



ASX ANNOUNCEMENT

29 October 2025



Notice of Annual General Meeting

Pursuant to ASX Listing Rule 3.17.1, European Lithium Limited (ASX: **EUR**, FRA: PF8, OTC: EULIF) (**European Lithium** or the **Company**) provides the attached copy of Notice of Annual General Meeting, accompany notice and access letter and proxy form.

The Annual General Meeting will be held at 32 Harrogate Street, West Leederville, Western Australia, 6007 at 9:00am (WST) on Wednesday 26 November 2025.

This announcement has been approved by Melissa Chapman, Joint Company Secretary.

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For personal use only



32 Harrogate Street,
West Leederville, WA 6007

P +61 8 6181 9792
E info@europeanlithium.com

ASX: EUR
europeanlithium.com

October 2025

**Annual General Meeting of European Lithium Limited
to be held on 26 November 2025 at 9:00am (WST)**

Dear Shareholder,

You are invited to attend the annual general meeting of the shareholders of European Lithium Limited (**Company**) (ASX: EUR) to be held on 26 November 2025 at 9:00am (WST) at the Company's office at:

32 Harrogate Street, West Leederville, Western Australia 6007

The Company will not be dispatching physical copies of the notice of meeting, accompanying explanatory statement, and annexures (the **Meeting Materials**), other than those shareholders who have elected to receive a printed copy of the Meeting Materials. A copy of the Meeting Materials can be viewed and downloaded online as follows:

- You are able to access the Meeting Materials online at the Company's website: www.europeanlithium.com.
- A complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page.
- If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at www.investorvote.com.au (Control number 188452) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online by following the prompts. As a valued shareholder in the Company, we look forward to your participation in the meeting. If you prefer not to vote online, please return the attached proxy form to the share registry.

If you are unable to access the Meeting Materials online please contact the Company Secretary on +61 (08) 9380 9555 or IR@europeanlithium.com between 9:00am and 5:00pm (WST) Monday to Friday, to arrange a copy.

Yours sincerely,

Melissa Chapman
Joint Company Secretary
European Lithium Limited

EUROPEAN LITHIUM LIMITED
ACN 141 450 624
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)
DATE: 26 November 2025
PLACE: 32 Harrogate Street
WEST LEEDERVILLE WA 6007

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

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

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

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 A DIRECTOR - MR MALCOLM DAY

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 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Malcolm Day, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE SCHEME

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 a maximum of 72,447,507 Securities under the employee incentive scheme titled 'European Lithium Incentive Scheme', 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 clause 37 for a period of three years from the date of approval of this Resolution."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF EUROCC OPTIONS TO EVOLUTION

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,000,000 EUROCC Options to Evolution on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE NEW OPTIONS TO UNRELATED EURO OPTIONHOLDERS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 163,481,657 New Options to unrelated EURO Optionholders on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - MR TONY SAGE

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 56,055,713 New Options to Mr Tony Sage (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - MR MALCOLM DAY

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 56,455,713 New Options to Mr Malcolm Day (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - MR MICHAEL CARTER

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 46,455,712 New Options to Mr Michael Carter (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - MR MYKHAILO ZHERNOV

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 46,205,712 New Options to Mr Mykhailo Zhernov (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – RATIFICATION OF AGREEMENT TO ISSUE EUROC OPTIONS TO EMPIRE

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company's agreement to issue up to 500,000 EUROC Options to Empire (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – RATIFICATION OF AGREEMENT TO ISSUE EUROC OPTIONS TO BARCLAY

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company's agreement to issue up to 500,000 EUROC Options to Barclay (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – RATIFICATION OF AGREEMENT TO ISSUE EUROC OPTIONS TO BRIAN BURKE

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the Company's agreement to issue up to 100,000 EUROC Options to Mr Brian Burke (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO GEOSAN CONSULTING

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 7.1 and for all other purposes, approval is given for the Company to issue 506,117 Shares to Geosan Consulting (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE ZEPOS TO RELATED PARTY - MR TONY SAGE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 120,000,000 ZEPOs to Mr Tony Sage (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

16. RESOLUTION 16 – APPROVAL TO ISSUE ZEPOS TO RELATED PARTY - MR MALCOLM DAY

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 90,000,000 ZEPOs to Mr Malcolm Day (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

17. RESOLUTION 17 – APPROVAL TO ISSUE ZEPOS TO RELATED PARTY - MR MICHAEL CARTER

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 30,000,000 ZEPOs to Mr Michael Carter (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

18. RESOLUTION 18 – APPROVAL TO ISSUE ZEPOS TO RELATED PARTY - MR MYKHAILO ZHERNOV

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 30,000,000 ZEPOs to Mr Mykhailo Zhernov (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

19. RESOLUTION 19 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, SW Audit having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

