report, provided it is included in its entirety and considered within the context in which the Independent Technical Specialists' Report is provided. ERM provides this consent on the basis that the views expressed in the Executive Summary and in the individual sections of this Report are considered with, and not independently of, the information set out in the complete Report.

2. MIDLANDS AND WATERFORD ZINC PROJECTS

2.1 Location and Access

Ireland has an established mining industry, with active zinc-lead mines at Navan (Tara) and Galmoy. Dublin and Cork seaports are currently utilised for bulk concentrate shipments to zinc-lead smelters throughout Europe. Around two-thirds of the area of Ireland is dominated by agricultural land, either as improved cropping, or rough pasture for livestock.

This land use supports year-round access for exploration activities, particularly in low-lying areas with minimal forest cover. Ireland's long-standing reputation as a globally significant zinc producer, combined with its proximity to European smelters and stable regulatory framework, is considered to provide a favourable jurisdiction for exploration-stage base metal projects. (RSC, 2024). The locations of the two projects are shown in Figure 2-1.

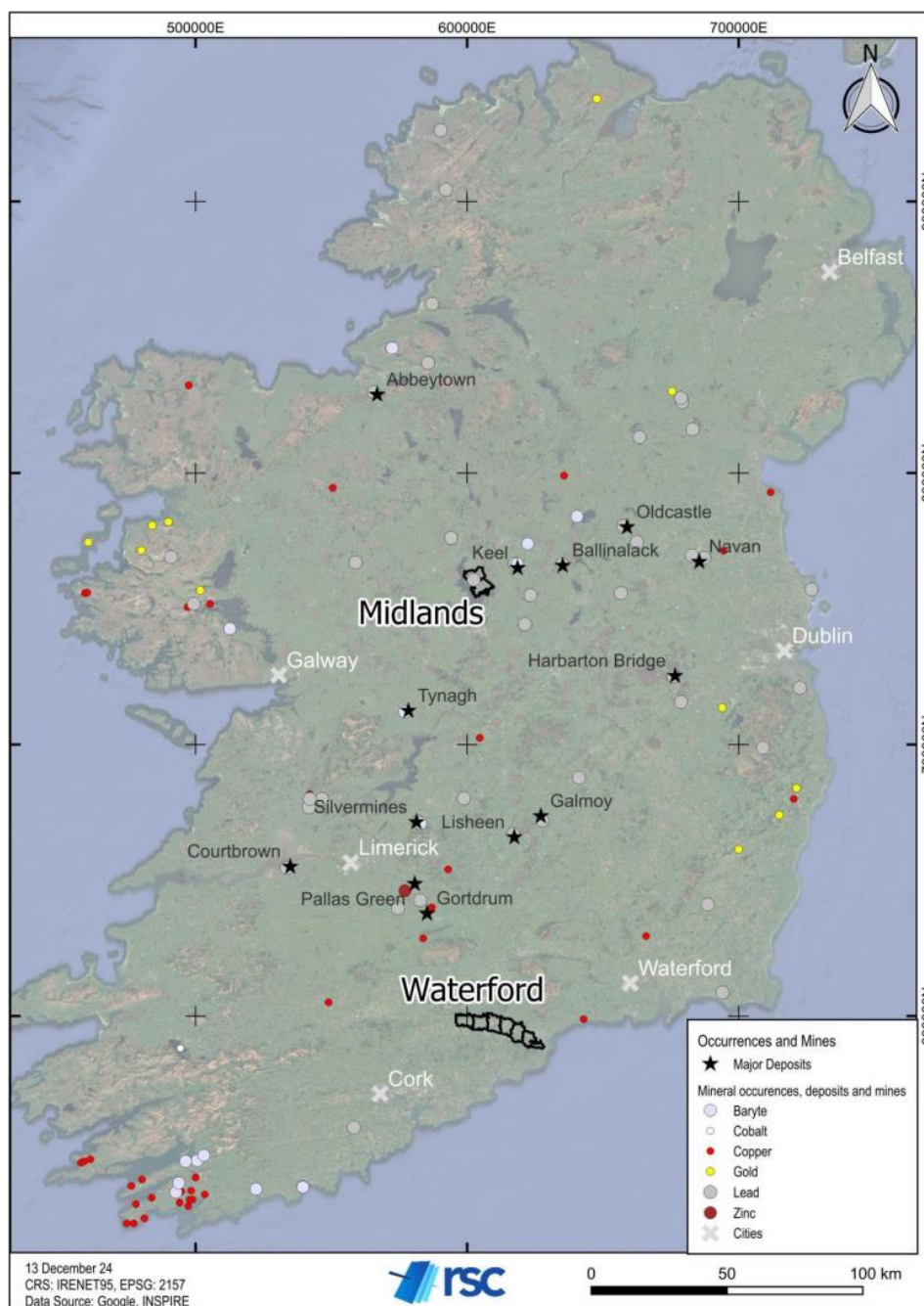


Figure 2-1 Location of Midlands and Waterford Projects

Source: (RSC, 2024)

2.1.1 Midlands Project

The Midlands Project comprises two contiguous prospecting licences, PL1802 and PL1803 (Figure 2-2), located in County Longford, approximately 130 km west of Dublin. The project area lies within the Irish Midlands Zinc Belt and is centred on the M1 prospect, which targets Navan Group equivalents and fault-controlled mineralisation associated with the IM1 Fault and Keel Inlier (RSC, 2024).

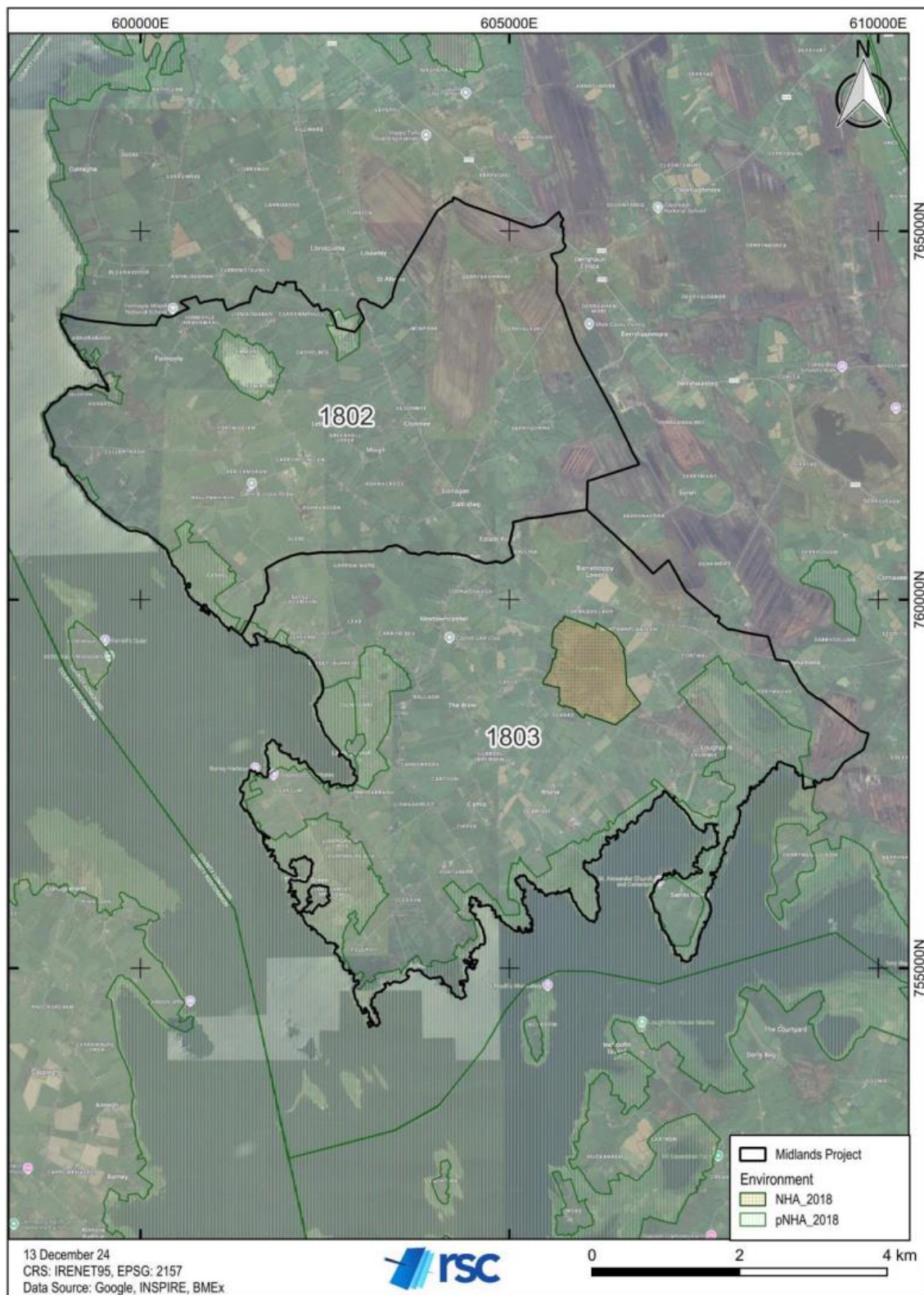


Figure 2-2 Local setting and protected sites, Midlands Project (PL1802/1803)

Source: (RSC, 2024)

The licences are situated in a low-lying region dominated by Viséan Shelf limestones and are bordered to the west and south by Lough Ree, a protected waterbody under Irish environmental legislation. The project area is considered favourable for exploration due to its shallow cover and proximity to known mineralised trends (Sowerby and Lehane, 2024).

Terrain and Land Use

Most of the licence area is used as pasture for livestock, with the eastern portion covered by blanket bog. While bogs may present logistical challenges for ground-based exploration, they are not considered prohibitive for access or drilling (RSC, 2024). The shallow cover over the M1 prospect lends favourably to wet weather access, and the terrain is generally flat to gently undulating (Sowerby and Lehane, 2024).

Infrastructure and Accessibility

The Midlands Project is accessible via a network of minor sealed roads that traverse the licence area. The central location within Ireland facilitates mobilisation of personnel and equipment from Dublin (~130 km east), Loughrea (~110 km southwest), and Shannon (~190 km southwest), which host analytical laboratories, core storage facilities, and technical services. The proximity to major transport corridors and service centres supports cost-effective exploration logistics (Sowerby and Lehane, 2024).

Climate and Field Conditions

Ireland's climate is classified as temperate oceanic, with cool summers, and mild winters influenced by Atlantic Ocean currents. Average temperatures range from 2°C in January to 20°C in July, and annual rainfall averages ~1,000 mm. The western half of the country receives slightly more precipitation than the east, with December to February being the wettest months. Fieldwork can be undertaken year-round, although winter drilling is preferred to minimise disruption to agricultural activities and to take advantage of firmer ground conditions (Sowerby and Lehane, 2024).

2.1.2 Waterford Project

The Waterford Project comprises five contiguous prospecting licences (PL1555, PL1556, PL1966, PL1967, PL3713) covering 136 km² in County Waterford (Figure 2-3). The project area is centred on the Lismore Syncline, a structurally complex fold system hosting Waulsortian Mudbank Limestone and associated zinc-lead mineralisation (RSC, 2024). Note that PL 3715 has recently been surrendered.

Terrain and Land Use

The Waterford Project comprises five contiguous prospecting licences (PL1555, PL1556, PL1966, PL1967, PL3713), covering 136 km² in County Waterford. The licence areas are situated in a region of high-quality agricultural land, including extensive tillage, and grassland. Land use is predominantly pastoral, with commercial forestry present around Lismore Town. The terrain is generally favourable for exploration, with minimal forest cover and good visibility for geological mapping and soil sampling (Reynolds and Kiss, 2025).

Topographically, the block is characterised by broad, gently undulating hills, and valleys, reflecting the underlying Carboniferous stratigraphy. Elevation increases along the northern and southern margins of the block, where Devonian Old Red Sandstone ridges are exposed. A number of north-south trending incised valleys crosscut the licence boundaries, many of which are dry or seasonally active.

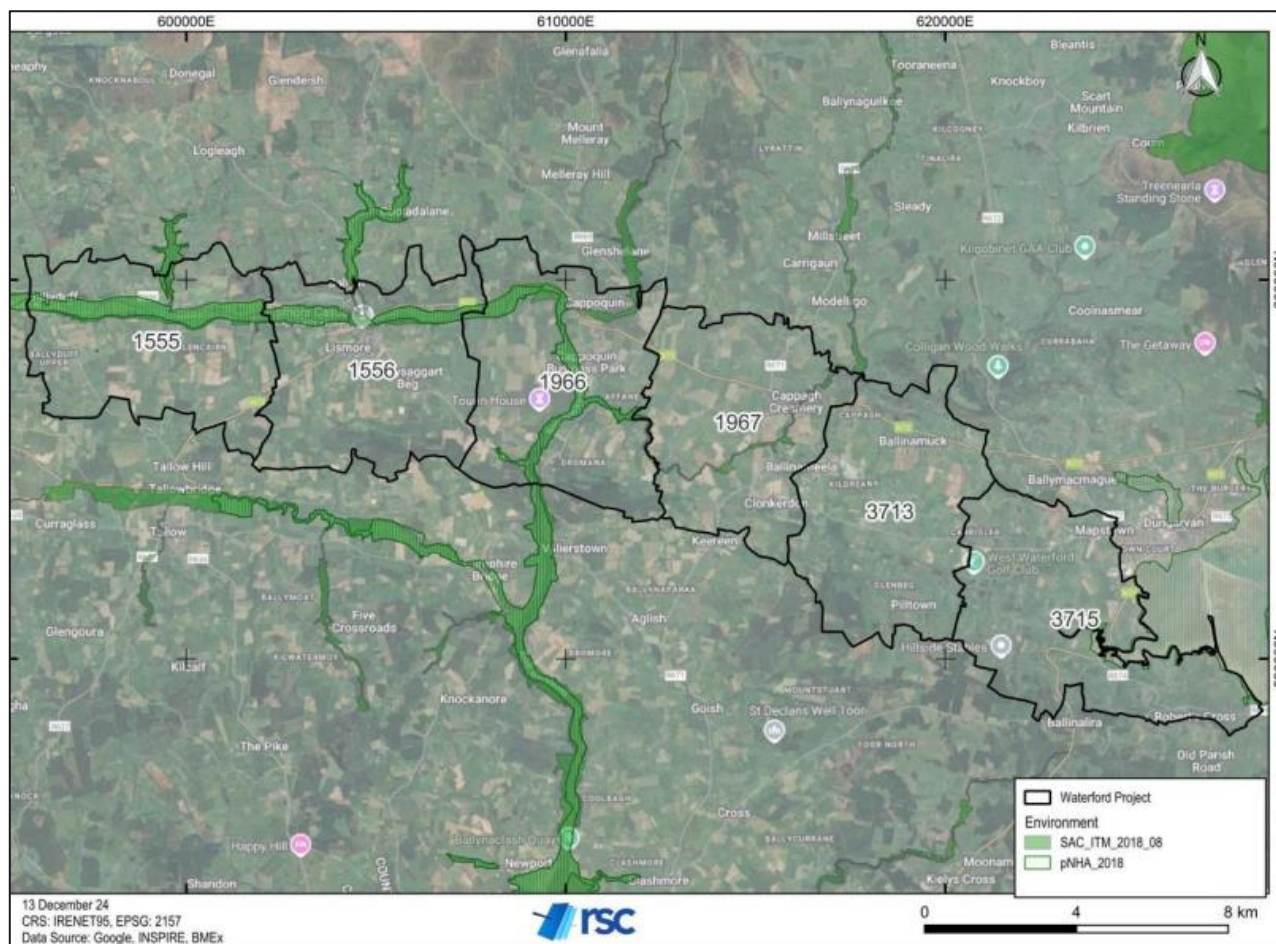


Figure 2-3 Local setting and protected sites on PL1555, PL1556, PL1966, PL1967, PL3713, and PL3715

Source: (RSC, 2024)

The River Blackwater, the dominant geographical feature in the region, rises in County Kerry, and flows eastward through PL1555, PL1556, and PL1966. At Cappoquin, it turns sharply southward, and drains into Youghal Bay. This river system is associated with a designated Special Area of Conservation (SAC) and intersects several licences within the Waterford Project (Reynolds and Kiss, 2025).

Infrastructure and Accessibility

The Waterford Project benefits from excellent infrastructure. The N72 national primary route passes through the licence block and connects to the N25 Waterford–Cork route near Dungarvan to the east. The N72 also links to the M8 Dublin–Cork motorway at Fermoy, approximately 20 km west of the licence block. A dense network of paved and unpaved roads ensures year-round vehicular access throughout the project area. Cork, located ~50 km southwest, serves as a major port for bulk concentrate shipments to European smelters and provides access to technical services and logistics support (RSC, 2024).

Climate and Field Conditions

The climate in Waterford is temperate oceanic, with mild winters, and cool summers. Average temperatures range from 2°C in January to 20°C in July, and annual rainfall is approximately 1,000 mm. The low elevation and agricultural land use support year-round access for geochemical sampling, geophysical surveys, and drilling. Winter drilling is preferred to minimise disruption to farming activities and to take advantage of firmer ground conditions (RSC, 2024).

2.1.3 Environmental and Heritage Considerations

Midlands Project

The Midlands Project intersects one designated Natural Heritage Area (NHA) and several proposed NHAs, primarily along the margins of Lough Ree. These overlays are protected under the *Wildlife Amendment Act 2000* and require environmental screening prior to any ground-disturbing activities. BMEx Ltd (BMEx) has completed screening for all proposed drill sites and soil sampling grids, and no exploration activities are planned within designated protected zones (RSC, 2024).

The project area does not intersect any SACs or Special Protection Areas (SPAs). Landowner engagement has been positive, and access agreements have been secured for priority targets at the M1 prospect and surrounding areas (RSC, 2024).

Waterford Project

The Waterford Project intersects four proposed NHAs, one SAC, and one SPA. The SAC designation applies to the Blackwater River (Cork/Waterford), which intersects PL1555, PL1556, PL1966, and PL1967. Additional proposed NHAs include Glenmore Wood, Glencairn, and Blackwater River Callows, which intersect PL1555 and PL1556 (Reynolds and Kiss, 2025).

BMEx has undertaken environmental screening for all proposed drill sites and soil sampling grids. Appropriate Assessment and Environmental Impact Assessment screening has been completed in accordance with Geoscience Regulation Office (GSRO) procedures. No exploration activities are planned within designated SACs or SPAs. Landowner engagement has been positive, and access agreements have been secured for priority targets at Ballinanchor, Ballyduff, and Glenmorishmeen (Reynolds and Kiss, 2025).

2.2 Exploration Tenure

The Midlands and Waterford Projects are held under valid prospecting licences issued by the Department of the Environment, Climate and Communications (DECC) of the Republic of Ireland. These licences confer the right to explore for specified minerals within defined geographic areas and are subject to renewal conditions, environmental regulations, and compliance with statutory reporting obligations. ERM independently verified licence details on the online DECC database. ERM makes no other assessment or assertion as to the legal title of the tenements and is not qualified to do so.

All licences are currently considered by ERM to be in good standing on the basis of information provided, with expiry dates extending to 2028 or 2029, and are supported by recent exploration activity, lease renewals, and statutory submissions.

The Republic of Ireland has a progressive tenure system in place under which exploration tenement holders have exclusive rights to apply for higher forms of tenure while currently held tenure remains in place.

2.2.1 Midlands Project Tenure

The Midlands Project comprises two contiguous prospecting licences as detailed in Table 2-1.

Table 2-1 Midlands Project Tenure

Title ID	Date granted	Expiry date	Holder name	Area (km ²)	County	Minerals
PL1802	02/10/2017	01/10/2029	BMEx Pty Ltd	26.3	Longford	Barytes, base metals, gold, silver
PL1803	02/10/2017	01/10/2029	BMEx Pty Ltd	32.0	Longford	Barytes, base metals, gold, silver

These licences are registered under DECC reference MA328/5 and together cover a total area of 58.3 km². The licences grant the right to explore for barytes, base metals (including zinc and lead), gold, and silver. The tenements are located within the Irish Midlands Zinc Belt and encompass the M1 prospect, which targets Navan Group equivalents and fault-controlled mineralisation associated with the IM1 Fault and Keel Inlier.

The licence areas host one designated NHA and several proposed NHAs along the northern, western, and southern borders. These environmental overlays are protected under the *Wildlife Amendment Act 2000* and require environmental screening prior to any ground-disturbing activities.

BMEEx has completed multiple statutory reports and work programs to maintain tenure compliance, including:

- Ionic leach soil geochemistry (113 samples)
- Very low frequency (VLF) geophysical surveys (~5 line-km)
- Hyperspectral core analysis
- Community consultation and land access agreements
- Environmental screening submissions for proposed drill sites.

The licences were renewed in 2023 and are valid until 2029. BMEEx has selected Priority Drilling as the preferred contractor for a 1,500 m diamond drilling program, pending final lease confirmation and permitting (Sowerby and Lehane, 2024).

2.2.2 Waterford Project Tenure

The Waterford Project currently consists of five prospecting licences (Table 2-2). PL3715 has been surrendered during 2025 due to low prospects for development and a combination of factors pertaining to the environment and land use.

Table 2-2 Waterford Project tenure

Title ID	Date granted	Expiry date	Holder name(s)	Area (km ²)	County	Minerals
PL1555	07/11/2016	06/11/2028	Adventus Exploration Limited, Adventus Zinc Ireland Limited, Foresight Exploration Limited	26.4	Waterford	Base metals, barytes, silver, gold
PL1556	07/11/2016	06/11/2028	Adventus Exploration Limited, Adventus Zinc Ireland Limited, Foresight Exploration Limited	27.0	Waterford	Base metals, barytes, silver, gold
PL1966	07/11/2016	06/11/2028	Adventus Exploration Limited, Adventus Zinc Ireland Limited, Foresight Exploration Limited	28.9	Waterford	Base metals, barytes, silver, gold
PL1967	07/11/2016	06/11/2028	Adventus Exploration Limited, Adventus Zinc Ireland Limited, Foresight Exploration Limited	25.7	Waterford	Base metals, barytes, silver, gold
PL3713	07/11/2016	06/11/2028	Adventus Exploration Limited, Adventus Zinc Ireland Limited, Foresight Exploration Limited	27.1	Waterford	Base metals, barytes, silver, gold
PL3715	07/11/2016	06/11/2028	Adventus Exploration Limited, Adventus Zinc Ireland Limited, Foresight Exploration Limited	27.9	Waterford	Base metals, barytes, silver, gold

The project was granted to Adventus Exploration Limited (Adventus) on 7 November 2016. These were granted as standard licences. The licences were transferred to a freshly created wholly owned subsidiary called Foresight Exploration Limited (Foresight), following ministerial consent on 18 July 2019. BMEEx acquired Foresight on 26 July 2019. A redundant cooperation agreement was formed to allow BMEEx to access the Adventus knowledge and skillset regarding

the projects. Altius Minerals hold a 2% net smelter return (NSR) on the Waterford Project (BMEx, 2021).

The Waterford licence areas intersect four proposed NHAs and one SAC along the Blackwater River.

BMEx has undertaken extensive exploration and compliance activities across the Waterford licences, including:

- Soil and deep overburden geochemistry (auger sampling)
- Lithogeochemistry and micropalaeontology
- VLF, induced polarisation (IP), and electromagnetic (EM) geophysics
- Geological mapping and reinterpretation
- Environmental screening and landholder engagement
- Licence renewal submissions and statutory reporting.

The licences are valid until November 2028 and are considered to be in good standing. BMEx has proposed a multi-phase drill program targeting Ballinanchor, Ballyduff, Glenbeg, and Glenmorrishmeen, pending final permitting and funding (Reynolds and Kiss, 2025).

2.2.3 Financial and Legal Commitments

BMEx is subject to minimum expenditure requirements and royalty obligations as per Table 2-3.

Table 2-3 Minimum expenditure requirements

Project	Minimum expenditure requirement (per licence, biennial)	Royalty
Midlands	€30,000	1% of gross revenue
Waterford	€30,000	2% NSR

Annual lease fees of €2,500 per licence are payable. BMEx has committed €30,000 for Midlands by 31 May 2024 and €86,000 for Waterford by 6 November 2024, with additional minimum expenditure requirement commitments of €180,000 due to post-COVID restructured work programs. These amounts are expenditure to date and increase by the nominated amounts each year while the tenements are in their current form.

BMEx has stated that all financial obligations are being met and that lease renewals and work programs are aligned with DECC requirements (BMEx, 2024).

2.2.4 Legal and Regulatory Framework

Prospecting licences in Ireland are governed by the Minerals Development Acts and administered by the DECC. Licence holders must:

- Submit biennial work reports
- Maintain environmental compliance
- Engage with landowners for access
- Comply with the *Wildlife Amendment Act 2000*, EU Habitats Directive, and local planning regulations.

BMEx has demonstrated compliance with all regulatory obligations, including submission of statutory reports, environmental screening documentation, and stakeholder engagement records. No legal challenges or tenure disputes have been identified (Reynolds and Kiss, 2025).

2.3 Regional Geology

2.3.1 Geological Framework of the Irish Zinc-Lead Province

Ireland hosts one of the world's most prolific carbonate-hosted zinc provinces, with over 15 significant zinc-lead deposits discovered since 1960 (Figure 2-4, Figure 2-6, Figure 2-11). These deposits, classified as Irish-type base metal deposits, are typically hosted in Lower Carboniferous limestones — either the Navan Group or the Waulsortian Mudbank Limestone (Figure 2-5).

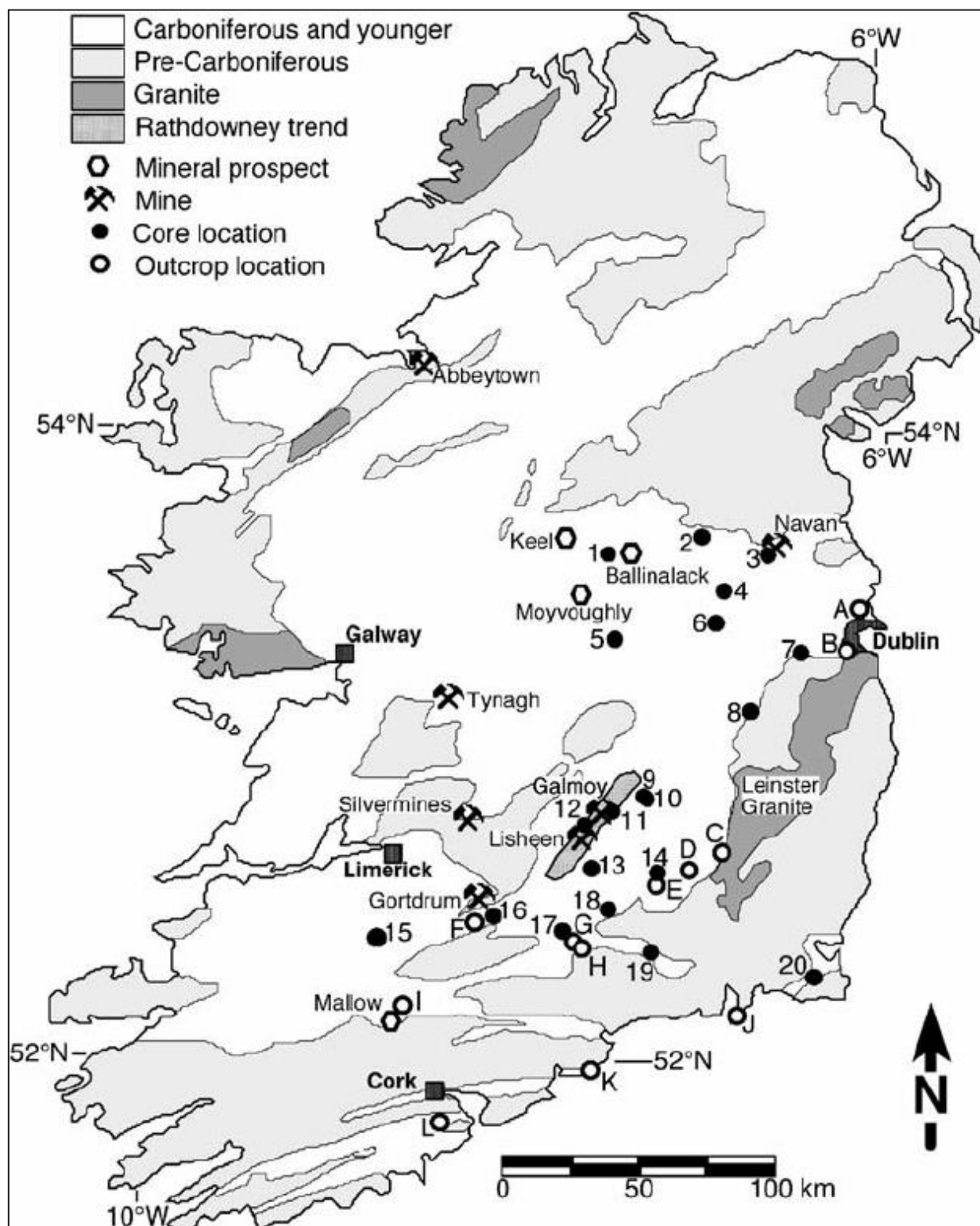


Figure 2-4 Geological map of Ireland showing zinc-lead mines and major exploration prospects

Source: (Johnson, et al., 2009)

Key geological controls include:

- Lithostratigraphy: mineralisation is typically hosted in the lowermost replaceable carbonate units.
- Structure: deposits are adjacent to east-northeast trending Caledonian basement faults, often crosscut by orthogonal faults.
- Alteration: dolomitisation and hydrothermal brecciation (e.g. Black and White Matrix Breccia) are common.
- Mineralisation style: stratiform sulphides (pyrite, sphalerite, galena) replacing dolomitised host rocks.
- Paragenesis: early calcite → ironstone → dolomite → breccia → zinc-lead sulphides → pink dolomite. (RSC, 2024).

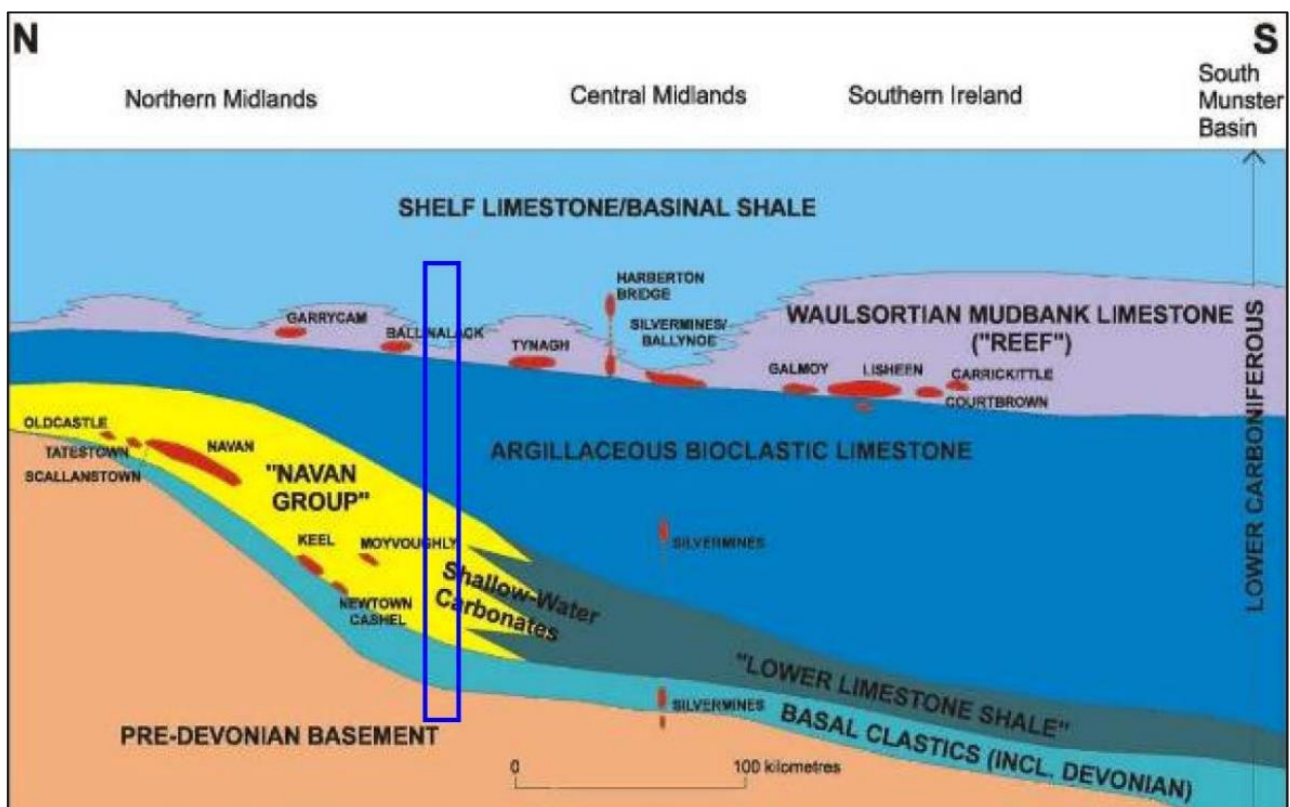


Figure 2-5 Schematic cross-section of the Irish Midlands zinc-lead province

Source: (RSC, 2024)

Note Blue box indicates general lithostratigraphy of the Midlands Region

2.3.2 Stratigraphy and Basin Architecture

The Irish Carboniferous basin, as illustrated in Figure 2-6 (Sowerby and Lehane, 2024), developed during a period of regional extension and marine transgression.

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Figure 2-6 Simplified Carboniferous basin map of Ireland showing current BMEx project

Source: Sowerby and Lehané, 2024

The stratigraphy relevant to zinc-lead mineralisation includes (Figure 2-7 and Figure 2-11):

- **Navan Group (Midlands)**

- Meath Formation: micritic limestones and calcareous sandstones (equivalent to Pale Beds at Navan).
- Moathill Formation: calcareous sandstones and shales (equivalent to Shaley Pales).
- Ballysteen Formation (ABL): crinoidal micrite with interbedded shales, deposited in mid-ramp settings.
- Waulsortian Limestone: massive micritic reef limestone, host to Lisheen, Galmoy, and Tynagh deposits.

- **Waterford Block (Lismore Syncline)**

- Devonian Old Red Sandstone (ORS): Ballytrasna, Knockmealdown, Ardmore, Ballyquinn Formations — fluvial sandstones and mudstones.
- Carboniferous succession:
 - Lower Limestone Shale: calcareous mudstones and shales.
- Ballymartin and Ballysteen formations (ABL): nodular limestones and calcarenites.
- Waulsortian Limestone: massive micritic limestone with stromatactis cavities and breccias (Figure 2-8).

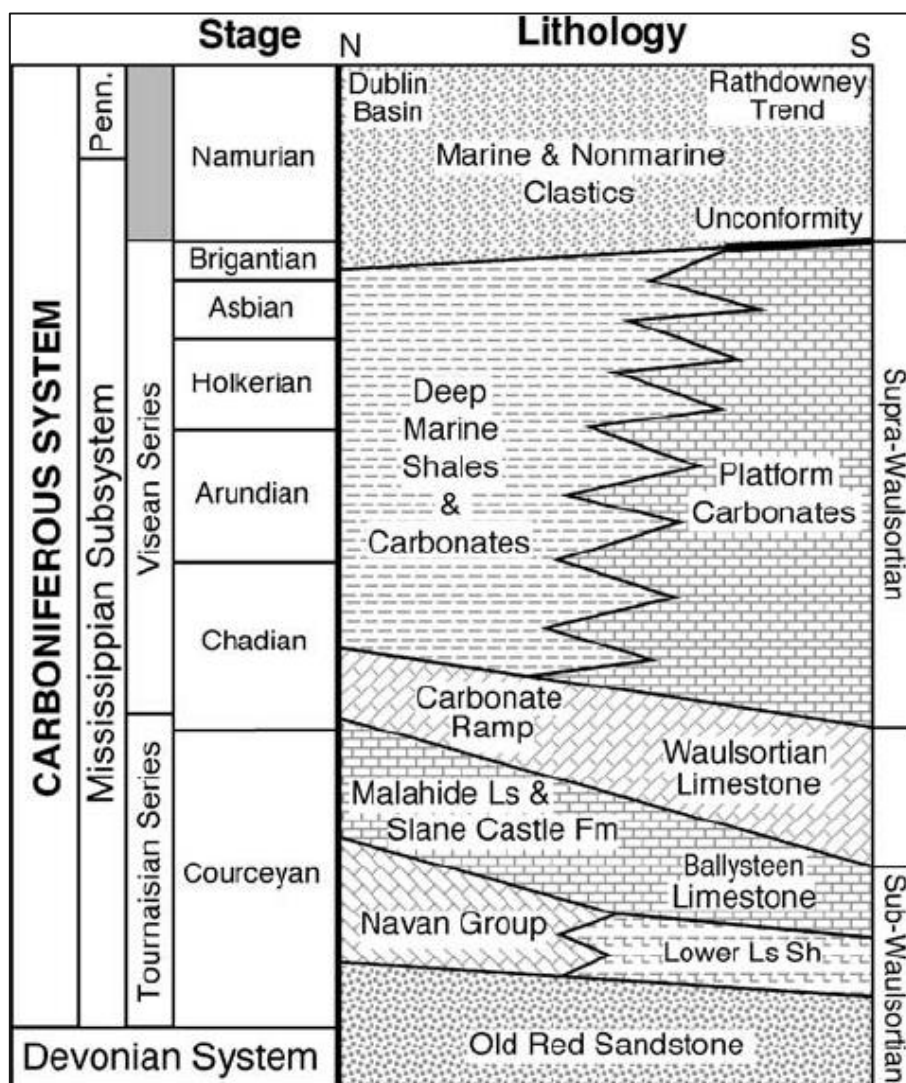


Figure 2-7 Generalised regional stratigraphy of the Irish zinc-lead deposits

Source: (Johnson, et al., 2009)

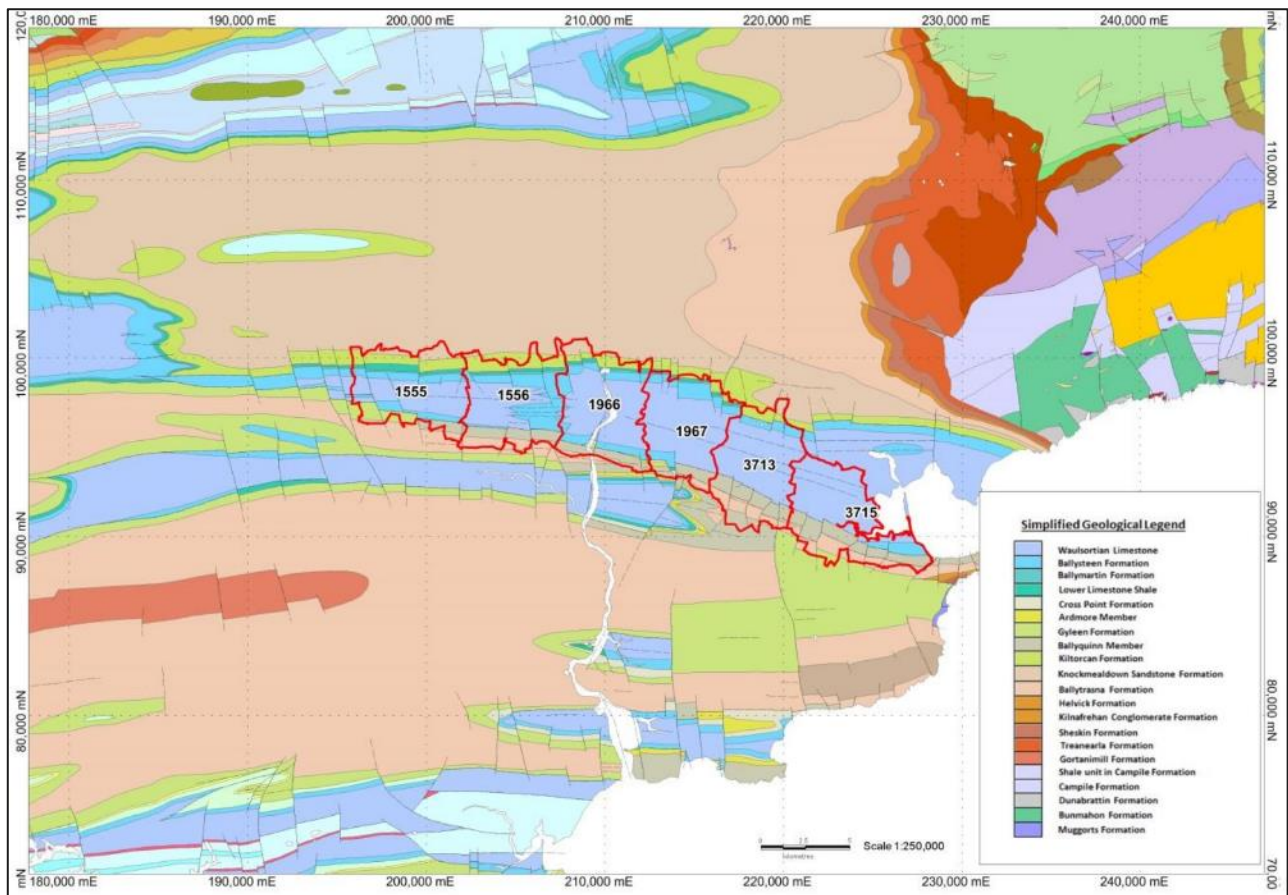


Figure 2-8 Lismore licence block geology map

Source: Reynolds and Kiss, 2025

Note PL3715 was surrendered in 2025

2.3.3 Structural Controls

Midlands

- Dominated by east-west trending normal faults (e.g. IM1 Fault, Keel Fault) and north-northwest cross-faults.
- The IM1 Fault is interpreted as southeast-dipping, controlling mineralisation at the M1 prospect.
- The Eastern Structural Corridor, inferred from EM, and IP data, remains untested but shares geometry with Lisheen and Pallas Green (RSC, 2024).