Dated: 24 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 3 – Approval to issue Securities under an Incentive Scheme	<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 15 – Approval to issue ZEPOs to Related Party - Mr Tony Sage	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 15 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 15 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</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>Provided the Chair is not a Resolution 15 Excluded Party, 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 16 – Approval to issue ZEPOs to Related Party - Mr Malcolm Day	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 16 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 16 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</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>Provided the Chair is not a Resolution 16 Excluded Party, 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 17 – Approval to issue ZEPOs to Related Party - Mr Michael Carter	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 17 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 17 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</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>Provided the Chair is not a Resolution 17 Excluded Party, 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 18 – Approval to issue ZEPOs to Related Party - Mr Mykhailo Zhernov	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 18 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 18 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</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>Provided the Chair is not a Resolution 18 Excluded Party, 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 3 – Approval to issue Securities under an Incentive Scheme	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 5 – Ratification of prior issue of EURO Options to Evolution	Evolution or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to issue New Options to Unrelated EURO Optionholders	Unrelated EURO Optionholders 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).
Resolution 7 – Approval to issue New Options to Related Party - Mr Tony Sage	Mr Tony Sage (or his nominee(s)), any sub-underwriter appointed by Mr Sage and any other person who will obtain a material benefit as a result of the issue of the securities (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 New Options to Related Party - Mr Malcolm Day	Mr Malcolm Day (or his nominee(s)), any sub-underwriter appointed by Mr Day and any other person who will obtain a material benefit as a result of the issue of the securities (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 9 – Approval to issue New Options to Related Party - Mr Michael Carter	Mr Michael Carter (or his nominee(s)), any sub-underwriter appointed by Mr Carter and any other person who will obtain a material benefit as a result of the issue of the securities (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 10 – Approval to issue New Options to Related Party - Mr Mykhailo Zhernov	Mr Mykhailo Zhernov (or his nominee(s)), any sub-underwriter appointed by Mr Zhernov and any other person who will obtain a material benefit as a result of the issue of the securities (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 11 – Ratification of Agreement to issue EUROCC Options to Empire	Empire (or its nominee(s)) or any other person who will participate in the issue or an associate of that person or those persons.
Resolution 12 – Ratification of Agreement to issue EUROCC Options to Barclay	Barclay (or its nominee(s)) or any other person who will participate in the issue or an associate of that person or those persons.
Resolution 13 – Ratification of Agreement to issue EUROCC Options to Brian Burke	Mr Brian Burke (or his nominee(s)) or any other person who will participate in the issue or an associate of that person or those persons.
Resolution 14 – Approval to issue Shares to Geosan Consulting	Geosan Consulting (or its nominee(s)) 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).
Resolution 15 – Approval to issue ZEPOs to Related Party - Mr Tony Sage	Mr Tony Sage (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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 16 – Approval to issue ZEPOs to Related Party - Mr Malcolm Day	Mr Malcolm Day (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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 17 – Approval to issue ZEPOs to Related Party - Mr Michael Carter	Mr Michael Carter (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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 18 – Approval to issue ZEPOs to Related Party - Mr Mykhailo Zhernov	Mr Mykhailo Zhernov (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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 (8) 6181 9792.

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.europeanlithium.com.

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 A DIRECTOR – MR MALCOLM DAY

3.1 General

Listing Rule 14.4 and clause 15.2 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 Malcolm Day, having held office without re-election since 20 January 2023 and being eligible, retires by rotation and seeks re-election.

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

Qualifications, experience and other material directorships	<p>Mr Day is Managing Director of Moab Minerals Ltd (ASX: MOM) and has been on the board since 1999. Prior to that, Mr Day worked in the civil construction industry for 10 years, six of which were spent in senior management as a Licensed Surveyor and then later as a Civil Engineer. Whilst working as a Surveyor, Mr Day spent three years conducting mining and exploration surveys in remote Western Australia. Mr Day is a Member of the Australian Institute of Company Directors.</p> <p>Mr Day has a Bachelor of Applied Science in Surveying and Mapping and is a Licensed Surveyor.</p> <p>Since 2024, Mr Day has also been on the board of Critical Metals Corp as an independent director.</p>
Term of office	<p>Mr Day has served as a Director since 2 July 2012 and was last re-elected on 20 January 2023.</p>
Independence	<p>If re-elected, the Board considers that Mr Day will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Mr Day that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Day since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Day) 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 Day will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Day 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 TO ISSUE SECURITIES UNDER AN INCENTIVE SCHEME

4.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 72,447,507 Securities under the employee incentive scheme titled "European Lithium Incentive Scheme" (**Scheme**).

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.

4.2 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 4.3 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.

4.3 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 not issued any Securities under the Plan since the Plan was last approved by Shareholders on 20 January 2023.
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 72,447,507 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.

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 Company's constitution (including the proportional takeover provisions set out in clause 37) was adopted on 23 January 2023. Accordingly, the proportional takeover provisions included in the Constitution apply until 23 January 2026 unless sooner omitted or renewed.

This Resolution is a special resolution which will enable the Company to modify its Constitution by renewing clause 37 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 clause 37.

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

A copy of the Constitution was released to ASX on 23 January 2023 and is available for download from the Company's ASX announcements platform.

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	<p>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.</p>
Reasons for proportional takeover provisions	<p>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</p>

	acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	<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> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF EUROCC OPTIONS TO EVOLUTION

6.1 General

On 17 August 2025, the Company entered into an engagement letter with Evolution Capital Pty Ltd (ACN 652 397 263) (**Evolution**) pursuant to which Evolution was engaged by the Company to provide non-exclusive advisory services to the Company (**Evolution Engagement Letter**).

Pursuant to the Evolution Engagement Letter, as consideration for the first 12 months of advisory services, the Company issued Evolution 30,000,000 options in the Company's existing quoted class (ASX: EUROCC) (**EUROCC Options**) on 19 August 2025 pursuant to its available placement capacity under Listing Rule 7.1.

The Evolution Engagement Letter otherwise contained terms and conditions considered standard for an agreement of its type.

Accordingly, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 30,000,000 EUROCC Options to Evolution in consideration for advisory services to be provided to the Company.

6.2 Listing Rule 7.1

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

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

6.3 Listing Rule 7.4

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

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

6.4 Technical information required by Listing Rule 14.1A

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

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

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Evolution.
Number and class of Securities issued	30,000,000 EUROCC Options were issued.
Terms of Securities	The EUROCC Options were issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities were issued.	19 August 2025.
Price or other consideration the Company received for the Securities	The EUROCC Options were issued at a nil issue price, in consideration for the advisory services to be provided by Evolution to the Company.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Evolution Engagement Letter.
Summary of material terms of agreement to issue	The EUROCC Options were issued pursuant to the Evolution Engagement Letter, a summary of which is set out in Section 6.1 above.

REQUIRED INFORMATION	DETAILS
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. BACKGROUND TO RESOLUTIONS 6 TO 10 – NEW OPTIONS OFFER OFFER

7.1 New Options Offer

As per the Company's announcement on 20 October 2025, the Company intends to lodge a prospectus with ASIC (**Prospectus**) in respect of an offer of up to 205,172,851 new options (**New Options**) to all registered holders of options in the Company's quoted class (ASX:EURO) (**EURO Options**) who have not exercised their EURO Options prior to the expiry date of 14 November 2025 (i.e., before 15 November 2025) (**Record Date**) with a registered address in Australia, Canada (British Columbia) and the UAE (**EURO Optionholders**). Under the Prospectus, EURO Optionholders will be offered one (1) New Option for every one (1) EURO Option held on the Record Date at an issue price of \$0.002 and an exercise price of \$0.08 per New Option, expiring on 31 December 2026 to raise funds of up to \$417,545 (before costs) (**New Options Offer**).

Resolution 6 seeks Shareholder approval for the issue of up to 163,481,657 New Options to the unrelated EURO Optionholders.

7.2 Director Participation and Underwriting

The Directors of the Company intend to participate in the New Options Offer as EURO Optionholders. Accordingly, Mr Tony Sage, Mr Malcolm Day, Mr Michael Carter and Mr Mykhailo Zhernov intend to take up to an aggregate of 41,691,194 New Options pursuant to their entitlements under the New Options Offer, subject to obtaining shareholder approval under Resolutions 7 to 10 of this Notice.

Further, in addition to being entitled to participate in the New Options Offer, the Directors of the Company (being, Mr Michael Carter, Mr Malcolm Day, Mr Tony Sage and Mr Mykhailo Zhernov (or their nominees)) each agreed to equally underwrite the New Options Offer in equal proportions pursuant to an underwriting agreement between the Company and each Director (or their nominees) (**Underwriting Agreements**). Pursuant to the Underwriting Agreements, Messrs Carter, Day, Sage and Zhernov (or their nominees) have agreed to underwrite an aggregate of up to 163,481,656 New Options, comprising 40,870,414 New Options each as set out in the table below.

A summary of the material terms of the Underwriting Agreements is set out in Schedule 3.

Accordingly, Resolutions 7 to 10 of this Notice seek Shareholder approval for the issue of up to an aggregate of 205,172,851 New Options to Messrs Sage, Day, Carter and Zhernov as follows:

DIRECTOR	Mr Sage	Mr Day	Mr Carter	Mr Zhernov
RESOLUTION	7	8	9	10
NEW OPTIONS	15,185,299	15,585,299	5,585,298	5,335,298
UNDERWRITTEN NEW OPTIONS	40,870,414	40,870,414	40,870,414	40,870,414
NEW OPTIONS SUBSCRIPTION (\$)	\$30,371	\$31,171	\$11,171	\$10,671
UNDERWRITTEN AMOUNT (\$)	\$81,740.83	\$81,740.83	\$81,740.83	\$81,740.83
TOTAL NEW OPTIONS	56,055,713	56,455,713	46,455,712	46,205,712

7.3 Use of funds

The Company intends to apply the funds raised under the New Options Offer towards:

- (a) Exploration expenditures at its Irish lithium project to assist in meeting minimum expenditure commitments;

- (b) Legal costs associated with the granting of the special permits for the extraction and production of lithium at the Shevchenkivske project and Dobra Project in Ukraine;
- (c) Corporate overhead costs;
- (d) Working capital costs; and
- (e) Expenses of the New Options Offer.

Below is a table setting out the proposed use of funds raised under the New Options Offer. The Company notes that the below table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

PROCEEDS OF THE OFFER	FULL SUBSCRIPTION	%
Irish Lithium Project exploration expenditure	\$200,000	49%
Ukraine Project (legal costs)	\$100,000	24%
Project corporate costs	\$67,500	12%
Working capital	\$13,174	6%
Expenses of the Offer	\$37,005	9%
Total	\$410,346	100%

8. RESOLUTION 6 - APPROVAL TO ISSUE NEW OPTIONS TO UNRELATED EURO OPTIONHOLDERS

8.1 General

As set out in Section 7.1 above, this Resolution seeks Shareholder approval for the issue of up to 163,481,657 New Options that will be issued to the unrelated EURO Optionholders at an issue price of \$0.002 per New Option to raise up to approximately \$334,163.

8.2 Listing Rules 7.1 and 7.1A

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

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 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 to the unrelated EURO Optionholders.