Recent reinterpretation of EM conductivity voxel models and historical stratigraphic sections has improved confidence in fault geometry and targeting. The IM1 Fault is now interpreted to dip southeast, contrary to earlier northwest-dipping models. This reinterpretation is supported by 1D constrained inversions of Tellus data and correlation with historical drill logs. The updated fault model and EM anomaly distribution are shown in Figure 2-9 (Sowerby and Lehane, 2024).

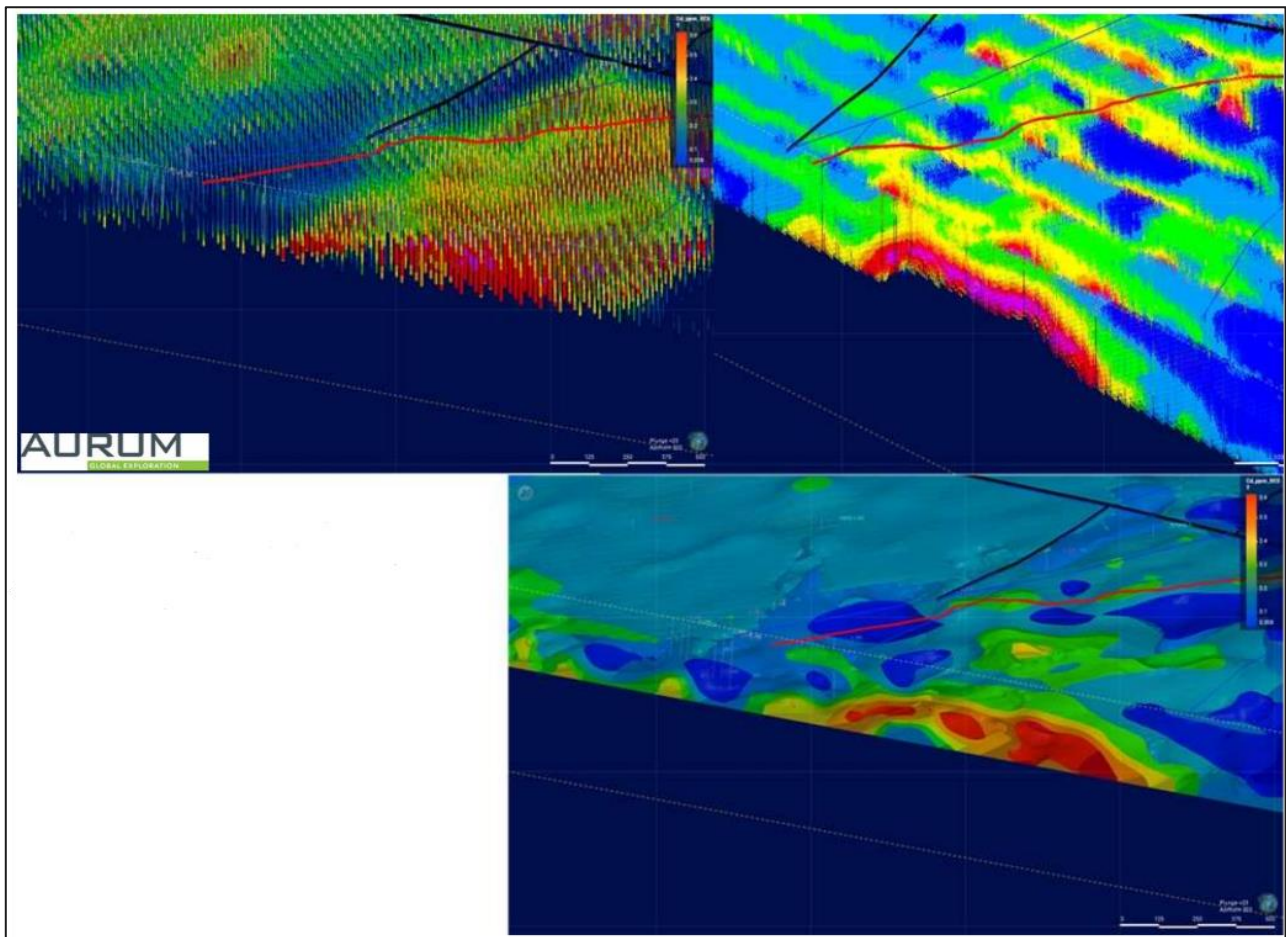


Figure 2-9 Screen grab of the different stages of fault modelling

Source: Sowerby and Lehane, 2024

Waterford

- The Lismore Syncline is an east-west trending fold with north-south cross-faults and a southern thrust margin.
- The Ballyquinn Member is faulted against the Waulsortian Limestone with ~500 m displacement.
- Structural complexity includes relay ramps, sag facies, and fault-controlled breccia zones (Reynolds and Kiss, 2025).

The Waterford licences are interpreted to lie within an asymmetric half-graben structure developed during late Devonian extension and subsequently inverted during the Variscan Orogeny. This basin architecture is illustrated in the conceptual exploration model (Figure 2-10; Reynolds and Kiss, 2025).

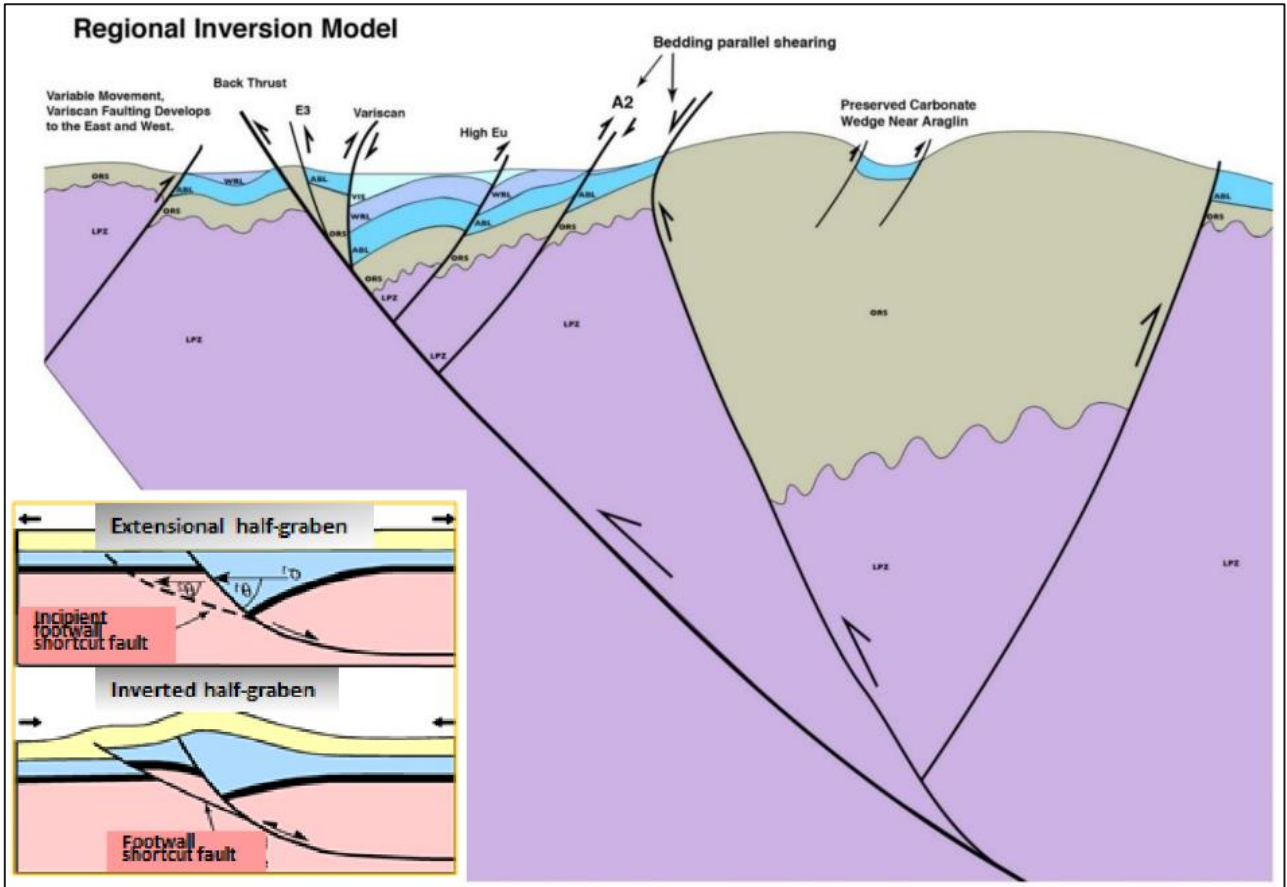


Figure 2-10 Lismore licence block exploration model; Lismore licence block developed as an asymmetric half graben formation on a footwall structure
Source: Reynolds and Kiss, 2025
Note Regional extension throughout the late-Devonian to Early Carboniferous followed by regional compression during the Variscan Orogeny resulted in basin inversion.

2.3.4 Mineral System Criteria

Both project areas meet the key criteria for Irish-type zinc-lead mineral systems (Table 2-4).

Table 2-4 Mineral system criteria

Criteria	Midlands	Waterford
Host lithology	Navan Group (Meath, Moathill)	Waulsortian Limestone
Structural architecture	IM1 Fault, Keel Fault, Eastern Corridor	Lismore Syncline, thrust faults
Alteration	Dolomitisation, brecciation	Dolomitisation, hydrothermal breccias
Depositional sites	Collapse breccias, reef margins	Hydrothermal breccias, sag facies
Preservation	Courceyan micrites, Pale Beds	Waulsortian reef, Viséan facies

2.3.5 Regional Prospectivity

The Midlands and Waterford Projects lie within the Irish Midlands Zinc Belt and share geological features with known deposits:

- Midlands: Proximity to Keel deposit (6.9 Mt at 6% Zn), presence of Navan Beds equivalents, and untested fault zones.
- Waterford: Extensive Waulsortian reef development, preserved Viséan stratigraphy, and fault-controlled breccia zones.

While no high-confidence resource statements can yet be made, the presence of key mineral system components and favourable geological settings supports continued exploration (RSC, 2024).

2.4 Midlands Project Geology and Prospectivity

2.4.1 Geological Setting

The Midlands Project is underlain by Viséan Shelf limestones, primarily crinoidal argillaceous micrites with interbedded shale and nodular chert. These shallow marine sediments were deposited in a shelf environment and may unconformably overlie older Carboniferous rocks. The deeper water equivalent is the Lucan Formation (Calp), composed of skeletal packstones (grain supported carbonate rocks) and shales, mapped in the southeast of PL1803 (RSC, 2024).

Small knolls of Viséan mudbank limestone, geochemically, and petrographically identical to Waulsortian reef, have been mapped in the southeast of the licence block, though no economic mineralisation has yet been encountered in these units. The Waulsortian Mudbank Limestone, host to Lisheen, and Galmoy, is not well developed on the licences but may be present beneath shelf limestones or interbedded with Calp (RSC, 2024).

Underlying the Waulsortian (where present) is the Ballysteen Formation (ABL), composed of crinoidal nodular micrite with interbedded shales. Beneath this lies the Moathill Formation (equivalent to the Shaley Pales), and the Meath Formation (equivalent to the Pale Beds), which host mineralisation at Navan. These rocks are Early Carboniferous in age and together comprise the Navan Group (Sowerby and Lehané, 2023).

The Navan Group is conformably underlain by the Basal Clastics, which are laterally equivalent to the Old Red Sandstone in southern Ireland. These consist of sandstones, shales, and conglomerates, and unconformably overlie basement rocks of Ordovician and Silurian age. These basement rocks are low-grade metamorphic units (pelites and psammites) associated with the Caledonian Orogeny and are often referred to as "Lower Palaeozoics" in exploration reports (Sowerby and Lehané, 2024).

Due to limited outcrop in the Longford Block, structural interpretation is constrained. However, three inliers — Newtown Forbes, Longford Keel, and Newtown Cashel — lie to the east of the block and appear to be partially fault-controlled by northeast-southwest striking normal faults with displacements of 50–200 m. The continuity of these faults beneath the Viséan Limestone cover is unknown, and previously unrecognised structures may be present (Sowerby and Lehané, 2024).

These relationships are illustrated in the stratigraphic section for PL1802/1803 (Figure 2-11).

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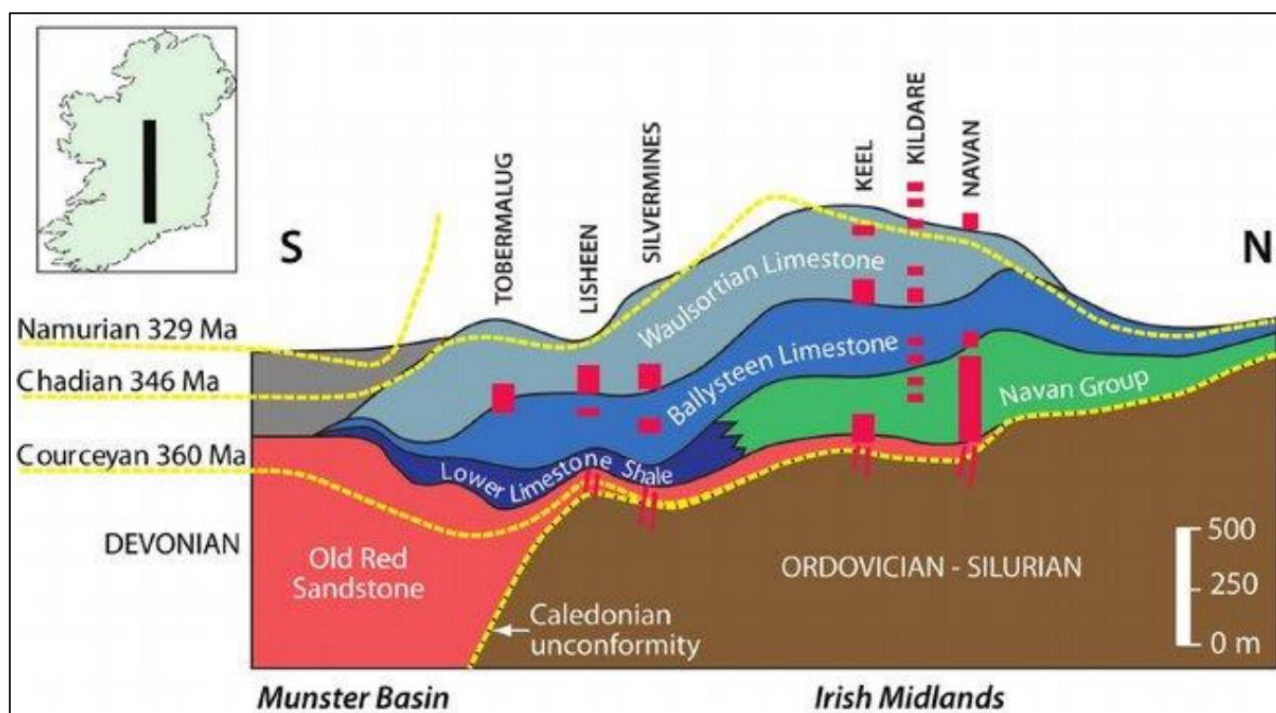


Figure 2-11 Simplified stratigraphic section from south to north across the Irish and the stratigraphic location of mineralisation in several deposits (pink bars) and footwall veins (pink lines)

Source: (Wilkinson and Hitzman, 2010)

Note: Dashed yellow lines represent approximate time-equivalent surfaces.

2.4.2 Structural Architecture

The Midlands Project is structurally complex and shares key architectural features with known Irish-type zinc-lead deposits. The dominant structural trend is east-west to east-northeast, with gently south-dipping Lower Carboniferous sediments. The primary structure controlling mineralisation is the IM1 Fault, interpreted as a southeast-dipping normal fault with downthrow on its southern side. This fault is associated with increased grade and thickness of mineralisation, particularly in hole L21, which returned 10.4 m at 2.52% Zn and 13.1 m at 1.0% Zn (Sowerby and Lehane, 2024).

A significant north-northwest trending fault zone, referred to as the Eastern Structural Corridor, has been inferred from mapping and geophysical data. This corridor lies east of the known mineralisation and remains untested by drilling. It is supported by historical IP surveys and reprocessed airborne EM data from the Tellus North Midlands survey (Sowerby and Lehane, 2024).

The structural setting of the Midlands Project shares similarities with deposits such as Lisheen, Pallas Green, and Tynagh, which are also controlled by east-west trending faults crosscut by north-northwest structures. A northeast-trending structure parallel to the Keel Fault is evident on the northern side of the Keel Inlier and is visible in airborne EM data. This structure has not been previously drilled and occurs in an area of poor outcrop with up to 20 m of recent sedimentary cover (Sowerby and Lehane, 2024).

Recent reinterpretation of EM conductivity voxel models and historical stratigraphic sections has improved confidence in fault geometry and targeting. The IM1 Fault is now interpreted to dip southeast, contrary to earlier northwest-dipping models. This reinterpretation is supported by 1D constrained inversions of Tellus data and correlation with historical drill logs (Sowerby and Lehane, 2024).

2.4.3 Mineralisation Style and Host Lithologies

Mineralisation identified to date at the Midlands Project is hosted by intraformational breccias within strongly dolomitised calcarenites and mixed micritic beds. These units occur towards the base of the Lower Carboniferous stratigraphy and are considered equivalent to the host rocks of the Navan zinc deposit (Tara mine) (Sowerby and Lehane, 2024).