8.4 Technical information required by Listing Rule 7.3

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	<p>The unrelated EURO Optionholders subscribed for New Options under the New Options Offer.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	Up to 163,481,657 New Options will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The New Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the New Options within 5 Business Days of the Meeting. In any event, the Company will not issue any New Options 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	\$0.002 per New Option.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 7.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The New Options were not issued pursuant to an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTIONS 7 TO 10– APPROVAL TO NEW OPTIONS TO RELATED PARTIES

9.1 General

As set out in Section 7.2, these Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to an aggregate 205,172,851 New Options to the Directors of the Company (being, Mr Michael Carter, Mr Malcolm Day, Mr Tony Sage and Mr Mykhailo Zhernov (or their nominees)) (**Related Parties**) to enable their participation in the Company's New Options Offer as eligible EURO Optionholders and to enable the Related Parties to equally underwrite the New Options Offer in accordance with the Underwriting Agreements.

Given that the Related Parties will each fully underwrite the New Options Offer, Shareholder approval is required for the maximum number of New Options that may be issued to the Related Parties pursuant to the Underwriting Agreements. Accordingly, the Resolutions are being put to Shareholders on the basis that no New Options are subscribed for by unrelated EURO Optionholders under the New Options Offer (i.e., if there are no New Options subscribed for by unrelated EURO Optionholders, then the Directors will underwrite the entire 205,172,851 New Options to be offered under the New Options Offer). However, it should be noted that this scenario is considered highly unlikely.

9.2 Chapter 2E of the Corporations Act

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

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

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

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

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the New Options will be

issued to the Related Parties (or their nominee(s)) on the same terms as New Options issued to non-related party EURO Optionholders in the New Options Offer and as such the giving of the financial benefit is on arm's length terms. Further, the Underwriting Agreements are consistent with standard market practice and have been considered on arm's length terms.

9.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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 and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 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.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 7.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised. Consequently,

9.5 Technical Information required by Listing Rule 10.13 in respect of these Resolutions

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Related Parties (or their nominee(s)).
Categorisation under Listing Rule 10.11	The Related Parties each fall within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Any nominee(s) of the Related Parties who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 205,172,851 New Options will be issued to the Related Parties in the amounts set out in Section 7.2.
Terms of Securities	The New Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the

REQUIRED INFORMATION	DETAILS
	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	\$0.002 per New Option. Refer to the table set out in Section 7.2 for the total amounts to be paid by each recipient.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 7.3 for details of the proposed use of funds. The issue is not intended to remunerate or incentivise the Directors.
Summary of material terms of agreement to issue	The New Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTIONS 11 TO 13 – RATIFICATION OF AGREEMENT TO ISSUE EUROCC OPTIONS TO THE ADVISORS

10.1 General

Resolutions 11 to 13 seek Shareholder ratification for the Company's agreement to issue 1,100,000 EUROCC Options to Barclay Wells Limited (ABN 88 009 352 836) (**Barclay**), Empire Capital Partners Pty Ltd (ABN: 16 159 992 328) (**Empire**) and Mr Brian Burke (together, the **Advisors**) in consideration for advisory services provided pursuant to advisory mandates (**Advisory Mandates**) entered into by the Company with each of the Advisors, as announced on 23 October 2025.

As consideration for the Advisory Services, the Company agreed to issue:

- (a) 500,000 EUROCC Options to Barclay;
- (b) 500,000 EUROCC Options to Empire; and
- (c) 100,000 EUROCC Options to Mr Burke.

The material terms of the Advisory Mandates are summarised in the table below:

TERMS	
Engagement	To provide the Company with strategic advisory services relating to potential capital market initiatives, IR/PR and related advisory services (collectively, the Advisory Services).
Fees	EUROCC Options, to be issued within three months after the date of the Meeting.
Term	The Advisory Mandates each have a term of six (6) months from the date of execution, unless extended by mutual written agreement of both parties. In respect of each Advisory Mandate, either party may terminate the Advisory Mandate at any time, with or without cause, or written notice to the other.
Other Terms	Other than as noted above, the Advisory Mandates contain terms which are standard for agreements of this type.

As set out above, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue a total of 1,100,000 EUROCC Options to the Advisors as

consideration for the Advisory Services provided to the Company under the Advisory Mandates.

For the avoidance of doubt, the Company confirms that Resolutions 11 to 13 are not conditional upon, nor interdependent with, the passing of any other of those Resolutions.

10.2 Listing Rule 7.1

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

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

10.3 Listing Rule 7.4

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

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

10.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, 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, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the proposed issue of the EUROCC Options will continue to be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom the Company agreed to issue Securities or the basis on which those persons were or will be identified/selected	The Advisors, as set out in Section 10.1.
Number and class of Securities to be issued	500,000 EUROCC Options to Empire, 500,000 EUROCC Options to Barclay and 100,000 EUROCC Options to Mr Burke.
Terms of Securities	The EUROCC Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued.	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three 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	Nil issue price, in consideration for the Advisory Services provided by the Advisors under the Advisory Mandates.

REQUIRED INFORMATION	DETAILS
Company will receive for the Securities	
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issues is to satisfy the Company's obligations under the Advisory Mandates.
Summary of material terms of agreement to issue	The EUROCC Options will be issued pursuant to the Advisory Mandates, a summary of the material terms of which is set out in Section 10.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

11. RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO GEOSAN CONSULTING

11.1 General

On 22 November 2024, the Company entered into a consultancy agreement (**Consultancy Agreement**) with Mr George Karageorge as trustee for the Geosan Family Trust trading as Geosan Consulting (ACN 154 319 838) (**Geosan Consulting**) pursuant to which Geosan Consulting would provide the consultancy services, including but not limited to:

- (a) the strategic design, execution, and oversight of exploration programs, including data analysis, resource modelling, stakeholder engagement, and corporate strategy; and
- (b) business development, operational improvement, and collaboration with internal and external parties to enhance discovery efforts and project outcomes,

(together, the **Consultancy Services**).

Pursuant to the terms of the Consultancy Agreement, the Company has agreed to pay the Geosan Consulting \$20,000 per month (exclusive of GST) to be paid in equal proportions of cash and Shares (subject to shareholder approval). The deemed issue price of the Shares will be equal to the volume weighted average price of the Company's Shares as traded on the ASX (**VWAP**) of the Company's Shares for each trading day during the relevant month, calculated at the end of that month (**Deemed Issue Price**).

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 506,117 Shares at the Deemed Issue Price to Geosan Consulting (or its nominee(s)) in consideration for the Consultancy Services provided for the months of June 2025 to September 2025 in accordance with the Consultancy Agreement.

11.2 Listing Rule 7.1

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

11.3 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. Consequently, the Company would have to re-negotiate the means by which the fees are payable to Geosan Consulting under the Consultancy Agreement.

11.4 Technical information required by Listing Rule 7.3

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	Geosan Consulting (or its nominee(s)).
Number of Securities and class to be issued	506,117 Shares.
Terms of Securities	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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any of the Shares 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	The Shares will be issued based on the Deemed Issue Price in consideration for consulting fees payable by the Company to Geosan Consulting for the months of June 2025 to September 2025, in accordance with the terms of the Consultancy 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 Consultancy Agreement.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to the Consultancy Agreement, a summary of the material terms of which are set out in Section 11.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

12. RESOLUTIONS 15 TO 18 – APPROVAL TO ISSUE ZEPOS TO RELATED PARTIES

12.1 General

The Company has agreed, subject to Shareholder approval being obtained at this Meeting, to issue up to a total of 270,000,000 zero exercise price Options (**ZEPOs**) to all of the Directors of the Company (or their nominees) (**Related Parties**) as follows:

RESOLUTION	QUANTUM	RECIPIENT
15	120,000,000	Mr Tony Sage
16	90,000,000	Mr Malcolm Day
17	30,000,000	Mr Michael Carter
18	30,000,000	Mr Mykhailo Zhernov

The ZEPOs will vest in six equal tranches, with 1/6 of each Director's individual allocation vesting upon satisfaction of each of the following performance milestones:

- (a) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.50 at any time prior to 31 December 2026;

- (b) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.60 at any time prior to 31 December 2027;
- (c) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.70 at any time prior to 31 December 2027;
- (d) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.80 at any time prior to 31 December 2028;
- (e) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.90 at any time prior to 31 December 2028; and
- (f) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$1.00 at any time prior to 31 December 2029.

Accordingly, these Resolutions seek Shareholder approval for the issue of an aggregate of 270,000,000 ZEPOs to the Related Parties.

12.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominees) are to be issued ZEPOs should Resolutions 15 to 18 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

12.3 Chapter 2E of the Corporations Act

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

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

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

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

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

12.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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 and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 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.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

12.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue to the Related Parties. Consequently, the Company may have to find alternative ways to incentivise the Related Parties, which may be less cost effective to the Company.

12.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The Related Parties, as set out in Section 12.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of ZEPOs to be issued (being the nature of the financial benefit proposed to be given) is 270,000,000, to be allocated in the amounts set out in Section 12.1 above.
Terms of Securities	The ZEPOs will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any ZEPOs later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The ZEPOs will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the ZEPOs for the following reasons: (a) the issue of the ZEPOs has no immediate dilutionary impact on Shareholders;