The mineralisation style is consistent with Irish-type zinc-lead systems, characterised by disseminated sphalerite, and galena replacing dolomitised carbonate host rocks. The sulphides are typically stratiform and associated with hydrothermal brecciation, including Black Matrix Breccia, and White Matrix Breccia textures. Gangue minerals include dolomite, calcite, barite, and quartz (RSC, 2024).

The host lithologies belong to the Navan Group, comprising:

- Meath Formation: micritic limestones and calcareous sandstones (equivalent to Pale Beds at Navan)
- Moathill Formation: calcareous sandstones and shales (equivalent to Shaley Pales)
- Ballysteen Formation (ABL): crinoidal nodular micrite with interbedded shales, deposited in mid-ramp settings.

These units are Courcayan in age and are conformably underlain by the Basal Clastics, which consist of sandstones, shales, and conglomerates. The Basal Clastics unconformably overlie low-grade metamorphic basement rocks of Ordovician and Silurian age, commonly referred to as the "Lower Palaeozoics" (Sowerby and Lehane, 2023).

The mineralisation is interpreted to be structurally controlled, with increased grade, and thickness observed on the southern side of the IM1 Fault. This fault is associated with a zone of dolomitisation, and alteration extending over a strike length of at least 1 km and remains open down dip and along strike (Sowerby and Lehane, 2024).

Recent hyperspectral analysis of drill core from hole L12 has confirmed the presence of dolomitised and recrystallised carbonate facies consistent with known mineralised zones. The hyperspectral logging (HyLogger) data shows spectral facies transitions from clean calcite to muddy dolomitic calcite, with evaporitic textures, and brecciation evident in the mineralised intervals (Figure 2-12; Sowerby and Lehane, 2024).

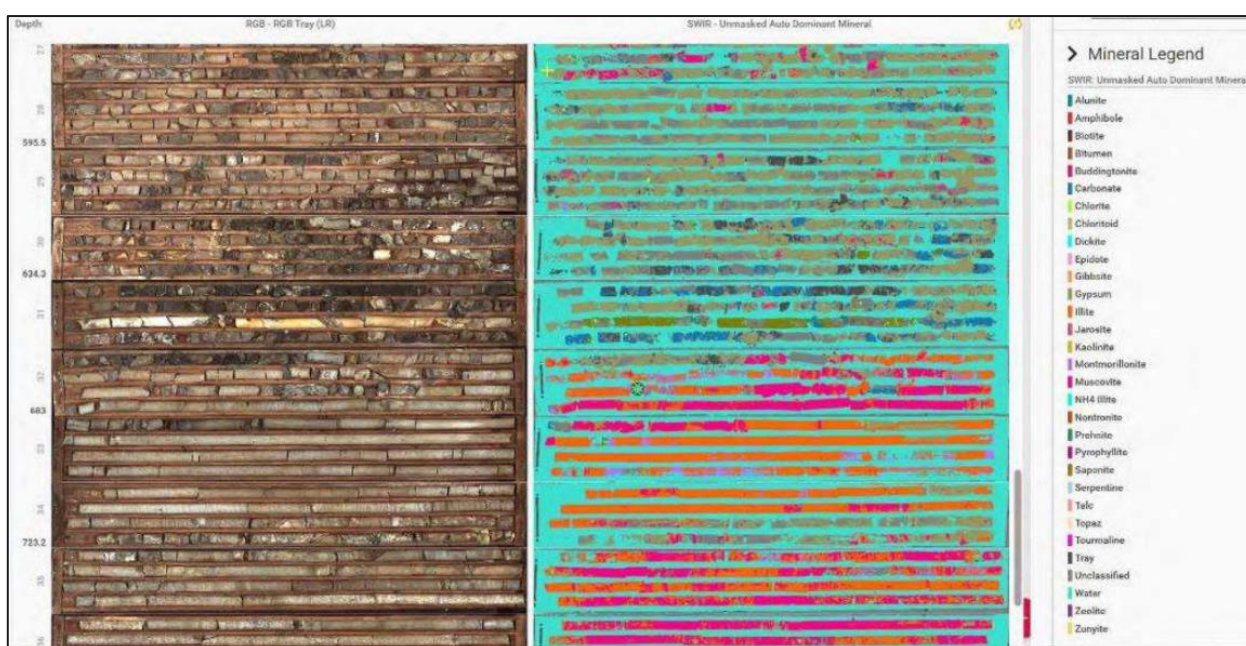


Figure 2-12 HyLogger data of mineralised section in drillhole L12

Source: Sowerby and Lehane, 2024

2.4.4 Historical Exploration

Exploration at the Midlands Project dates back to the late 1960s, with multiple operators conducting geochemical, geophysical, and drilling campaigns across PL1802 and PL1803. Early work by Amoco Minerals and Noranda in the 1970s focused on the Newtown Cashel prospect, where zones of dolomitisation and disseminated sphalerite mineralisation were identified over a strike length of approximately 1 km (Sowerby and Lehane, 2024).

Subsequent exploration by Aquitaine Mining, Arcon Resources, and Teck Ireland included shallow mapping drillholes, IP surveys, gravity surveys, and seismic reflection profiling. While mineralisation was encountered in several holes, systematic zinc analysis was not consistently applied, and many intervals remain unassayed or underreported (RSC, 2024).

A total of 38 deep diamond drillholes (>50 m) and 22 shallow holes (<50 m) have been completed, totalling 7,471 m. Fourteen of these holes were drilled in the vicinity of the M1 prospect. Zones of dolomitisation and pyrite-dolomite alteration were intersected in multiple holes, indicating a broader zone of anomalism and alteration consistent with Irish-type zinc-lead systems (Sowerby and Lehane, 2023).

Notable intercepts include:

- L-21: 10.4 m at 2.52% Zn and 13.1 m at 1% Zn from 209.1 m and 252.4 m respectively
- L-13: Multiple intercepts including 1.2 m at 6.3% Zn at 231 m
- L-19: 9.1 m at 1.8% Zn at 213.4 m.

Mineralisation is open along strike and down dip, particularly on the southern side of the IM1 Fault, which remains largely untested.

Geophysical surveys conducted between 1973 and 1983 included dipole-dipole IP and gravity profiling. IP surveys were largely ineffective due to the low pyrite content of the mineralisation, which is dominantly sphalerite. More recent airborne EM data from the Tellus North Midlands survey has been reprocessed to identify conductivity anomalies correlating with mapped structures and mineralised zones (Sowerby and Lehane, 2024).

2.4.5 Recent Exploration and Geophysical Modelling

Recent exploration at the Midlands Project has focused on refining the geological model, improving structural interpretations, and identifying new drill targets. BMEx, supported by Aurum Exploration, undertook a comprehensive data compilation and reinterpretation program between 2021 and 2024. This included the integration of historical drill data, geophysical datasets, and hyperspectral core scans into a unified 3D model (Sowerby and Lehane, 2024).

A hyperspectral analysis of drill core from hole L13 was completed using Geological Survey of Ireland (GSI) HyLogger data. The spectral facies confirmed transitions from clean calcite to muddy dolomitic calcite, with evaporitic textures, and brecciation evident in the mineralised intervals. These results support the interpretation of dolomitised host rocks consistent with Irish-type zinc-lead systems (Sowerby and Lehane, 2024).

BMEx reprocessed historical IP data from the 1974 Amoco Minerals survey and the 1981 Aquitaine Mining survey. Three lines were selected for 2D inversion modelling using Res2DInv software. While the IP data did not directly map mineralisation, weak chargeability anomalies were observed near fault zones, possibly related to clay or saline water within the structures (Sowerby and Lehane, 2024).

Airborne EM data from the 2015 Tellus North Midlands survey was reinterpreted to generate conductivity depth images and voxel models. These models revealed discrete EM responses around the M1 prospect, which correlate with mapped stratigraphy and interpreted fault zones.

A 1D constrained inversion of the Tellus data was completed by the Aarhus Group, improving confidence in fault geometry and aiding drill targeting (Sowerby and Lehane, 2024).

This work included correlation of EM conductivity slices with historical stratigraphic interpretations by Philcox and Collar (1981). The resulting integration is illustrated in Section A, which shows the alignment of conductive zones with Units 3 and 4 of the local sequence, interpreted as Navan Beds equivalents (Figure 2-13; Sowerby and Lehane, 2023).

BMEx also completed a soil geochemistry survey using ionic leach methods. A total of 113 samples were collected and analysed at ALS Loughrea. Elemental ratios (e.g. Cd/CdMax + Sb/SbMax) were used to identify hydrothermal alteration zones. These anomalies correlate with EM responses and interpret fault structures, supporting the definition of new drill targets (Sowerby and Lehane, 2024).

A VLF EM survey was conducted along five pilot lines to clarify the location of major structures. Data were collected using transmitters in Cumbria and Maine to test northeast-southwest and north-northwest to south-southeast trending faults. The survey confirmed the trace of the IM1 Fault and identified additional crossover points consistent with faulting (Sowerby and Lehane, 2024).

2.4.6 Conceptual Model and Targeting Strategy

BMEx has developed a refined conceptual model for the Midlands Project based on the integration of historical stratigraphy, geophysical datasets, and recent reinterpretation of EM conductivity voxel models. The targeting strategy focuses on the M1 prospect, where historical drilling and geophysical anomalies suggest the presence of fault-controlled mineralisation within Navan Group equivalents (Sowerby and Lehane, 2024).

The primary target zone lies on the hangingwall side of the IM1 Fault, between drillhole L21, and the Streamstown Fault. This ~1.5 km corridor remains largely untested and is interpreted to host dolomitised and brecciated carbonate units with potential for Irish-type zinc-lead mineralisation. The fault geometry, stratigraphic position, and alteration style are consistent with known deposits such as Navan and Lisheen (Sowerby and Lehane, 2024).

Recent work has focused on correlating historical stratigraphic interpretations by Philcox and Collar (1981) with conductivity slices from BMEx's 3D EM voxel model. The modelled conductivity responses align with Units 3 and 4 of the local sequence, described as Mixed Micrite Beds and Upper Calcareous Sandstone, which host mineralisation in the area. These units are interpreted to correlate with the Navan Beds (Figure 2-13; Sowerby and Lehane, 2023).

The conceptual model also incorporates structural reinterpretation from Tellus EM depth slices and 1D constrained inversions by the Aarhus Group. These data support a southeast-dipping geometry for the IM1 Fault and highlight additional fault splays and sub-basins that may host mineralisation. The targeting strategy includes proposed drillholes designed to test these features, with environmental screening and land access agreements already underway (Sowerby and Lehane, 2024).

Proposed Exploration

As part of the earn-in and joint venture agreement, proposed work programmes for the next three years are discussed.

In 2025, soil geochemistry, and electromagnetic geophysics is proposed for Midlands. Thereafter, pending 2025 exploration results and technical review, the proposed work is for a drilling program at Midland in 2026 and 2027.

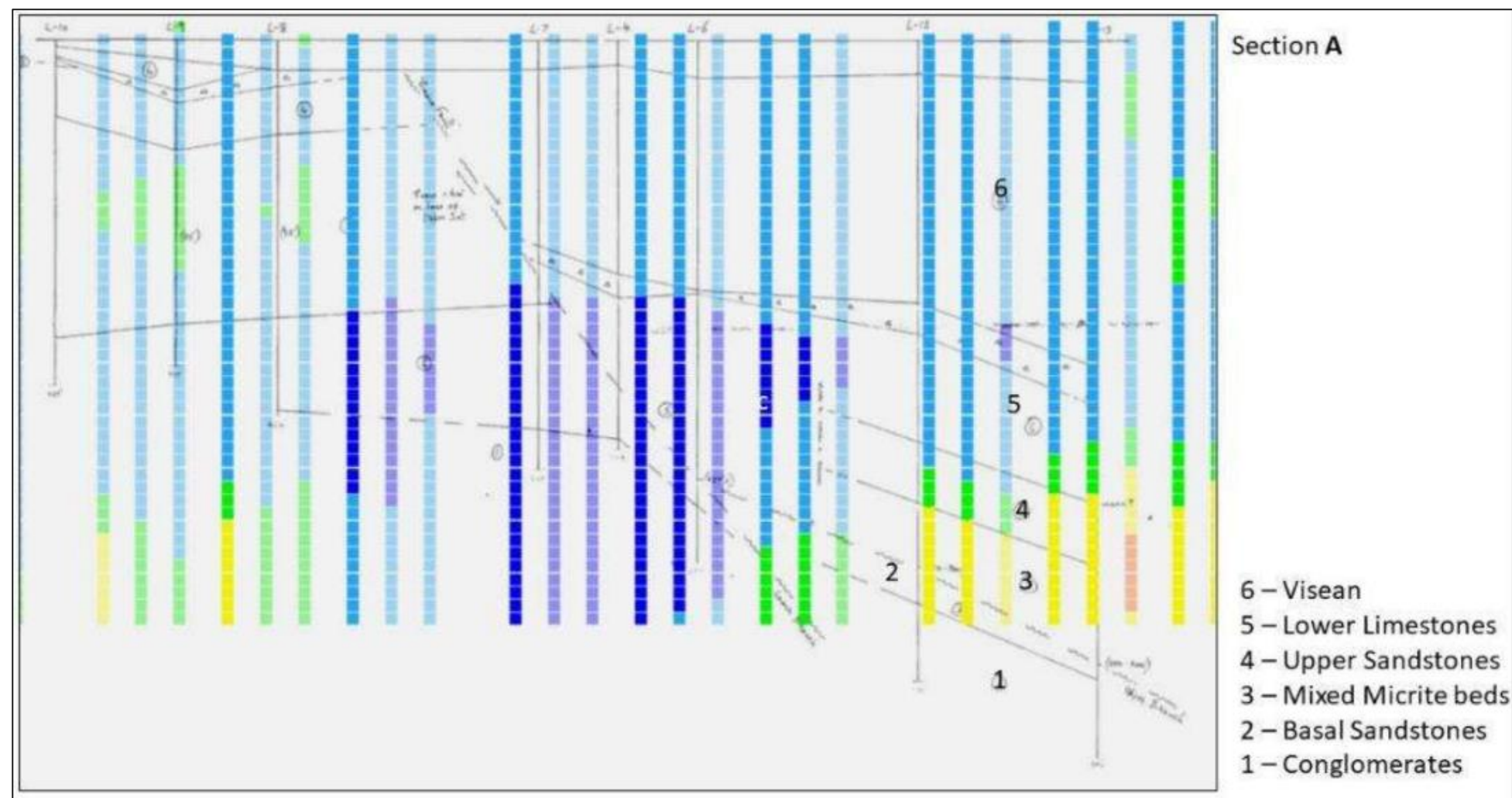


Figure 2-13 Section A – correlation between 1981 stratigraphy interpretation and conductivity slices from 3D EM voxel model

Source: Sowerby and Lehane, 2023

2.4.7 Discussion and Conclusions

The Midlands Project is prospective for Irish-type zinc-lead mineralisation based on a combination of geological, structural, geochemical, and geophysical factors. The presence of Navan Group equivalents, including the Meath, Moathill, and Ballysteen formations, provides a favourable stratigraphic setting for mineralisation. These units are known hosts at the Navan deposit and are present across both PL1802 and PL1803 (Sowerby and Lehane, 2024).

Extensive dolomitisation and brecciation have been observed in drill core and hyperspectral datasets, particularly within calcarenites and micritic beds near the base of the Lower Carboniferous sequence. These alteration styles are consistent with known Irish-type systems and are interpreted to enhance permeability and fluid flow (Sowerby and Lehane, 2024).

Historical drilling has identified zones of zinc anomalism ($>1,000$ ppm Zn) across a strike length of approximately 1 km. While systematic assaying was not consistently applied, the distribution of alteration and anomalism suggests a broader mineralised system that remains open along strike and down dip (Sowerby and Lehane, 2024).

Reprocessed EM data from the Tellus North Midlands survey has revealed conductivity anomalies that correlate with interpreted fault zones and mineralised stratigraphy. These anomalies are particularly strong around the M1 prospect and align with Units 3 and 4 of the Philcox and Collar (1981) stratigraphy, interpreted as Navan Beds equivalents (Sowerby and Lehane, 2023).

The structural architecture of the project area includes the IM1 Fault, Eastern Structural Corridor, and Streamstown Fault, all of which are considered prospective. The IM1 Fault, in particular, is associated with increased grade and thickness of mineralisation on its southern side and remains largely untested (Sowerby and Lehane, 2024).

However, several challenges remain. These include:

- Depth to mineralisation (>200 m in some areas)
- Incomplete historical datasets and inconsistent assay coverage
- Environmental constraints such as blanket bog and proximity to proposed NHAs.

Despite these limitations, the integration of historical and recent datasets has improved the geological understanding of the area.

In ERM's professional opinion, the Midlands Project meets multiple criteria for Irish-type zinc-lead mineral systems and warrants continued exploration.

ERM considers the material opportunities associated with the Midlands Project to be the positive exploration potential that has not been extensively tested previously. The project area is demonstratively highly prospective, and historical datasets are incomplete and at times inconsistent.

Further exploration work, specifically deeper drill testing of the identified target areas, has the potential to create value uplift for the project, should the results prove to be positive.

ERM considers the material risks associated with the Midlands Project to be the depth to the mineralisation discovered to date, and the environmental constraints discussed above.

2.5 Waterford Project Geology and Prospectivity

2.5.1 Geological Setting

The Waterford Project is centred on the Lismore Syncline, an east–west trending fold system developed during the Variscan Orogeny. The syncline hosts a thick succession of Devonian and Lower Carboniferous rocks, forming a structurally complex and stratigraphically diverse block prospective for Irish-type zinc-lead mineralisation (Figure 2-8; Reynolds and Kiss, 2025)

The oldest rocks in the block are Devonian in age, including the Ballytrasna Formation (red siltstones and mudstones), Knockmealdown Sandstone Formation (coarse upward-fining sandstones), and the Kiltorcan Formation, which is subdivided into the Ballyquinn and Ardmore Members. These units are exposed along the southern and northern flanks of the syncline and represent fluvial to alluvial depositional environments (Murphy, 1985; Boldy, 1982; Carruthers, 1985; Sleeman and McConnell, 1995).

The Carboniferous succession begins with the Lower Limestone Shale, comprising the Ringmoyle and Ballyvergin Formations. These units consist of fossiliferous calcareous mudstones and non-calcareous shales, deposited during a marine transgression. Above this lies the Ballymartin and Ballysteen formations (ABL), which are mapped along the northern limb of the syncline. The Ballymartin Formation consists of thinly bedded nodular muddy limestones and calcareous shales, while the Ballysteen Formation includes thick-bedded calcarenites and crinoidal calcisiltites (limestone that is composed predominantly, more than 50%, of detrital (transported) silt-size carbonate grains) (Murphy, 1985).

The Waulsortian Mudbank Limestone (WRL) dominates the central axis of the Lismore Block. It is composed of massive micritic limestone, wackestones, and packstones with stromatolite cavities, bryozoan beds, and crinoidal-rich textures. The WRL is interpreted to have developed as sheet-like mud mounds in a deep marine setting below wave base. Transitional facies between the WRL and ABL include mottled calcisiltite and nodular micrite units. Biostratigraphic dating of drill core and outcrop confirms the presence of Viséan reef facies, with some evidence for younger reef sediments preserved in the central axis (Philcox, 2017).

The southern margin of the syncline is interpreted as a thrust fault, with ~500 m displacement between the WRL and underlying Devonian units. North–south cross-faults dissect the fold limbs and are interpreted to control breccia development and fluid flow. The geometry of the syncline is asymmetric, with steeply dipping limbs and second-order folds. The structure has been reinterpreted as an inverted half-graben, with reef facies preserved in the central axis and fault-controlled breccias developed along the margins (Reynolds and Kiss, 2025).

This geological framework is illustrated in the updated exploration model (Figure 2-10; Reynolds and Kiss, 2025).

Further structural complexity is illustrated in the Ballinanchor–Owbeg Section (Figure 2-14); Reynolds and Kiss, 2025), which shows the juxtaposition of hydrothermal and sedimentary breccias, fault offsets, and preserved WRL thicknesses.