REQUIRED INFORMATION	DETAILS															
	<p>(b) the issue to the Related Parties will align the interests of the recipient with those of Shareholders;</p> <p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive ZEPOs on the terms proposed.</p>															
Consideration of quantum of Securities to be issued	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and ensure continuity of service/retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.</p>															
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year in respect of their roles as Directors of the Company are set out below:</p> <table><tr><th>DIRECTORS</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th></tr><tr><td>Antony Sage</td><td>\$22,665,397¹</td><td>\$582,000⁵</td></tr><tr><td>Malcolm Day</td><td>\$3,215,868²</td><td>\$238,500⁶</td></tr><tr><td>Michael Carter</td><td>\$67,783³</td><td>\$115,500⁷</td></tr><tr><td>Mykhailo Zhernov</td><td>\$3,012,678⁴</td><td>\$115,500⁸</td></tr></table> <p>Notes:</p> <p>1. Comprising short term benefits (salary & fees) of \$939,403 and security-based payments of \$21,725,994.</p> <p>2. Comprising short term benefits (salary & fees) of \$129,940 and security-based payments of \$3,085,928.</p> <p>3. Comprising short term benefits (salary & fees) of \$60,000 and security-based payments of \$7,783.</p> <p>4. Comprising short term benefits (salary & fees) of \$117,940 and security-based payments of \$2,894,737.</p> <p>5. Comprising short term benefits (salary & fees) of \$360,000 and security-based payments of \$222,000.</p> <p>6. Comprising short term benefits (salary & fees) of \$72,000 and security-based payments of \$55,500.</p>	DIRECTORS	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	Antony Sage	\$22,665,397 ¹	\$582,000 ⁵	Malcolm Day	\$3,215,868 ²	\$238,500 ⁶	Michael Carter	\$67,783 ³	\$115,500 ⁷	Mykhailo Zhernov	\$3,012,678 ⁴	\$115,500 ⁸
DIRECTORS	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026														
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REQUIRED INFORMATION	DETAILS																																																												
	<div><div>7.</div><div>Comprising short term benefits (salary & fees) of \$60,000 and security-based payments of \$55,500.</div></div> <div><div>8.</div><div>Comprising short term benefits (salary & fees) of \$60,000 and security-based payments of \$55,500.</div></div>																																																												
Valuation	The value of the ZEPOs and the pricing methodology is set out in Schedule 5.																																																												
Summary of material terms of agreement to issue	The ZEPOs are not being issued pursuant to an agreement.																																																												
Interest in Securities	<div>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</div> <div>As at the date of the meeting:</div> <table><tr><th>RELATED PARTY</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>INCENTIVE SHARES</th><th>%¹</th></tr><tr><td>Tony Sage</td><td>48,341,509</td><td>37,843,534</td><td>Nil</td><td>7,500,000</td><td>5.47%</td></tr><tr><td>Malcolm Day</td><td>35,737,887</td><td>30,585,298</td><td>Nil</td><td>-</td><td>3.89%</td></tr><tr><td>Michael Carter</td><td>10,000,000</td><td>12,335,298</td><td>Nil</td><td>-</td><td>1.32%</td></tr><tr><td>Mykhailo Zhernov</td><td>57,631,580</td><td>5,585,298</td><td>Nil</td><td>-</td><td>3.76%</td></tr></table> <div>Notes:</div> <div><div>1.</div><div>Percentage interest in the Company based on 2,012,299,969 Shares in the capital of the Company on a fully diluted basis.</div></div> <div>Post issue</div> <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS²</th><th>ZEPOs</th><th>INCENTIVE SHARES</th><th>FULLY DILUTED³</th></tr><tr><td>Tony Sage</td><td>28,341,509</td><td>57,843,534</td><td>120,000,000</td><td>7,500,000</td><td>5.53%</td></tr><tr><td>Malcolm Day</td><td>20,737,887</td><td>45,585,298</td><td>90,000,000</td><td>-</td><td>3.95%</td></tr><tr><td>Michael Carter</td><td>5,000,000</td><td>17,335,298</td><td>30,000,000</td><td>-</td><td>1.33%</td></tr><tr><td>Mykhailo Zhernov</td><td>52,631,580</td><td>10,585,298</td><td>30,000,000</td><td>-</td><td>3.32%</td></tr></table> <div>Notes:</div> <div><div>1.</div><div>Fully paid ordinary shares in the capital of the Company (ASX: EUR).</div></div> <div><div>2.</div><div>These numbers do not take into account the issues of any other securities being approved under this Notice.</div></div> <div><div>3.</div><div>Percentage interest in the Company based on 2,057,299,969 Shares in the capital of the Company on a fully diluted basis.</div></div>	RELATED PARTY	SHARES	OPTIONS	PERFORMANCE RIGHTS	INCENTIVE SHARES	% ¹	Tony Sage	48,341,509	37,843,534	Nil	7,500,000	5.47%	Malcolm Day	35,737,887	30,585,298	Nil	-	3.89%	Michael Carter	10,000,000	12,335,298	Nil	-	1.32%	Mykhailo Zhernov	57,631,580	5,585,298	Nil	-	3.76%	RELATED PARTY	SHARES ¹	OPTIONS ²	ZEPOs	INCENTIVE SHARES	FULLY DILUTED ³	Tony Sage	28,341,509	57,843,534	120,000,000	7,500,000	5.53%	Malcolm Day	20,737,887	45,585,298	90,000,000	-	3.95%	Michael Carter	5,000,000	17,335,298	30,000,000	-	1.33%	Mykhailo Zhernov	52,631,580	10,585,298	30,000,000	-	3.32%
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Dilution	If the ZEPOs issued under these Resolutions vest, a total of 270,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,507,550,148 (being the total number of Shares on issue as at the date of this Notice) to 1,777,550,148 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 15.19%, comprising 7.37% by Tony Sage, 5.63% by Malcolm Day, 1.95% by Michael Carter and 1.95% by Mykhailo Zhernov.																																																												
Market price	The ZEPOs will not be quoted securities. Accordingly, there is no market for the ZEPOs.																																																												

REQUIRED INFORMATION	DETAILS												
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.265</td><td>6 October 2025</td></tr><tr><td>Lowest</td><td>\$0.064</td><td>11 July 2025</td></tr><tr><td>Last</td><td>\$0.345</td><td>20 October 2025</td></tr></table>		PRICE	DATE	Highest	\$0.265	6 October 2025	Lowest	\$0.064	11 July 2025	Last	\$0.345	20 October 2025
	PRICE	DATE											
Highest	\$0.265	6 October 2025											
Lowest	\$0.064	11 July 2025											
Last	\$0.345	20 October 2025											
Other information	<p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p>												
Voting exclusion statements	<p>Voting exclusion statements apply to these Resolutions.</p>												
Voting prohibition statements	<p>Voting prohibition statements apply to these Resolutions.</p>												

13. RESOLUTION 19– CONFIRMATION OF APPOINTMENT OF AUDITOR AT AGM

13.1 Background

On 10 June 2025, in accordance with section 327C of the Corporations Act 2001, the Company appointed SW Audit (ABN 39 533 589 331) (**SW Audit**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, HLB Mann Judd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, SW Audit holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of SW Audit as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating SW Audit as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

SW Audit has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of SW Audit as the Company's auditor will take effect at the close of this Meeting.