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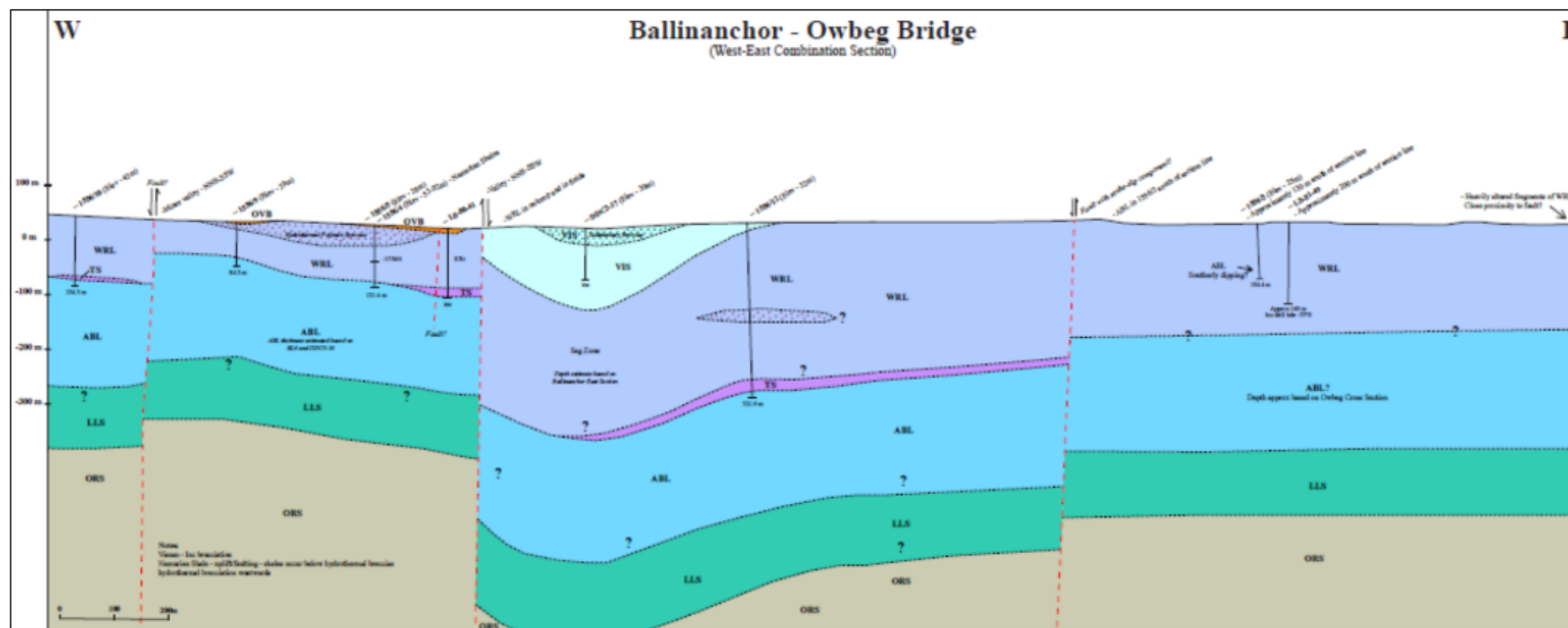


Figure 2-14 Ballinanchor–Owbeg section
Source: Reynolds and Kiss, 2025

2.5.2 Structural Architecture

Regional Framework

The Waterford Project lies within the Lismore Syncline, a major east–west trending fold system developed on the southern margin of the Irish zinc-lead province. It is structurally bounded by the Munster Basin to the south and the Knockmealdown–Comeragh Mountains to the north. The northern margin of the Munster Basin is marked by the Variscan Front, previously defined by Gill (1962) as the Dingle–Dungarvan Line. The Killarney–Mallow Fault, interpreted as a major Variscan reverse fault, is mapped for over 70 km along this front.

Multiple structural models have been proposed for the region:

- Thin-skinned deformation above a sole thrust at the base of the ORS (Cooper et al., 1986)
- Lithospheric delamination due to Caledonian continent–continent collision (Matthews et al., 1983)
- Inversion of early extensional faults during Variscan compression (Price, Todd, Naylor, 1989)
- Surge zone model with steep cleavage and folding above a basal thrust (Murphy, 1990).

Syncline Geometry and Internal Faulting

The Lismore Syncline is now interpreted as an inverted asymmetric half-graben, formed during late Devonian–Early Carboniferous extension and later inverted during the Variscan Orogeny (Reynolds and Kiss, 2025).

Key structural features include:

- Major east-west trending extensional faults, reactivated during Variscan compression
- North-south cross-faults with dip-slip components, offsetting stratigraphy and creating structural traps
- Relay ramps and fault splays, controlling breccia development and fluid flow
- Intra-graben highs, such as the ABL inlier in PL1556, interpreted as horst blocks (Reynolds and Kiss, 2025).

The southern margin of the syncline is interpreted as a thrust fault, evidenced by the Ballyquinn Member being faulted against the Waulsortian Mudbank Limestone, with a displacement of ~500 m. On the northern limb near Dungarvan, the Lower Limestone Shale and Ballymartin Formation, with a combined thickness of ~60 m, are cut out, suggesting significant structural truncation (Figure 2-14; Reynolds and Kiss, 2025).

Structural Complexity and Reinterpretation

Recent structural-stratigraphic synthesis work by Foresight and consultants (Philcox, Murphy, Collier, Beach, 2024) has refined the understanding of the Lismore Syncline:

- The syncline is corrugated by gentle to open, symmetrical second-order folds, with several plunge reversals and steeply dipping limbs
- The northern limb is cut by a back thrust, while the southern limb contains several northward-verging asymmetrical folds disrupted by fore-thrusts
- The strike swing from 90° to 110° near Dungarvan may reflect the influence of the Leinster Massif, acting as a stable Caledonian block.

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Fault-Controlled Mineralisation and Targeting Implications

Structural features are closely associated with mineralisation (Reynolds and Kiss, 2025):

- Hydrothermal breccias and collapse breccias are observed along fault zones, particularly at Ballinanchor and Ballyduff
- Drill core from Ballinanchor shows lateral continuity of breccia zones across faults, with polymictic sedimentary breccias to the east and hydrothermal breccias to the west
- The Glenbeg sag is more structurally complex than previously thought, with volcanoclastics and faulted WRL–ABL contacts indicating potential ore fluid pathways.

Nine exploration targets were defined using Sentinel-2 imagery, DEM, gravity, and magnetic data, based on:

- Presence of Courceyan–Chadian age extensional faults
- Intersections and splays along major faults
- Gravity/magnetic lineaments
- Suitable stratigraphy and anomalous zinc values.

2.5.3 Mineralisation Style and Host Lithologies

Mineralisation within the Waterford Project is hosted primarily by hydrothermal breccias and collapse breccias developed within the Waulsortian Mudbank Limestone (WRL) and adjacent carbonate units. These breccias vary in texture and origin, with polymictic sedimentary breccias observed in drillhole DDC3-17 and non-sedimentary hydrothermal breccias identified in drillholes 1556/5 and LS-80-41 (Philcox, 2017; Reynolds and Kiss, 2025).

The breccia bodies are typically lenticular and vary in alteration intensity, with dolomitisation and silicification common throughout. Sphalerite is the dominant sulphide mineral, occurring as disseminated grains, matrix infill, and clast replacements. Pyrite is also present, particularly within stylolitic pressure-solution breccias and argillaceous material. Occasional galena and possible smithsonite have been noted in oxidised zones (Philcox, 2017).

Mineralisation is spatially associated with fault zones and structural intersections, particularly in the Ballinanchor and Ballyduff areas. Drill core observations confirm that breccia zones inter-finger with WRL facies and are often located near the base of the reef or within sub-Waulsortian facies. Karstic brecciation and cavity collapse features are also present, suggesting multiple phases of fluid flow and structural reactivation (Reynolds and Kiss, 2025).

Micropalaeontological analysis has confirmed the preservation of Viséan reef facies in several drillholes, with fissure-fill Late Carboniferous (Namurian) shales observed in DDC3-16 and BL4. These findings support a prolonged mineralising event and stratigraphic preservation across the syncline axis (Philcox, 2017; Murphy, 1985).

This mineralisation style is consistent with Irish-type zinc-lead systems, where sulphides replace dolomitised carbonate host rocks and are associated with brecciation, cavity infill, and structural complexity. These textures are illustrated in Figure 2-15, which shows a hydrothermal breccia with sphalerite and finely disseminated pyrite within the matrix (Figure 2-15; Reynolds and Kiss, 2025).



Figure 2-15 Highly oxidised/altered hydrothermal breccia with scattered dark brown sphalerite crystals within matrix and lining margins of clasts, very finely disseminated pyrite grains within a matrix

Source: Reynolds and Kiss, 2025

2.5.4 Historical Exploration

Exploration across the Waterford Project area has spanned nearly six decades, with activity concentrated in PL1555 and PL1556. Early work by Rio Tinto Finance and Exploration (1965–1979), Billion Exploration Ireland (1980–1982), and Navan Resources Plc (1993–1997) included geological mapping, soil and stream sediment geochemistry, deep overburden sampling, trenching, and diamond drilling. A total of 62 diamond drillholes were completed across the block, totalling 8,912 m, with the majority focused on shallow mineralisation at the Ballinanchor and Ballyduff prospects (RSC, 2024).

These programs identified zinc-rich breccias within the Waulsortian and ABL units, with intercepts such as:

- 39.3 m at 1.76% Zn from 3.5 m (Ballinanchor, 1556/5)
- 12.8 m at 2.94% Zn from 162 m (Ballyduff, DDC3-4).

Consultant Dr Mike Philcox confirmed the preservation of Viséan reef lithologies and identified both hydrothermal and sedimentary breccias, with sphalerite and pyrite as dominant sulphides (Reynolds and Kiss, 2025).

Subsequent operators, including Hibernian Resources and Foresight, focused on re-logging, biostratigraphy, and reinterpretation of drill core. Despite encouraging results, drill density outside the known prospects remains low, with only three holes drilled over a 15 km strike length in the eastern licences. Historical mineralisation was largely discovered through follow-up of strong soil geochemical anomalies, which remain untested in several areas (RSC, 2024).

The historical dataset provides a robust foundation for reinterpretation, but gaps in stratigraphic correlation, structural control, and deep targeting persist. These limitations underscore the need for modern exploration techniques and a comprehensive review of legacy data.

2.5.5 Recent Exploration and Geological Reinterpretation

Recent exploration across the Waterford Project has focused on refining the geological model, validating historical interpretations, and generating new drill targets. Work completed between 2022 and 2024 by Foresight and its consultants included geological mapping, lithogeochemical characterisation, biostratigraphy, geophysics, and structural-stratigraphic synthesis.

Reconnaissance geological mapping and prospecting were carried out across PL1555, PL1556, and PL1966, with emphasis on the southern Upper Devonian–Lower Carboniferous contact. New outcrop exposures of ABL and WRL were identified, and gossanous float material was sampled in the Deerpark East region. Dolomitisation within the WRL was confirmed to be subtle and fine-grained, with tectonic brecciation observed in several locations (Reynolds and Kiss, 2025).

Micropalaeontological analysis of drill core and outcrop samples confirmed the preservation of Viséan reef facies and identified fissure-fill Namurian shales in several holes, including DDC3-16 and BL4. These findings support a prolonged mineralising event and stratigraphic preservation across the syncline axis (Philcox, 2017; Murphy, 1985).

A ground penetrating radar survey was trialled at Ballinanchor and Owbeg Bridge, with results indicating responses that may coincide with mapped structural features. Additionally, a high-level review of BHP's 1998 East Fermoy EM survey data was completed, identifying shallow conductivity anomalies in the Glenmorishmeen area. While cultural interference complicates interpretation, the anomalies correlate with favourable structural and stratigraphic settings and warrant further investigation (Reynolds and Kiss, 2025).

A structural-stratigraphic synthesis was undertaken with input from consultants including Dr Mike Philcox, Dr Frank Murphy, Dr Dave Collier, and Dr Alastair Beach. This work confirmed the presence of an inverted asymmetric half-graben system, identified major controlling faults, and refined the understanding of breccia distribution and stratigraphic preservation. Nine exploration targets were defined using Sentinel-2 imagery, DEM, gravity, and magnetic data, based on fault intersections, stratigraphic suitability, and geochemical anomalies (Reynolds and Kiss, 2025).

This reinterpretation has improved the geological understanding of the Lismore Block and supports the development of new drill targets at Ballinanchor, Glenbeg, Ballyduff, and Glenmorishmeen.

2.5.6 Targeting and Conceptual Model

The targeting strategy for the Waterford Project is based on the integration of historical drill data, recent structural-stratigraphic synthesis, and reinterpretation of geophysical and geochemical datasets. The conceptual model proposes that the Lismore Syncline formed as a tectonically controlled half-graben during late Devonian to Early Carboniferous extension, subsequently inverted during the Variscan Orogeny. This preserved Lower Carboniferous reef and sub-reef facies within a structurally complex basin, bounded by major extensional and thrust faults (Reynolds and Kiss, 2025).

Mineralising fluids are interpreted to have migrated along these faults during Courceyan–Chadian times, depositing zinc-lead sulphides in structurally controlled hydrothermal breccias. The preservation of Viséan stratigraphy and the presence of fissure-fill Namurian shales in drillholes such as DDC3-16 and BL4 suggest that mineralisation continued into the early Viséan and was followed by mid-Carboniferous sedimentation (Philcox, 2017).

Target generation has focused on identifying areas where:

- Waulsortian reef facies are preserved and structurally thickened
- Fault intersections and relay ramps are present
- Hydrothermal breccias and collapse breccias are observed in drill core

- Coherent shallow soil anomalies coincide with favourable stratigraphy
- Viséan and Namurian facies are preserved in synclinal cores.

Nine exploration targets have been defined using Sentinel-2 imagery, DEM, gravity, and magnetic data. These include Ballinanchor West, Glenbeg, Ballyduff, Ballymartin North, and Glenmorrishmeen. The Ballinanchor–Owbeg section (Figure 2-14; Reynolds and Kiss, 2025) illustrates the juxtaposition of hydrothermal and sedimentary breccias across fault zones, while the updated exploration model (Figure 2-10; Reynolds and Kiss, 2025) shows the basin-scale geometry and mineral system framework.

This model supports the interpretation that known mineralisation at Ballinanchor and Ballyduff represents the distal expression of a larger, structurally controlled system. The next phase of exploration will focus on testing deeper targets down-dip of these breccia zones and refining the structural model using light detection and ranging (LiDAR), VLF, and Research Ireland Centre for Applied Geosciences supported research.

Proposed Exploration

As part of the earn-in and joint venture agreement, proposed work programmes for the next three years are discussed.

In 2025, proposed work includes geological interpretation integrating new drill core data with known geology and structural reviews to optimise drill targeting. In 2026 this work would be expanded to include structural interpretation, geological mapping, soil geochemistry, and ecological work, to support drill targeting. Drilling is proposed for 2027.

2.5.7 Discussion and Conclusions

The Waterford Project meets multiple criteria for Irish-type zinc-lead mineral systems, including favourable host lithologies (Waulsortian Mudbank Limestone and Ballysteen Formation), structural complexity (extensional and thrust faulting), and mineralisation styles (hydrothermal and collapse breccias). These features are observed across several licences, particularly PL1555, PL1556, and PL1966, where preserved reef facies and fault-controlled breccias have been confirmed in drill core and outcrop mapping (Reynolds and Kiss, 2025).

Recent reinterpretation of the Lismore Syncline as an inverted asymmetric half-graben has improved the geological understanding of the block. This model supports the preservation of Viséan reef facies and the development of mineralised breccia zones along fault intersections and relay ramps. Nine exploration targets have been defined using Sentinel-2 imagery, DEM, gravity, and magnetic data, and are supported by geochemical anomalies and favourable stratigraphy (Reynolds and Kiss, 2025).

Despite these strengths, several limitations remain. Historical drilling has focused on shallow mineralisation, and no holes have been drilled since 1997. Many historical datasets are incomplete or unavailable, and some drillholes were not assayed due to the absence of visible sulphides. Zinc intercepts from Waterford rank in the top 40% of the global Opaxe database (www.opaxe.com), indicating moderate but not exceptional grades (RSC, 2024).

ERM considers the Waterford Project to have moderate to high prospectivity, particularly in areas where recent reinterpretation has identified previously overlooked targets.

ERM considers the material opportunities associated with the Waterford Project to be the identified exploration potential that has not been extensively tested previously, especially given the recent reinterpretation of the Lismore Syncline. The project area is demonstratively prospective, and historical datasets are incomplete.

Further exploration work, specifically extensive drill testing of the identified target areas, has the potential to create value uplift for the project, should the results prove to be positive.

ERM considers the material risks associated with the Waterford Project to be the environmental constraints, including SACs and pNHAs, may limit access in certain areas, and community engagement will be critical for future exploration.

Nonetheless, the presence of key mineral system components, untested structural corridors, and preserved reef stratigraphy supports continued exploration.

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3. VALUATION

Valuation of Mineral Assets is not an exact science, and several approaches are possible – each with varying positives and negatives. While valuation is a subjective exercise, there are several generally accepted procedures for establishing the value of Mineral Assets. ERM considers that, wherever possible, inputs from a range of methods should be assessed to inform the conclusions about the Market Value of Mineral Assets.

The valuation is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Refer to Appendix C for a discussion of valuation approaches and valuation methodologies, including a description of the VALMIN classification of Mineral Assets.

3.1 Previous Valuations

ERM is not aware, nor has ERM been made aware of, any publicly disclosed valuation opinion on the Midlands and Waterford Zinc Projects.

3.2 Valuation Approach

ERM consider the Midlands and Waterford Zinc Projects to be Advanced Exploration Projects, as defined in the VALMIN Code.

In forming an opinion as to the Market Value of the Mineral Assets, the approach adopted by ERM has been to rely primarily on market-based methods (primarily the comparative transaction method) based on the area tenure held. The Kilburn method has been used as a crosscheck.

The choice of valuation methods employed was dictated by the exploration stage of the assets and the availability of information.

The Valuation Basis employed by ERM is Market Value, as defined by the VALMIN Code (2015) and explained in Appendix C. The Valuation Date is 29 August 2025. The currency is US dollars (US\$) unless otherwise stated.

Project values are expressed on a 100% basis unless otherwise stated.

3.3 Commodities Market

The zinc price history for the past 10 years is summarised in Figure 3-1, with the variation in the zinc price over time highlighting the need to normalise transactions to account for variations in commodity prices and exchange rates over time. The spot zinc price on 29 August 2025 was US\$2,825.12/t.

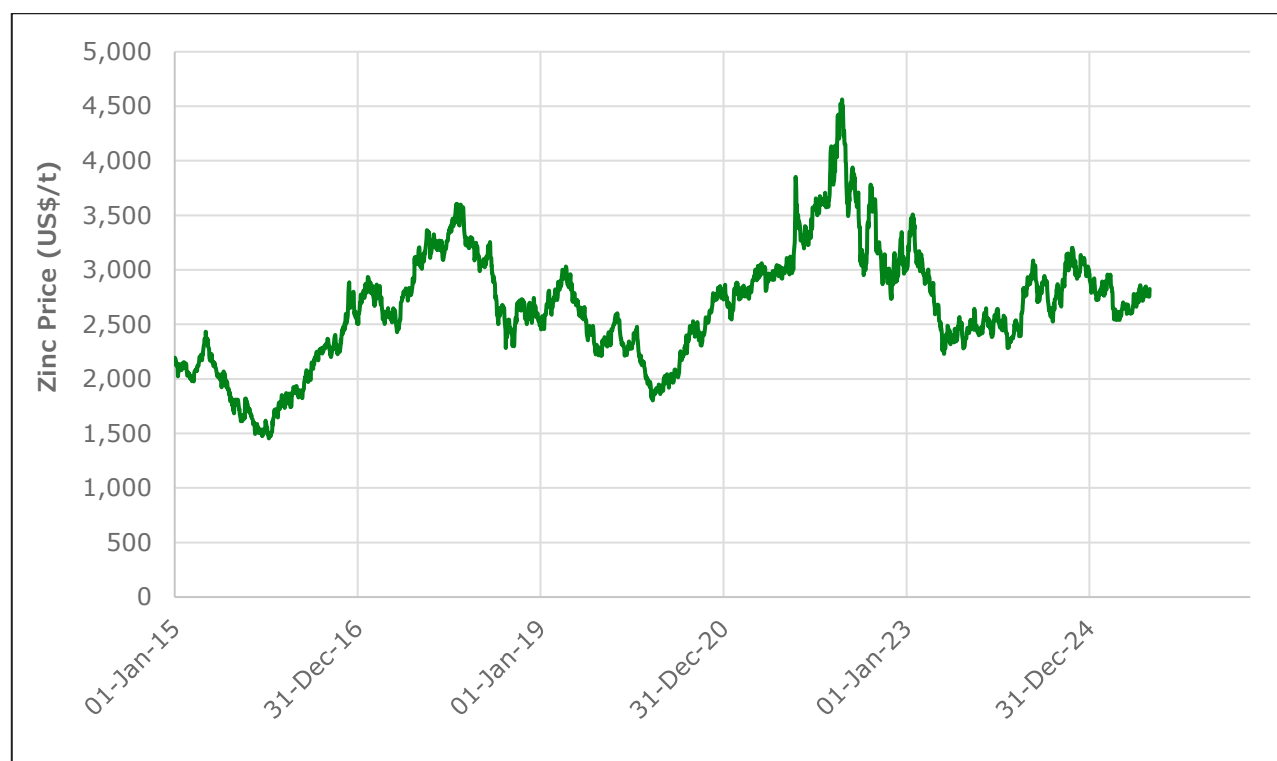


Figure 3-1 Zinc price history in US\$
Data sourced from SandP Global Capital IQ

3.4 Comparable Transactions

The transactions considered were announced post-January 2015 and there was sufficient information on the transaction and material projects available in the public domain for the analysis of the transactions. Refer to Appendix A for a summary and analysis of the transactions considered.

In analysing the transactions, all amounts were converted to US\$ at the relevant exchange rate at the time of the transaction announcement, and the transactions were analysed in US\$. Joint venture transactions were only valued to the first earn-in milestone, and any subsequent earn-in milestones were ignored. Future payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored. Share considerations were treated as the equivalent cash value using share prices at the time of the transaction. Where significant portions of the consideration committed were delayed by a significant period, the delayed payments were discounted to account for the time value of money.

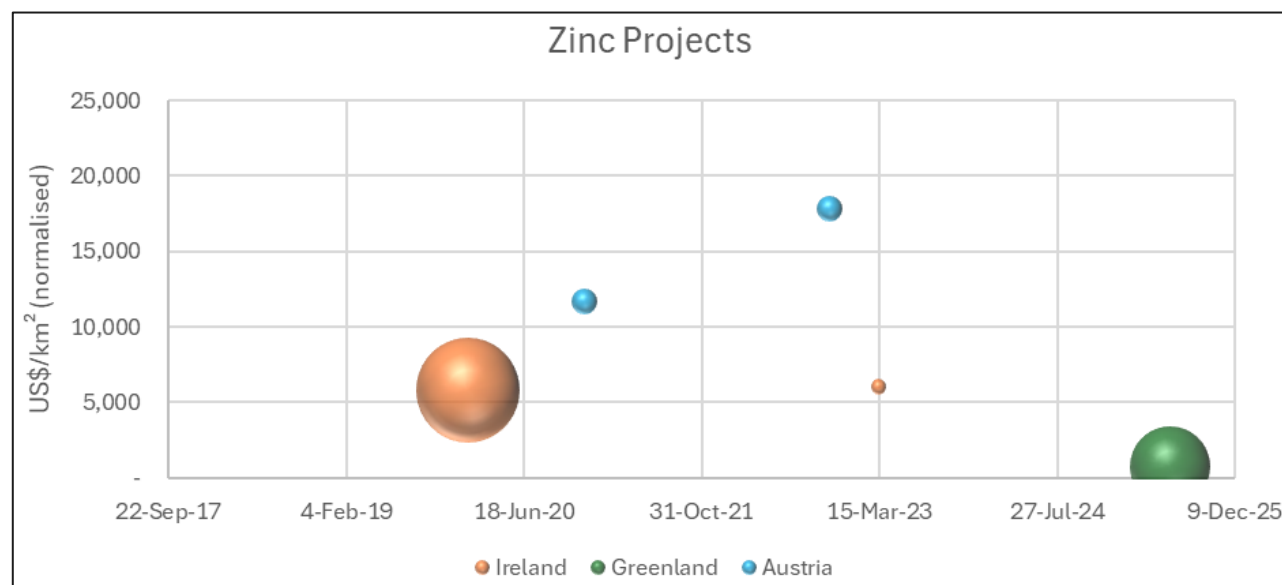
3.4.1 Early-Stage Zinc Projects in Developed Europe

ERM considered five transactions announced over the past 10 years, involving early-stage exploration projects targeting zinc in the developed Europe region, for which sufficient information was available in the public domain to allow the transactions to be analysed in terms of US\$/km². Implied US\$/km² transaction prices were normalised to the 29 August 2025 zinc spot price of US\$2,825.12/t. These transactions are summarised and analysed in Table A1 and Table A2 (Appendix A).

An analysis of the transactions is presented in Table 3-1 and illustrated in Figure 3-2. The transactions considered encompass a range of geological and prospectivity scenarios. Two of the five transactions involved zinc exploration projects in Ireland, with a further two zinc projects in Austria, and one project in Greenland.

Table 3-1 Analysis of recent transactions involving early-stage zinc projects in developed Europe

	All	Ireland	Other
Number of transactions	5	2	3
Minimum (US\$/km ²)	778.69	5,824.93	778.69
Maximum (US\$/km ²)	17,800.37	6,041.99	17,800.37
Mean (US\$/km ²)	8,428.60	5,933.46	10,092.02
Median (US\$/km ²)	6,041.99	5,933.46	11,697.00
Geometric mean (US\$/km ²)	5,639.85	5,932.47	5,452.84
Weighted average (US\$/km ²)	4,668.83	5,828.99	3,010.90

**Figure 3-2 All transactions involving zinc exploration projects in developed Europe**

Note: Bubble size proportional to area of tenure.

3.4.2 Early-Stage Projects in Ireland

Due to the paucity of transactions involving zinc projects, ERM also considered transactions involving any early-stage exploration project in Ireland over the past 10 years, irrespective of the commodity targeted. These transactions are summarised and analysed in Table A3 and Table A4 (Appendix A).

Apart from the two transactions involving zinc projects already identified, the only other transactions involving early stage Irish exploration projects identified involved projects targeting lithium (Table 3-2 and Figure 3-3).

Table 3-2 Analysis of recent transactions involving early-stage projects in Ireland

	All	Zinc	Lithium	All excluding outlier
Number of transactions	6	2	4	5
Minimum (US\$/km ²)	3,341.69	5,824.93	3,341.69	3,341.69
Maximum (US\$/km ²)	23,395.55	6,041.99	23,395.55	9,262.78
Mean (US\$/km ²)	8,593.69	5,933.46	9,923.80	5,633.32
Median (US\$/km ²)	5,933.46	5,933.46	6,478.98	5,824.93
Geometric mean (US\$/km ²)	6,745.15	5,932.47	7,192.33	5,259.73
Weighted average (US\$/km ²)	7,449.33	5,828.99	8,356.60	5,890.46

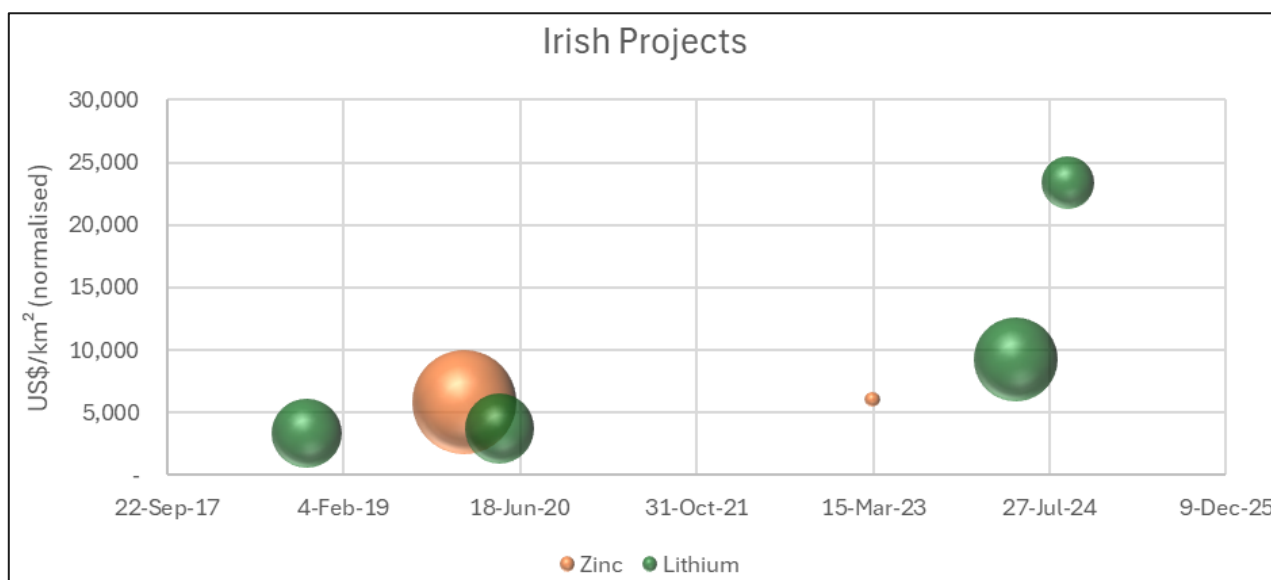


Figure 3-3 All transactions involving early-stage Irish exploration projects

Note: Bubble size proportional to area of tenure.

3.4.3 Enterprise Value of Listed Companies Focused on Irish Zinc Exploration Projects

ERM also researched listed companies focused on Irish zinc exploration projects and identified one company listed on the Toronto Ventures Exchange (TSXV) exchange and one on the London Stock Exchange Alternative Investment Market (AIM). These were analysed in terms of Enterprise Value (EV) and the area of prospective tenure held (Table 3-3).

Table 3-3 EV of listed companies focused on Irish zinc exploration projects

Company	Exchange	Ticker	Market cap (US\$k)	Total debt (US\$k)	Cash (US\$k)	EV (US\$k)	Projects	Area (km ²)	EV/km ²
Group Eleven Resources Corp	TSXV	ZNG	64,035	0	3054	60,981	Stonepark, Ballinalack, PG West, Silvermines	936.9	65,088
Arkle Resources Plc	AIM	ARK	2,466	0	28	2,438	Stonepark, Oldcastle, Mine River, Inishowen	335	7,278

Data sourced from SandP Global Capital IQ

Note that Group Eleven Resources Corp holds more advanced projects, with several projects including defined Mineral Resources.

Arkle Resources Plc has a minority interest (22%) in the Stonepark project, which includes a defined Mineral Resource, but the remaining projects do not have Mineral Resources. This is therefore a better comparative for the Midlands and Waterford Projects.

3.4.4 Valuations Based on Comparable Transactions

Based on the analyses described above, ERM exercised professional judgement in selecting low, preferred and high valuation factors of US\$3,000/km², US\$6,000/km² and US\$9,000/km², respectively.

The preferred valuation factor of US\$6,000/km² is based on the normalised values for the Irish early-stage zinc transactions observed and is consistent with the median value of early-stage zinc projects in developed Europe, as well as the median value of all early-stage exploration project transactions in Ireland. When the high outlier lithium transaction is excluded, the mean and weighted average for Irish transactions involving early-stage exploration is also consistent

with this value. This was also slightly below the EV/km² of Arkle Resources, which has a minority interest in a mineral resource in addition to the prospective tenure holding.

The high and low factors were selected by rounding the maximum and minimum transaction values for Irish transactions involving early-stage exploration when the high outlier was removed.

Applying these factors to the Midlands and Waterford tenure results in the valuation summarised in Table 3-4.

Table 3-4 Valuation of Midlands and Waterford Projects based on comparable transactions (100% basis)

Project	Area (km ²)	Low factor (US\$/km ²)	Preferred factor (US\$/km ²)	High factor (US\$/km ²)	Low (US\$ M)	Preferred (US\$ M)	High (US\$ M)
Midlands	58	3,000	6,000	9,000	0.17	0.35	0.52
Waterford	136	3,000	6,000	9,000	0.41	0.82	1.22
Total	194				0.58	1.16	1.75

Note: Values have been appropriately rounded and may appear to sum incorrectly.

ERM also selected preferred valuation factors of US\$3,000/km², US\$6,000/km², US\$9,000/km², and US\$12,000/km² for low, medium, high and extreme prospectivity, respectively. This was based on the full range of transactions observed. A range of 50% above and below the preferred values was adopted for valuation purposes.

Applying these ranked valuation factors to the prospectivity ranking for the Midland and Waterford licences derived from the Geoscience Factor Rating assessment conducted by ERM (Section 3.5 below) resulted in the valuation summarised in Table 3-5.

Table 3-5 Valuation of Midlands and Waterford Projects based on ranked comparable transactions (100% basis)

Project	Tenement	Area (km ²)	Rank	Low factor (US\$/km ²)	Preferred factor (US\$/km ²)	High factor (US\$/km ²)	Low (US\$ M)	Preferred (US\$ M)	High (US\$ M)
Midlands	PL 1802	26	High	4,500	9,000	13,500	0.12	0.23	0.35
	PL 1803	32	High	4,500	9,000	13,500	0.14	0.29	0.43
	Subtotal						0.26	0.52	0.78
Waterford	PL 1555	26	High	4,500	9,000	13,500	0.12	0.23	0.35
	PL 1556	27	Extreme	6,000	12,000	18,000	0.16	0.32	0.49
	PL 1966	29	Medium	3,000	6,000	9,000	0.09	0.17	0.26
	PL 1967	26	Low	1,500	3,000	4,500	0.04	0.08	0.12
	PL 3713	28	Low	1,500	3,000	4,500	0.04	0.08	0.13
	Subtotal						0.45	0.89	1.34
Total		194					0.71	1.42	2.12

Note: Values have been appropriately rounded and may appear to sum incorrectly.

3.5 Geoscience Rating Factor

The Geoscience Rating Factor valuation method was used as a second method to inform ERM's opinion on the value of the Midlands and Waterford Projects' valuations completed using comparable transactions. The Geoscience method requires the consideration of those aspects of a mineral property, which enhance or downgrade the intrinsic value of the property. Further detail on the method can be found in Appendix C.

The first and key aspect of the Geoscientific Factor method described by Kilburn (1990) is the derivation of the Base Acquisition Cost (BAC) that is the basis for the valuation. Goulevitch and

Eupen (1994) discuss the derivation of BAC. The BAC represents the average cost to identify, apply for and retain a base unit of area of tenement.

In addition, a market factor is required to derive a market value from the technical value calculated from the BAC and ranking factors. ERM takes the approach of using the implied value range from our selected Comparable Transactions to inform the selection of a market factor. Our presumption is that the comparatives are capturing the market sentiment, so any other valuation method should not be significantly different (order of magnitude).

A BAC for Irish exploration licences has been estimated using the following data:

- Based on the Irish tenure database, the average age of exploration licences in Ireland is 7.96 years and the average area is assumed to be 27.75 km²
- An average cost to identify an area of interest of €10,000 was chosen
- An average cost of €20,000 was chosen for the cost of landowner notices, negotiations, legal costs and compensation for exploration licences and mining licences
- An application fee of €250 is payable per exploration licence
- The holding cost includes a yearly rental of €2,500 per licence
- There is a minimum expenditure requirement of €30,000 every two years for each licence
- Local government rates are estimated at €9,940 per licence over the average life of the licence
- An exchange rate of US\$1.17/EUR was considered

These inputs suggest a BAC of US\$7,568/km² for Irish exploration licences.

The licences were rated in accordance with the rating scheme presented in Table C1 of Appendix C, with the detailed ratings and valuation per licence shown in Appendix B.

The low value for each licence was obtained by multiplying the area of the licence by the BAC and then multiplying by each of the low rating factors. Likewise, the high value for each licence was obtained by multiplying the area of the licence by the BAC and then multiplying by each of the high rating factors. The preferred value for each licence was the obtained by averaging the low and the high value for each licence.

A market factor of 0.05 was used to correct the technical value derived from the rating scheme to a market value, based on the analysis of comparable transactions. This resulted in a range of implied values of US\$3,417/km² to US\$13,669/km² for the licences considered (average US\$7,618/km²), which is consistent with the range of values derived from the analysis of comparable transactions.

A summary of the valuation of the Midlands and Waterford Projects is provided in Table 3-6.

Table 3-6 Summary of Geoscience Rating Factor valuation of Midlands and Waterford Projects (100% basis)

Project	No. of licences	Area (km ²)	BAC (US\$/km ²)	Market factor	Low (US\$ M)	Preferred (US\$ M)	High (US\$ M)
Midlands	2	58	7,568	0.05	0.35	0.60	0.86
Waterford	5	136			0.46	0.99	1.52
Total	7	194			0.81	1.60	2.38

Note: Values have been appropriately rounded and may appear to sum incorrectly.

3.6 Valuation Opinion

ERM has considered the potential Market Value of the assets primarily via use of comparable transactions, using area-based transactions. The Geoscience Rating Factor method was used as a crosscheck.

ERM's opinion on the Market Value of the Midlands and Waterford Zinc Projects, as of 29 August 2025 (on a 100% basis), is summarised in Table 3-7 and illustrated in Figure 3-4 to Figure 3-6.

Table 3-7 Market Value of Midlands and Waterford Zinc Projects on 29 August 2025 (100% basis)

Project	Area (km ²)	Low (US\$ M)	Preferred (US\$ M)	High (US\$ M)
Midlands	58	0.25	0.50	0.75
Waterford	136	0.45	0.90	1.35
Total	194	0.70	1.40	2.10

Note: Values have been appropriately rounded and may appear to sum incorrectly.