HLB Mann Judd, the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

13.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

Advisors means Empire and Barclay.

Advisory Mandates has the meaning given in Section 10.1.

Advisory Services has the meaning given in Section 10.1.

ASIC means the Australian Securities & Investments Commission.

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

Barclay means Barclay Wells Limited (ABN 88 009 352 836).

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means European Lithium Limited (ACN 141 450 624).

Constitution means the Company's constitution.

Consultancy Agreement has the meaning given in Section 11.1.

Consultancy Services has the meaning given in Section 11.1.

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

Deemed Issue Price has the meaning given in Section 11.1.

Directors means the current directors of the Company.

Empire means Empire Capital Partners Pty Ltd (ABN: 16 159 992 328).

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.

EURO Options means the Company's quoted class of options (ASX: EURO) which expired on 14 November 2025.

EURO Optionholders means the Optionholders who held options in the Company's quoted class of options (ASX: EURO) which expired on 14 November 2025.

EUROC Options means the Company's quoted class of options (ASX: EUROC) exercisable at \$0.10 on or before 30 April 2027.

Evolution means Evolution Capital Pty Ltd (ACN 652 397 263).

Evolution Engagement Letter has the meaning given in Section 6.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Geosan Consulting means Geosan Consulting (ACN 154 319 838).

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.

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

Meeting means the meeting convened by the Notice.

New Options Offer has the meaning given in Section 7.1.

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

Option means an option to acquire a Share.

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

Prospectus means the Prospectus lodged by the Company with ASIC on 13 October 2025 in respect of the New Options Offer.

Proxy Form means the proxy form accompanying the Notice.

Record Date means 10 October 2025, being the date on which the Company determines the EURO Optionholders eligible to participate in the New Options Offer.

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.

Related Parties has the meaning given in Section 9.1.

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

SW Audit means SW Audit (ABN 39 533 589 331).

Underwriting Agreements means the letters of agreement between the Directors and the Company to equally underwrite the Replacement Options Offer dated on or about 4 October 2025.

VWAP means volume weighted average price of the Company's Shares as traded on the ASX.

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

ZEPO means a zero exercise price option to acquire a Share.

SCHEDULE 1 – SUMMARY OF EUROPEAN LITHIUM INCENTIVE SCHEME

A summary of the material terms of the proposed European Lithium Incentive Scheme (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (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 Options, Performance Rights and Shares (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).

Vesting of Convertible Securities	Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares 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.
Exercise of Convertible Securities and cashless exercise	<p>To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation may specify that at the time of exercise of the Convertible Securities, 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.</p> <p>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.</p> <p>A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restrictions on dealing with Convertible Securities	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.</p>
Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <p>(a) where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested Convertible Securities will automatically be forfeited by the Participant;</p> <p>(b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</p>

	<p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the Expiry Date.</p>
Change of control	<p>If a change of control event occurs, 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 holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.</p>
Adjustment of Convertible Securities	<p>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.</p> <p>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 issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p> <p>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.</p>
Plan Shares	<p>The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.</p> <p>Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.</p>
Rights attaching to Plan Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.</p>
Disposal restrictions on Plan Shares	<p>If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <p>(a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or</p> <p>(b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.</p>

General Restrictions on Transfer of Plan Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.</p>
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Maximum number of Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 2 – TERMS AND CONDITIONS OF 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: (a) EUROCC Option will be \$0.10; and (b) New Option will be \$0.08, (each, the Exercise Price).
3.	Expiry Date	(a) Each EUROCC Option will expire at 5:00 pm (AWST) on 30 April 2027; and (b) each New Option will expire at 5:00 pm (AWST) on 31 December 2026, (each, the 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	Within five Business Days after the Exercise Date, the Company will: (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. 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.
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	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 3 – MATERIAL TERMS OF UNDERWRITING AGREEMENTS

The material terms and conditions of the Underwriting Agreement are summarised below:

TERMS	UNDERWRITING AGREEMENT
Fees	Nil
Conditions Precedent and Termination Events	<p>The underwriting commitment is conditional upon:</p> <ul style="list-style-type: none">(a) the Company lodging a prospectus in relation to the Offer with ASIC; and(b) receipt of shareholder approval of the issue of Shares pursuant to the Underwriting Agreement to the Directors of the Company at an upcoming general meeting of shareholders of the Company.(c) If the conditions set out above are not satisfied or waived, the Underwriting Agreement shall immediately terminate. <p>The Company confirms that there are no other conditions precedent or termination events under the Underwriting Agreement.</p>
Warranties	<p>Pursuant to the Underwriting Agreement, each Underwriter warrants that:</p> <ul style="list-style-type: none">(a) they have the power to enter into and perform their obligations under the Underwriting Agreement and have obtained all necessary consents and taken all necessary action to do so;(b) the Underwriting Agreement is a valid and binding obligation on them;(c) an investment in the New Options involves a degree of risk and is, therefore, a speculative investment;(d) they agree to be bound by the Constitution of the Company and agree to subscribe for New Options on the terms of the Prospectus; and(e) they are duly empowered to enter into the Underwriting Agreement and perform each and every obligation on their part contained in the Underwriting Agreement.