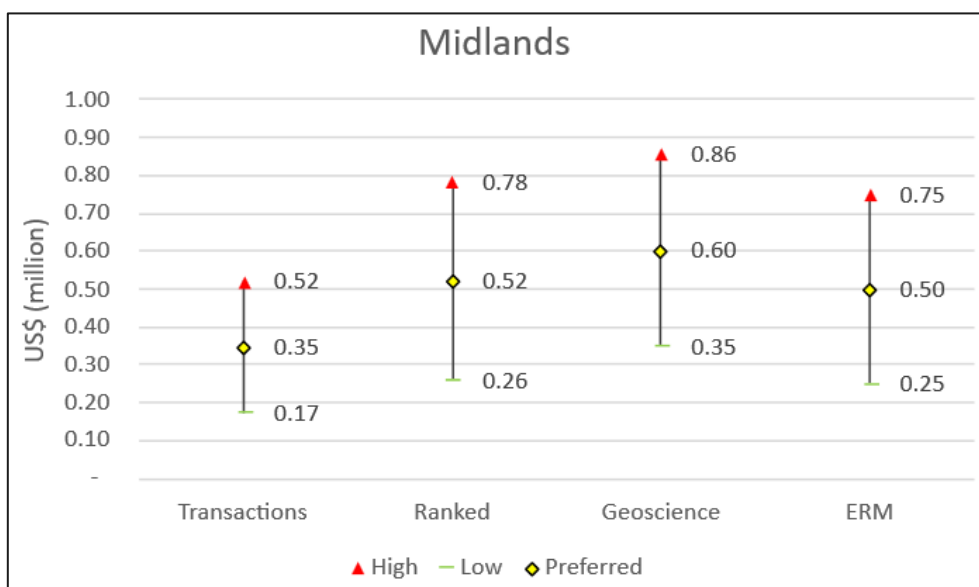


Figure 3-4 Valuation of Midlands Zinc Project (100% basis)

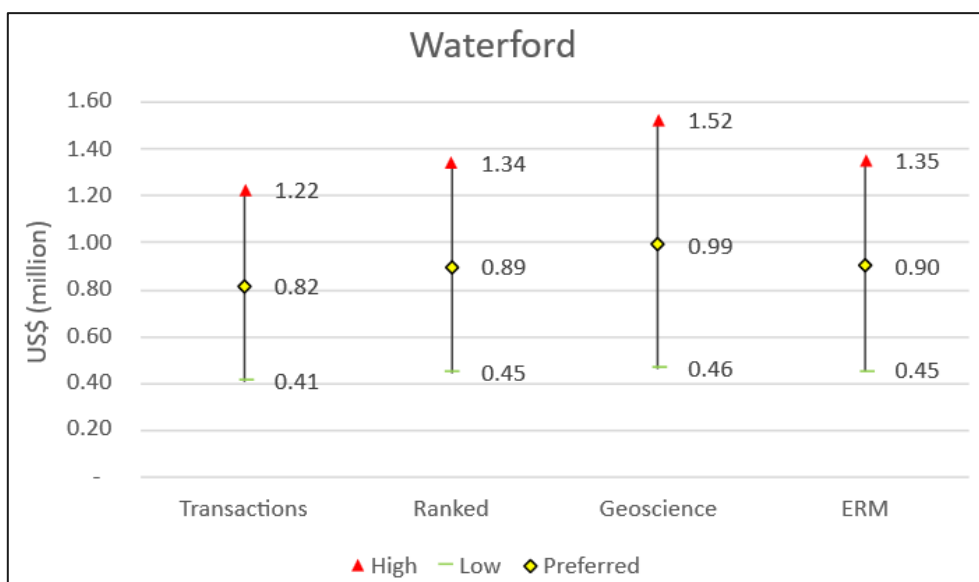


Figure 3-5 Valuation of Waterford Zinc Project (100% basis)

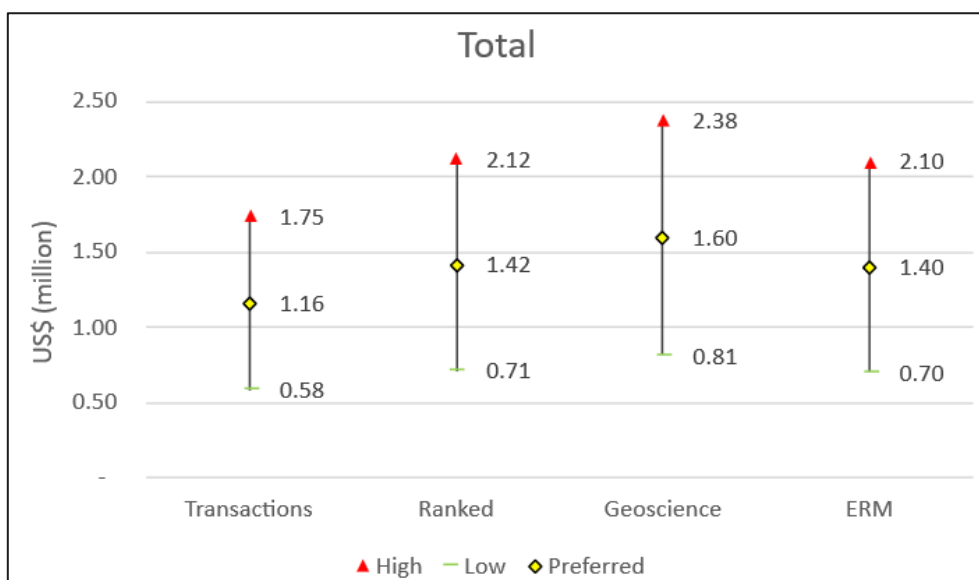


Figure 3-6 Valuation of Midlands and Waterford Zinc Projects (100% basis)

The valuations discussed in this Report have been prepared at a valuation date of 29 August 2025. It is stressed that the values are opinions as to likely values, not absolute values, which can only be tested by going to the market.

ERM's opinion of the Midland and Waterford Zinc Projects has been informed primarily by the analysis of Comparable Transactions, firstly considering the tenure holding as a whole, and secondly by ranking the tenements based on the prospectivity of the individual licences and applying ranked valuation factors derived from the analysis of transactions. As a cross-check, ERM has considered the potential value of the tenement package by employing the Geoscience Rating Factor method.

Note the analysis of market transactions indicates that highly prospective or otherwise strategic tenure holdings can transact at prices that are higher than the majority of tenure holdings. This would be dependent on the perceptions of individual buyers and is not likely indicative of broader market sentiment.

The relative paucity of transactions involving truly comparable projects may however reflect the relative scarcity of these projects, which could potentially imply strategic value to specific potential acquirers.

These valuation methods were selected as appropriate for considering the market value of early-stage to advanced exploration licences, where Mineral Resources have not yet been declared, and where sufficient exploration has been carried out to gain some understanding of the prospectivity of the individual licences.

ERM notes that exploration activities are currently underway in the mineral assets.

Successful further exploration work, particularly deeper drill testing of the identified target areas, has the potential to create value uplift for the project, should the results prove to be positive.

Moreover, ERM notes that the proposed work programmes apart from the drilling also have the potential to increase geological understanding, identify and prioritise drilling targets and advance the permitting and approvals needed to allow drilling to proceed. Completion of the proposed work programmes would reduce exploration risk and facilitate activities increasing the value of the mineral assets

Proposed expenditures for this work (including back payments to contractors) are in the order of A\$800,000 for the first year of the proposed farm-in, with amounts around A\$1 million proposed for the year 2 of the farm-in, and A\$2 million in the third year.

Applying the methodology of the Comparable transaction method about to the proposed earn-in structure (allocating 100% to year 1, 50% to year 2 and 0% to year 3) implies a valuation of ≈US\$1.2 million, which is centrally located in ERM's valuation range.

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APPENDIX A COMPARABLE TRANSACTIONS

Table A1 Comparable early-stage zinc project transactions in developed Europe

Transaction	Project	Country	Date announced	Zinc price (US\$/t)	Buyer	Seller	Synopsis
Amaroq acquisition of Kangerluarsuk	Kangerluarsuk	Greenland	11 Jun 2025	2,621.42	Amaroq Minerals Ltd	80 Mile Plc	In June 2025, Amaroq announced an agreement to acquire the Kangerluarsuk project from 80 Mile for US\$0.5 million, with a potential additional deferred payment of US\$1.5 million (subject to the delineation of a Mineral Resource in the licence areas that could support the commencement of a formal Preliminary Economic Assessment, scoping study, or equivalent, which indicates the potential for economic extraction).
Ocean Partners acquisition of Abbeytown	Abbeytown	Ireland	13 Mar 2023	2,969.00	Ocean Partners UK Limited	Zinnwald Lithium Plc	In March 2023, Zinnwald announced a deal whereby Ocean Partners would acquire Abbeytown for €1 and exploration expenditure on the licence of €130,000 by March 2025. Failure to meet the expenditure requirement would allow Zinnwald to purchase the licence back for €1.
Pathfinder acquisition of Bleiberg	Bleiberg	Austria	26 Oct 2022	2,988.50	Pathfinder Resources Ltd	Multi-Metal Development Ltd	In October 2022, Multi-Metal announced an agreement whereby Pathfinder can earn up to an 80% interest in the Bleiberg property, in a multi-stage agreement covering up to six years. Stage 1 allows Pathfinder to acquire 15% interest by paying C\$75,000 in cash and C\$177,000 in shares.
Idaho acquisition of Bleiberg	Bleiberg	Austria	4 Dec 2020	2,731.00	Idaho CuMo Mining Corporation	Undisclosed	In December 2020, Idaho CuMo and American CuMo announced an agreement to acquire the Bleiberg property for 20 million Idaho CuMo shares, 10 million American CuMo shares and €235,000 in cash.
South32 earn-in to Irish projects	Rathkeale, Kingscourt, Fermoy	Ireland	13 Jan 2020	2,389.75	South32 Base Metals Ireland Limited	Adventus Mining Corporation	In January 2020, Adventus announced the execution of an earn-in agreement with South32, whereby South32 could earn a 70% interest in the Rathkeale, kingscourt and Fermoy projects by sole funding €3.5 million in exploration on the projects over a four-year period.

Table A2 Comparative early-stage zinc project transactions in developed Europe analysed

Transaction	Project	Country	Stage	Date announced	Zinc price (US\$/t)	Asset description	Equity	Implied price (US\$ M)	100% price (US\$ M)	Area (km ²)	Implied US\$/km ²	Normalised US\$/km ²
Amaroq acquisition of Kangerluarsuk	Kangerluarsuk	Greenland	Target outline	11 Jun 2025	2,621.42	The Kangerluarsuk Project consists of two mineral exploration licences totalling 692 km ² located within the Karrat Group, a major Paleoproterozoic meta-sedimentary basin with abundant zinc-lead-silver ± copper occurrences. Contains untested geophysical anomalies.	100%	0.50	0.50	692	722.54	778.69
Ocean Partners acquisition of Abbeytown	Abbeytown	Ireland	Target outline	13 Mar 2023	2,969.00	Abbeytown consists of one licence (PL 3735) covering 2,197 ha.	100%	0.14	0.14	21.97	6,349.70	6,041.99
Pathfinder acquisition of Bleiberg	Bleiberg	Austria	Target outline	26 Oct 2022	2,988.50	The Bleiberg property consisted of 116 claims covering 65.8 km ² in 2022. It was mined in the period 1867 to 1992.	15%	0.19	1.24	65.8	18,829.79	17,800.37
Idaho acquisition of Bleiberg	Bleiberg	Austria	Target outline	4 Dec 2020	2,731.00	The Bleiberg property consists of 116 exploration licences totalling 6,582.4 ha that cover the western 8 km of a historically defined mineralised zone.	100%	0.74	0.74	65.8	11,307.31	11,697.00
South32 earn-in to Irish projects	Rathkeale, Kingscourt, Fermoy	Ireland	Target outline	13 Jan 2020	2,389.75	The projects consist of prospecting licences covering an area of approximately 1,155 km ² and highly prospective for zinc-lead-silver mineralisation.	70%	3.98	5.69	1155	4,927.27	5,824.93

Table A3 Comparative Irish early-stage exploration project transactions

Transaction	Project	Commodity	Date announced	Zinc price (US\$/t)	Lithium price (US\$/t)	Buyer	Seller	Synopsis
GFL consolidation of Avalonia ownership	Avalonia	Lithium	17 Sep 2024	2,895.48	11,000	GFL International Co., Ltd	International Lithium Corp.	In September 2024, International Lithium announced an agreement whereby the existing JV agreement with Ganfeng was varied to extend the period of time that Ganfeng had to incur the spending to take their share up to 79%, and International Lithium would reduce its stake to nil for C\$2.2 million and a 2% NSR.
European Lithium acquisition of Leinster	Leinster	Lithium	22 Apr 2024	2,810.17	13,850	European Lithium Limited	Technology Minerals Plc	In April 2024, European Lithium announced an agreement to acquire 100% interest in the Leinster Lithium Project for US\$10 million in shares.
Ocean Partners acquisition of Abbeytown	Abbeytown	Zinc	13 Mar 2023	2,969.00		Ocean Partners UK Limited	Zinnwald Lithium Plc	In March 2023, Zinnwald announced a deal whereby Ocean Partners would acquire Abbeytown for €1 and exploration expenditure on the licence of €130,000 by March 2025. Failure to meet the expenditure requirement would allow Zinnwald to purchase the licence back for €1.
GBM Leinster 2nd option	Leinster	Lithium	21 Apr 2020	1,902.50	8,000	Global Battery Metals Ltd	Technology Minerals Plc	In April 2020, GBM announced that the original option agreement had been varied so that the exercising the first option would see GBM earn 17.5% interest by incurring €85,000 on project expenditures and a further €6,500 for licence fees and rents. Exercising the second option would see GBM acquire a further 37.5% interest by spending €500,000 on exploration within two years and paying €50,000. Exercising the third option would see GBM acquire a further 35% interest by spending a further €1 million on exploration and paying €200,000 in cash.
South32 earn-in to Irish projects	Rathkeale, Kingscourt, Fermoy	Zinc	13 Jan 2020	2,389.75		South32 Base Metals Ireland Limited	Adventus Mining Corporation	In January 2020, Adventus announced the execution of an earn-in agreement with South32, whereby South32 could earn a 70% interest in the Rathkeale, kingscourt and Fermoy projects by sole funding €3.5 million in exploration on the projects over a four-year period.
GBM Leinster 1st option	Leinster	Lithium	23 Oct 2018	2,721.50	13,750	Global Battery Metals Ltd	Technology Minerals Plc	In October 2018, GBM announced an agreement whereby it could acquire up to 90% of the northwest Leinster property. The agreement was structured as three options, with initial payment of €10,000 in cash and between €40,000 and €70,000 in due diligence expenses. The first option could be exercised for €50,000 in cash (or shares) and exploration expenditure of €1 million, to earn a 51% interest. The second option could be exercised for €200,000 in cash and an additional €2 million in exploration expenditure, for a further 24% interest. The final option required completion of a Preliminary Economic Analysis and payment of €500,000 for a further 15% interest.

Table A4 Comparative Irish early-stage exploration project transactions analysed

Transaction	Project	Commodity	Date announced	Zinc price (US\$/t)	Lithium price (US\$/t)	Asset description	Equity	Implied price (US\$ M)	100% price (US\$ M)	Area (km ²)	Implied US\$/km ²	Normalised US\$/km ²
GFL consolidation of Avalonia ownership	Avalonia	Lithium	17 Sep 2024	2,895.48	11,000	Avalonia consisted granted licences covering 292 km ² . Lithium mineralisation was confirmed from diamond drilling programs.	21%	1.62	7.71	292	26,394.98	23,395.55
European Lithium acquisition of Leinster	Leinster	Lithium	22 Apr 2024	2,810.17	13,850	Leinster Lithium Project consists of 23 prospecting licence areas in two blocks covering approximately 760 km ² situated along strike to the north and south of the nearby Avalonia Project.	100%	10.00	10.00	760	13,157.89	9,262.78
Ocean Partners acquisition of Abbeytown	Abbeytown	Zinc	13 Mar 2023	2,969.00		Abbeytown consists of one licence (PL3735) covering 2,197 ha.	100%	0.14	0.14	21.97	6,349.70	6,041.99
GBM Leinster 2nd option	Leinster	Lithium	21 Apr 2020	1,902.50	8,000	The Northwest Leinster Lithium (NWL) Property is comprised of 13 exploration licences, totalling 529 km ² .	38%	0.60	1.59	525	3,031.95	3,695.19
South32 earn-in to Irish projects	Rathkeale, Kingscourt, Fermoy	Zinc	13 Jan 2020	2,389.75		The projects consist of prospecting licences covering an area of approximately 1,155 km ² and highly prospective for zinc-lead-silver mineralisation.	70%	3.98	5.69	1155	4,927.27	5,824.93
GBM Leinster 1st option	Leinster	Lithium	23 Oct 2018	2,721.50	13,750	The NWL Property is comprised of 13 exploration licences, totalling 529 km ² .	51%	1.26	2.47	525	4,712.64	3,341.69

APPENDIX B GEOSCIENTIFIC FACTOR RATINGS

Geoscientific Factor Ratings and Prospectivity Ranking

Tenement	Area	Off-property		On-property		Anomaly		Geology		Market factor	Value (US\$)			Rank
		High	Low	High	Low	High	Low	High	Low		High	Low	Preferred	
PL1802	26	2.5	2	2.5	2	2.5	2	2.5	2	0.05	384,297	157,408	270,852	High
PL1803	32	2.5	2	2.5	2	2.5	2	2.5	2	0.05	472,980	193,733	333,357	High
PL1555	26	2.5	1.5	2.5	2	2.5	2	2.5	2	0.05	384,297	118,056	251,176	High
PL1556	27	2.5	2	2.5	2	3	2	3	2	0.05	574,671	163,462	369,067	Extreme
PL1966	29	2.5	2	2	1.5	2	1.5	2.5	2	0.05	274,329	98,758	186,543	Medium
PL1967	26	2.5	2	1.5	1	1.5	1	2.5	2	0.05	138,347	39,352	88,849	Low
PL3713	28	2.5	2	1.5	1	1.5	1	2.5	2	0.05	148,989	42,379	95,684	Low
Total	194										2,377,909	813,148	1,595,528	

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APPENDIX C VALUATION APPROACHES

Valuation of Mineral Assets is not an exact science, and several approaches are possible, each with varying strengths and shortcomings. While valuation is a subjective exercise, there are several generally accepted methods for ascertaining the value of Mineral Assets. ERM considers that, wherever possible, inputs from a range of methods should be assessed to inform conclusions about the Market Value of Mineral Assets.

The valuation opinion is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Background

Mineral Assets are defined in the VALMIN Code³ as all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of Minerals in connection with that Tenure.

Business valuers typically define Market Value as "The price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious buyer, and a knowledgeable, willing but not anxious seller acting at arm's length". The accounting criterion for a market valuation is that it is an assessment of "fair value", which is defined in the accounting standards as "the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction". The VALMIN Code defines the value of a Mineral Asset as its Market Value, which is "the estimated amount (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing where the parties had each acted knowledgeably, prudently and without compulsion".

Market Value usually consists of two components, the underlying or Technical Value, and a premium or discount relating to market, strategic or other considerations. The VALMIN Code recommends that a preferred or most-likely value be selected as the most likely figure within a range after considering those factors which might impact on Value.

The concept of Market Value hinges upon the notion of an asset changing hands in an arm's length transaction. Market Value must therefore consider, inter alia, market considerations, which can only be determined by reference to "comparable transactions". Generally, truly comparable transactions for Mineral Assets are difficult to identify due to the infrequency of transactions involving producing assets and/or Mineral Resources, the great diversity of mineral exploration properties, the stage to which their evaluation has progressed, perceptions of prospectivity, tenement types, the commodity involved and so on.

For exploration tenements, the notion of value is very often based on considerations unrelated to the amount of cash which might change hands in the event of an outright sale, and in fact, for most tenements being valued, there is unlikely to be any "cash equivalent of some other consideration". While acknowledging these limitations, ERM identifies what it considers to be "comparable transactions" (i.e. transactions that are useful to consider) to be used in assessing the values to be attributed to Mineral Assets.

³ *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code) 2015 Edition*. Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

Valuation Methods for Mineral Assets

The choice of valuation methodology applied to Mineral Assets, including exploration licences, will depend on the amount of data available and the reliability of that data.

The VALMIN Code classifies Mineral Assets into categories that represent a spectrum from areas in which mineralisation may or may not have been found through to operating mines which have well-defined Ore Reserves, as listed below:

- **Early-stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.
- **Advanced Exploration Projects** – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource (as defined in the JORC⁴ Code) estimate may or may not have been made but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.
- **Pre-Development Projects** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely) but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.
- **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Prefeasibility Study.
- **Production Projects** – Tenure holdings (particularly mines, wellfields and processing plants) that have been commissioned and are in production.

Each of these different categories will require different valuation methodologies, but regardless of the technique employed, consideration must be given to the perceived “market valuation”.

The Market Value of Exploration Properties and Undeveloped Mineral Resources can be determined by the following general approaches: Income, Market and Cost (Table C1). The Market Value of Development and Production Projects are best assessed using the Market and Income approaches, whereas the Market Value of Exploration projects are best assessed using the Market and Cost approaches.

Table C1 Valuation Approaches for Different Types of Mineral Properties (VALMIN, 2015)

Valuation approach	Exploration properties	Mineral Resource properties	Development properties	Production properties
Income	No	In some cases	Yes	Yes
Market	Yes	Yes	Yes	Yes
Cost	Yes	In some cases	No	No

⁴ Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) 2012 Edition. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

Valuation Approaches by Asset Stage

Regardless of the technical application of various valuation methods and guidelines, the valuer should strive to adequately reflect the carefully considered risks and potentials of the various projects in the valuation ranges and the preferred values, with the overriding objective of determining the "fair Market Value".

Table C1 (above) shows the valuation approaches that are generally considered appropriate to apply to each type of mineral property.

Income

Discounted Cash Flow/Net Present Value Method

The Discounted Cash Flow (DCF) valuation method recognises the time value of money, it is most suitable for Development Projects, where detailed studies have been completed to justify input assumptions and Production Projects, where there is actual historical data to justify input assumptions. Less commonly the DCF methodology is applied to Pre-Development Projects.

The DCF valuation method provides a means of relating the magnitude of expected future cash profits to the magnitude of the initial cash investment required to purchase a mineral asset or to develop it for commercial production.

The DCF valuation method determines:

- The net present value (NPV) of a stream of expected future cash revenues and costs
- The internal rate of return (IRR) that the expected cash flows will yield on a given cash investment.

The DCF valuation method is a forward-looking methodology, requiring that forecasts be made of technical and economic conditions which will prevail in the future. All future predictions are inherently uncertain. The level of uncertainty reduces as the quality of the data available to project future rates of production and future costs, increases.

It is important to understand certain fundamental attributes of the mining industry in undertaking a DCF, such as:

- An Ore Reserve and in some cases Mineral Resource is the basis of any mineral development.
- Costs are determined by the number of tonnes mined and processed, while revenues are determined by the number of tonnes, pounds or ounces of metal produced. The two are related by the recovered grade of the ore.
- Profit is typically more sensitive to changes in revenue than to changes in costs.
- The commodity price is a principal determinant of revenue but is also the factor with the greatest level of financial risk.

The most significant factors, which must be considered in a DCF valuation of a mineral asset is the reliability of the Mineral Resource and Ore Reserve, particularly with respect to recovered grade, the price at which the product is sold and the risk of not maintaining the projected level of commodity price.

Key inputs into the DCF valuation method for a mineral asset valuation are:

- Life-of-mine planning assumptions.
- Capital cost estimates – can be the initial cost of constructing the project and/or the ongoing cost of sustaining the productive life of the operation.
- Operating cost estimates – costs incurred both on-site in producing the commodity which is shipped from the property, and off site, in the transportation and downstream processing of that commodity into saleable end products.

- Revenue estimates – revenue in the mining context is the product of the following factors:
 - The tonnage of ore mined and processed
 - The grade of the ore
 - The metallurgical recovery
 - The price of the saleable commodity.
- Taxation and royalty payments.
- Discount rate – represents the risk adjusted rate of interest expected to be yielded by an investment in the mineral asset.

The Income Approach is not appropriate for properties without Mineral Resources. It should be employed only where enough reliable data are available to provide realistic inputs to a financial model, preferably based on studies at or exceeding a prefeasibility level.

Market

Comparable Transaction Method

The Comparable Transactions method looks at prior transactions for the property and recent arm's length transactions for comparative properties.

The Comparative Transaction method provides a useful guide where a mineral asset that is generally comparable in location and commodity has in the recent past been the subject of an "arm's length" transaction, for either cash or shares.

For the market approach resources are not generally subdivided into their constituent JORC Code categories. The total endowment or consolidated in situ resources are what drives the derivation of value. Each transaction implicitly captures the specific permutation of resource categories in a project. There are too many project-specific factors at play to allow any more than a consideration of price paid vs total resource base. Therefore, considering individual project resource permutations is neither practicable nor useful for this valuation approach. To that end ERM's discussion of the market approach is predicated on the consolidated resource base, to allow application of the method.

Where a progressively increasing interest is to be earned in stages, it is likely that a commitment to the second or subsequent stages of expenditure will be so heavily contingent upon the results achieved during the earlier phases of exploration that assigning a probability to the subsequent stages proceeding will in most cases be meaningless. A commitment to a minimum level of expenditure before an incoming party can withdraw must reflect that party's perception of minimum value and should not be discounted. Similarly, any upfront cash payments should not be discounted.

The terms of a sale or joint venture agreement should reflect the agreed value of the tenements at the time, irrespective of transactions or historical exploration expenditure prior to that date. Hence the current Value of a tenement or tenements will be the Value implied from the terms of the most recent transaction involving it/them, plus any change in Value as a result of subsequent exploration.

High quality Mineral Assets are likely to trade at a premium over the general market. On the other hand, exploration tenements that have no defined attributes apart from interesting geology or a "good address" may well trade at a discount to the general market. Market Values for exploration tenements may also be impacted by the size of the land holding, with a large, consolidated holding in an area with good exploration potential attracting a premium due to its appeal to large companies.

Yardstick

The Rule-of-Thumb (Yardstick) method is relevant to exploration properties where some data on tonnage and grade exist, and these properties may be valued by methods that employ the concept of an arbitrarily ascribed current in-situ net value to any Ore Reserves (or Mineral Resources) outlined within the tenement (Lawrence 2001, 2012).

Rules-of-Thumb (Yardstick) methods are commonly used where a Mineral Resource remains in the Inferred category and available technical/economic information is limited. This approach ascribes a heavily discounted in-situ value to the Resources, based upon a subjective estimate of the future profit or net value (say per tonne of ore) to derive a Rule-of-Thumb.

This Yardstick multiplier factor applied to the Resources delineated (depending upon category) varies depending on the commodity. Typically, a range from 0.4% to 3.0% of the current spot price is used for base metals and platinum group metals, whereas for gold and diamonds a range of 2% to 5% of the current spot price is used, and typically much lower factors are applied for bulk commodities. The method estimates the in-situ gross metal content value of the mineralisation delineated (using the spot metal price and appropriate metal equivalents for polymetallic mineralisation as at the valuation date).

The chosen percentage is based upon the valuer's risk assessment of the assigned Mineral Resource category, the commodity's likely extraction and treatment costs, availability/proximity of transport and other infrastructure (particularly a suitable processing facility), physiography and maturity of the mineral field, as well as the depth of the potential mining operation.

This method is best used as a non-corroborative check on the order of magnitude of values derived using other valuation methods that are likely to better reflect project-specific criteria.

Cost

Appraised Value or Exploration Expenditure Method

The Appraised Value or Exploration Expenditure method considers the costs and results of historical exploration.

The Appraised Value method is based on the premise that the real value of an exploration property lies in its potential for the existence and discovery of an economic mineral deposit (Roscoe, 2002). It utilises a Multiples of Exploration Expenditure, which involves the allocation of a premium or discount to past **relevant and effective expenditure** using the Prospectivity Enhancement Multiplier (PEM). This involves a factor which is directly related to the success (or failure) of the exploration completed to date, during the life of the current tenements.

Guidelines for the selection of a PEM factor have been proposed by several authors in the field of mineral asset valuation (Onley, 1994). Table C2 lists the PEM factors and criteria used in this Report.

Table C2 PEM factors

PEM range	Criteria
0.2 to 0.5	Exploration (past and present) has downgraded the tenement prospectivity, no mineralisation identified
0.5 to 1.0	Exploration potential has been maintained (rather than enhanced) by past and present activity from regional mapping
1.0 to 1.3	Exploration has maintained, or slightly enhanced (but not downgraded) the prospectivity
1.3 to 1.5	Exploration has considerably increased the prospectivity (geological mapping, geochemical or geophysical activities)
1.5 to 2.0	Scout drilling (rotary air blast, aircore, reverse circulation percussion) has identified interesting intersections of mineralisation
2.0 to 2.5	Detailed drilling has defined targets with potential economic interest

PEM range	Criteria
2.5 to 3.0	A Mineral Resource has been estimated at Inferred JORC category, no concept or scoping study has been completed
3.0 to 4.0	Indicated Mineral Resources have been estimated that are likely to form the basis of a prefeasibility study
4.0 to 5.0	Indicated and Measured Resources have been estimated, and economic parameters are available for assessment

Geoscience Factors

The Geoscience Factor (or Kilburn) method (GFM), as described by Kilburn (1990), provides an approach for the technical valuation of the exploration potential of mineral properties, on which there are no defined Mineral Resources. It seeks to rank and weight geological aspects, including proximity to mines, deposits and the significance of the camp and the commodity sought.

Valuation is based upon a calculation in which the geological prospectivity, commodity markets, and mineral property markets are assessed independently. The GFM is essentially a technique to define a Value based upon geological prospectivity. The method appraises a variety of mineral property characteristics:

- Location with respect to any off-property mineral occurrence of value, or favourable geological, geochemical or geophysical anomalies
- Location and nature of any mineralisation, geochemical, geological or geophysical anomaly within the property and the tenor of any mineralisation known to exist on the property being valued
- Number and relative position of anomalies on the property being valued
- Geological models appropriate to the property being valued.

The GFM systematically assesses and grades these four key technical attributes of a tenement to arrive at a series of multiplier factors (Table C3).

Table C3 Geoscientific Factor ranking

Rating	Address/Off-property factor	On-property factor	Anomaly factor	Geological factor
0.5	Very little chance of mineralisation; Concept unsuitable to the environment	Very little chance of mineralisation; Concept unsuitable to the environment	Extensive previous exploration with poor results	Generally unfavourable lithology; No alteration of interest
1	Exploration model support; Indications of prospectivity; Concept validated	Exploration model support; Indications of prospectivity; Concept validated	Extensive previous exploration with encouraging results; Regional targets	Deep cover; Generally favourable lithology/ alteration (70%)
1.5	Reconnaissance (rotary air blast/aircore) drilling with some scattered favourable results; Minor workings	Exploratory sampling with encouragement	Several early-stage targets outlined from geochemistry and geophysics	Shallow cover; Generally favourable lithology/ alteration 50–60%
2	Several old workings; Significant reverse circulation percussion drilling leading to advanced project	Several old workings; Reconnaissance drilling or reverse circulation percussion drilling with encouraging intersections	Several well-defined targets supported by recon drilling data	Exposed favourable; Lithology/alteration
2.5	Abundant workings; Grid drilling with encouraging results on adjacent sections	Abundant workings; Core drilling after reverse circulation percussion with encouragement	Several well-defined targets with encouraging drilling results	Strongly favourable lithology, alteration

Rating	Address/Off-property factor	On-property factor	Anomaly factor	Geological factor
3	Mineral Resource areas defined	Advanced Resource definition drilling (early stages)	Several significant sub-economic targets; No indication of "size"	Generally favourable lithology with structures along strike of a major mine; Very prospective geology
3.5	Abundant workings/mines with significant historical production; Adjacent to known mineralisation at prefeasibility study stage	Abundant workings/mines with significant historical production; Mineral Resource areas defined	Several significant sub-economic targets; Potential for significant "size"; Early-stage drilling	
4	Along strike or adjacent to Resources at definitive feasibility study stage	Adjacent to known mineralisation at prefeasibility study stage	Marginally economic targets of significant "size" advanced drilling	
4.5	Adjacent to development stage project	Along strike or adjacent to Resources at definitive feasibility study stage	Marginal economic targets of significant "size" with well drilled Inferred Resources	
5	Along strike from operating major mine(s)	Adjacent to development stage project	Several significant ore grade co-relatable intersections	

The Geoscience Rating Factor valuation method is a subjective valuation method, and different valuation practitioners are likely to derive different on-off property, anomaly, and geological factors, based on their interpretation and understanding of the project. Different descriptions of the rating factors also exist. However, provided the same rating system of factors and descriptions of their values is used, the results from different practitioners should not be dramatically different.

The BAC is an important input to the GFM. In essence, it is the average cost to acquire and hold an average age tenement in the jurisdiction and it is determined by summing the costs to identify an area of interest, application fees, annual rents and other government costs, work required to facilitate granting (e.g. native title, environmental etc.) and minimum annual statutory expenditures. In other words, the BAC is the total average expenditure per standard unit area (km², hectare, sub-block, etc.) and captures the identification cost and then the application and retention costs. Each factor is then multiplied serially by the BAC to establish the overall technical value of each mineral property. A fifth factor, the market factor, is then multiplied by the technical value to arrive at the fair Market Value.

The standard references on the method (Kilburn, 1990; Goulevitch and Eupene, 1994) do not provide much detail on how the market factor should be ascertained. ERM takes the approach of using the implied value range from our selected Comparable Transactions to inform the selection of a GFM market factor. Our presumption is that the comparatives are capturing the market sentiment, so any other valuation method should not be significantly different (order of magnitude).

This is achieved by finding the market factor that produces an average GFM preferred value per unit area for whole project (i.e. total preferred GFM value divided by the total area) that falls within the range of the comparatives implied values per unit area. It is ERM's view that this adequately accounts for global market factors on an empirical basis. For example, if the implied value range is \$100/km² to \$2,000/km², then the market factor should give an average GFM preferred value per unit area that falls within that range.

ERM generally would select a market factor (rounded to an appropriate number of significant digits) that gives a value closer to the upper end of the range (though this is the valuer's judgement call). This is because the GFM is a tool that addresses the exploration potential of a project and is best suited to informing the upper end of valuation ranges for a project.

Geological Risk Method

In the Geological Risk valuation method, as described by Lord et al. (2001), the value of a project at a given stage of knowledge/development is estimated based on the potential value of the project at a later stage of development, discounted by the probability of the potential value of the later stage being achieved, and considering the estimated cost of progressing the project to the next stage. The relevant stages of exploration are defined in Table C4.

Table C4 Definition of exploration stages

Stage	Description
Stage A	Ground acquisition, project/target generation
Stage B	Prospect definition (mapping and geochemistry)
Stage C	Drill testing (systematic reverse circulation, diamond)
Stage D	Resource delineation
Stage E	Feasibility

The expected value (E) of a project at a given stage is then dependent on the target value at the next stage (T), the probability of successfully advancing the project to the next stage (P), and the cost of advancing the project (C). This can be expressed as:

$$E = P * (T - C)$$

This valuation method generates an expected value for each project (or prospect) at each of the main exploration stages or decision points, by working back from a project's target value. A project's target value can be based on an expected NPV from a reasonably constrained DCF model, or from a reasonable approximation of the value of a defined resource, in which case the initial target value will be the value at the end of Stage D, as opposed to the value at the end of Stage E.

Lord et al. (2001) concluded that the probability of successfully proceeding from one exploration phase to the following one was as depicted in Table C5, based on a detailed study of gold exploration programs in the Laverton area of Western Australia.

Table C5 Probability of successfully proceeding from one exploration stage to another

Stages	Probability of advancing
Generative to reconnaissance	0.54
Reconnaissance to systematic drill testing	0.17
Systematic drill testing to Resource delineation	0.58
Resource delineation to feasibility	0.87
Feasibility to mine	0.90

Source: Lord et al. (2001)

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ERM and Sustainable Mining Services

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ERM is one of the world's leading providers of environmental, health, safety and social consulting services. Our team has specific experience working in the mining sector with major mining companies, as well as advising Pension Funds, Private Equity firms, International Development Finance Institutions and Equator Principles Finance Institutions on investment risks and opportunities.

ERM's Sustainable Mining Services Team is a leading group of geological and mining professionals that includes geologists, mining engineers, hydrologists, hydrogeologists, data, and resource estimation specialists with experience on all types and stages of mineral projects from around the world. We have a high level of technical expertise across mineral commodities gained from 35 years of experience within the global exploration and mining industry. Our team possess experience in all stages of the mining cycle from project generation to production and the challenge of finding, developing, and mining orebodies.

ERM has multiple points of entry throughout the mining lifecycle and our global network of expertise, together with ERM, enables us to provide innovative solutions to improve operational performance and support efficient mine operations.

We offer an integrated and comprehensive set of services which cover the full lifecycle of mineral assets. Our services include corporate advisory, operational support, mining and feasibility studies, resource estimation, geometallurgical modelling, exploration, data and water management, and technology expertise.

Our highly experienced teams provide insight and innovative solutions to produce optimal outcomes for our clients. Our team can take your project from a concept through discovery and resource definition to a profitable and sustainable operating mine, with a robust closure plan and positive stakeholder engagement.

ERM's capabilities align seamlessly with this mission and vision, from the new country entry risk assessment, global operational strategy, geoscience and advanced technological solutions, data capture and management, hydrogeology, nature and beyond, through all stages of exploration, acquisition, mine planning and development, operations, and closure. ERM plays a pivotal role in addressing the strategic, operational, and tactical challenges encountered by major, mid-tier, and junior mining companies worldwide.

Our specialists are supported by a huge team of scientists, engineers, social, environmental, health, safety, and sustainability consultants from our parent company ERM. ERM's Sustainable Mining Services Team offers substantial depth of expertise and breadth of service to the mining community.



Snapshot of Our Services

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Exploration and Geoscience

- Mineral systems targeting and project generation
- Remote sensing, geophysics, and geochemistry
- Mapping and drill program planning and supervision
- Exploration strategy and project management.

Resource Estimation and Mine Geology

- Resource audits and risk analysis
- Geological and geo-metallurgical modelling
- Geostatistical analysis and variography
- Mineral Resource estimation, validation, classification and reporting.

Data and Mapping

- Data management (capture, data validation, and quality assurance/quality control)
- Data visualisation, analytics, and cartography
- GIS plans, section, and 3D plots
- Machine learning.

Mining Engineering

- Mining and engineering studies (concept to feasibility)
- Mine optimisation, scheduling, design, and Ore Reserve estimation
- Grade control and reconciliation
- Productivity improvement and project management.

Hydrogeology and Hydrology

- Water management and groundwater supply
- Project approvals
- Dewatering and depressurisation
- Ground/Surface water modelling
- Formulating water stewardship strategies and advanced technical solutions.

Mining Transactions and Corporate Advice

- Project reviews and independent reports
- Due diligence and expert valuations
- Geo-corporate advice
- Conducting independent evaluations to guide decisions on mergers, acquisitions, due diligence and compliance assessments.

Environmental, Social and Governance

- Efficiently bringing new mines to fruition in adherence to ESG best practices
- Advancing strategic and practical decarbonisation throughout the value chain, from mining equipment to processing and transportation
- Expert knowledge of the Licence to Operate issues, their prevention and solutions.

Planning and Approvals

- Environmental risk identification, management and compliance
- Climate change, biodiversity, natural resources
- Indigenous and historical heritage management
- Social strategy and policy development
- Community consultation programs
- Environmental and social impact assessments (ESIAs)
- Operational management and compliance.

Health and Safety

- Enhancing health and safety strategies and practical incident prevention through managing operational risks and controls
- Furnishing functional safety services, including certifications, machinery safety, and compliance with safety regulations
- Risk assessment and management systems
- Hazard assessment/personal protective equipment (PPE) advice
- Health, safety and environmental systems, policies, standards, and procedures
- Risk management and incident investigation
- Hazard identification, inspections, risk assessments and prevention control
- Occupational health and safety systems and compliance auditing.

Rehabilitation and Mine Closure

- Progressive Rehabilitation and Closure Plans
- Strategic and conceptual planning for repurposing or transitioning site uses
- Rehabilitation appraisals, planning and progress monitoring
- Community development and economic transition
- Earthworks, cover, landform designs and modelling
- Waste characterisation
- Water management and reduction strategies
- Final void assessment
- Land use capability assessment
- Erosion and sediment management
- Estimated rehabilitation costs
- Probabilistic estimates of site closure costs/financial provisioning
- Closure risk assessments.



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Your proxy voting instruction must be received by **11:30am (AEDT) on Wednesday, 26 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Variscan Mines Limited, to be held at **11:30am (AEDT) on Friday, 28 November 2025 at HLB Mann Judd, Level 5, 10 Shelley Street, SYDNEY NSW 2000** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RE-ELECTION OF MR ANTHONY WEHBY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 INCREASE IN TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 APPROVAL OF EARN-IN AND JV AGREEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 APPROVAL TO ISSUE SECURITIES TO ZINCCO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

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