SCHEDULE 4 – TERMS AND CONDITIONS OF ZEPOS

1.	Entitlement	Each ZEPO entitles the holder to subscribe for one Share upon exercise of the ZEPO.
2.	Exercise Price	No consideration is payable upon the exercise of each ZEPO.
3.	Vesting Condition	<p>The ZEPO will vest as follows:</p> <ul style="list-style-type: none"> (a) 1/6 of the ZEPOs will vest upon the volume weighted average price of the Company's Shares as traded on the ASX (VWAP) for 20 consecutive days being equal to or greater than \$0.50 at any time prior to 31 December 2026; (b) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.60 at any time prior to 31 December 2027; (c) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.70 at any time prior to 31 December 2027; (d) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.80 at any time prior to 31 December 2028; (e) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$0.90 at any time prior to 31 December 2028; and (f) 1/6 of the ZEPOs will vest upon the VWAP for 20 consecutive days being equal to or greater than \$1.00 at any time prior to 31 December 2029.
4.	Expiry Date	<p>The ZEPO will expire at 5:00 pm (AWST) on the date that is 5 years from the date of their issue.</p> <p>A ZEPO not exercised before the Expiry Date will automatically lapse on the Expiry Date.</p>
5.	Exercise Period	The ZEPOs are exercisable at any time on or prior to the Expiry Date (Exercise Period).
6.	Exercise Notice	The ZEPOs may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the ZEPO certificate (Exercise Notice) and payment of the Exercise Price for each ZEPO being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
7.	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 ZEPO being exercised in cleared funds (Exercise Date).
8.	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 ZEPOs 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

		<p>(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 ZEPOs.</p> <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>
9.	Shares issued on exercise	Shares issued on exercise of the ZEPOs rank equally with the then issued shares of the Company.
10.	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.
11.	Participation in new issues	There are no participation rights or entitlements inherent in the ZEPOs and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the ZEPOs without exercising the ZEPOs.
12.	Change in exercise price	A ZEPO does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the ZEPO can be exercised.
13.	Transferability	The ZEPOs are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 5 – VALUATION OF ZEPOS

The ZEPOs to be issued pursuant to Resolutions 15 to 18 have been independently valued.

Using Monte Carlo Simulation (MCS) Methodology, which utilises the Binomial Option Pricing Model and based on the assumptions set out below, the ZEPOs were ascribed the following value:

ASSUMPTIONS	
Valuation date	22 October 2025
Market price of Shares	\$0.250
Expiry date (length of time from issue)	5 years
Risk free interest rate	Tranche 1: 3.364% Tranches 2 and 3: 3.332% Tranches 4 and 5: 3.363% Tranche 6: 3.444%
Volatility (discount)	Tranches 1-3: 100% Tranches 4-6: 90%
Indicative value per ZEPO	Tranche 1: \$0.1554 Tranche 2: \$0.1836 Tranche 3: \$0.1701 Tranche 4: \$0.1759 Tranche 5: \$0.1669 Tranche 6: \$0.1833
Total value of ZEPOs	\$46,584,000
Resolution 15	\$20,704,000
Resolution 16	\$15,528,000
Resolution 17	\$5,176,000
Resolution 18	\$5,176,000

ANNEXURE A – NOMINATION OF AUDITOR LETTER

European Lithium Limited
32 Harrogate Street

West Leederville, WA 6007

Bellatrix Corporate Pty Ltd being a member of European Lithium Limited (**Company**), nominate SW Audit in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

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

Signed and dated 24 October 2025:



Director
Bellatrix Corporate Pty Ltd



Director
Bellatrix Corporate Pty Ltd

For personal use only

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Monday, 24 November 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188452

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of European Lithium Limited hereby appoint

☐ the Chair of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of European Lithium Limited, to be held at 32 Harrogate Street, West Leederville, WA 6007 on Wednesday, 26 November 2025 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 15, 16, 17 and 18 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 15, 16, 17 and 18 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 3, 15, 16, 17 and 18 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Ratification of Agreement to issue EUROK Options to Empire	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Election of a Director - Mr Malcolm Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Ratification of Agreement to issue EUROK Options to Barclay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval to issue Securities under an Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Ratification of Agreement to issue EUROK Options to Brian Burke	<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"/>	14	Approval to Issue Shares to Geosan Consulting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of prior issue of EUROK Options to Evolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval to Issue ZEPOS to Related Party - Mr Tony Sage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval to Issue New Options to Unrelated EURO Option Holders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Approval to Issue ZEPOS to Related Party - Mr Malcolm Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to Issue New Options to Related Party - Mr Tony Sage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	Approval to Issue ZEPOS to Related Party - Mr Michael Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to Issue New Options to Related Party - Mr Malcolm Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18	Approval to Issue ZEPOS to Related Party - Mr Mykhailo Zhernov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval to Issue New Options to Related Party - Mr Michael Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19	Confirmation of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval to Issue New Options to Related Party - Mr Mykhailo Zhernov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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