

NOTICE OF 2025 AGM AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (**ASX:RML**) refers to the notice of Annual General Meeting (**AGM**) and accompanying explanatory memorandum released to ASX on 29 October 2025 (together, the Notice of Meeting) in respect of an AGM of the Company's shareholders (**Shareholders**).

The Meeting will be held:

Date: Friday 28 November 2025

Time: 9:30am (ACST)

Location: Offices of Grant Thornton Australia Limited,

Level 3, 170 Frome Street, Adelaide SA

In reliance on Section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website on its ASX announcements page at https://www.resolutionminerals.com/investor-center/category/asx-releases or at www.asx.com.au.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 8 6118 7110 or by email at info@resolutionminerals.com.

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias Company Secretary

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY NOTES PROXY FORM

Date of Meeting 28 November 2025

Time of Meeting 9:30am (ACST)

Place of Meeting

Offices of Grant Thornton Australia Limited Level 3, 170 Frome Street Adelaide, South Australia

RESOLUTION MINERALS LTD ACN 617 789 732

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 28 November 2025 at 9:30am ACDT.

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

GENERAL BUSINESS

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.

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.

Resolution 2 - Re-election of Menachem Rogatsky

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 13.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Menachem Rogatsky, a Director, retires by rotation, and being eligible, is re-elected as a Director."

SPECIAL BUSINESS

Resolution 3 – Ratification of prior issue of 92,542,986 Shares to Placement Participants

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 92,542,986 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Notes."

Resolution 4 – Ratification of prior issue of 125,457,014 Shares to Placement Participants

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 125,457,014 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Notes."

Resolution 5 - Approval to issue up to 134,000,000 Shares to Placement Participants

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 134,000,000 Shares to the Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 6 – Approval to issue Options to Placement Participants

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 251,000,000 Options to Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 7 - Approval to issue Securities to Aharon Zaetz to enable his participation in the Placement

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 2,000,000 Shares and 1,000,000 Options to Aharon Zaetz (or his nominee(s)) on the terms and conditions set out in the Explanatory Notes."

Resolution 8 – Approval to issue Securities to Menachem Rogatsky to enable his participation in the Placement

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 2,000,000 Shares and 1,000,000 Options to Menachem Rogatsky (or his nominee(s)) on the terms and conditions set out in the Explanatory Notes."

Resolution 9 – Approval to issue Securities to Oakley Capital

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 9,000,000 Shares and 90,000,000 Options to Oakley Capital (or its nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 10 - Ratification of prior issue of Options to Roth

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 10,000,000 Options to Roth on the terms and conditions set out in the Explanatory Notes."

Resolution 11 – Ratification of prior issue of Consultancy Shares

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 1,000,000 Shares to Early Morn Enterprises Pty Ltd < Early Morn A/C>, on the terms and conditions set out in the Explanatory Notes."

Resolution 12 – Approval to issue Securities to Report Card Pty Ltd

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 2,990,000 Shares and 1,495,000 Options to Report Card Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 13 – Approval to issue up to 100,000,000 Future Placement Shares

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 100,000,000 Future Placement Shares, on the terms and conditions set out in the Explanatory Statement."

Resolution 14 - Ratification of prior issue of Shares to Tribeca

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 25,000,000 Shares to Tribeca (or its nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 15 - Approval to issue Options to Tribeca

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 25,000,000 Options to Tribeca (its their nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 16 – Approval to issue Options to Oakley Capital

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 12,500,000 Options to Oakley Capital (or its nominees) on the terms and conditions set out in the Explanatory Notes."

SPECIAL RESOLUTION

Resolution 17 - Approval of 7.1A Mandate

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

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

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting Exclusion Statements

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

Resolution 3 – Ratification of prior issue of 92,542,986 Shares to Placement Participants	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 - Ratification of prior issue of 125,457,014 Shares to Placement Participants	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Approval to issue 134,000,000 Shares to Placement Participants	Placement Participants (or their nominees) 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 6 – Approval to issue Options to Placement Participants	Placement Participants (or their nominees) 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 Securities to Aharon Zaetz to enable his participation in the Placement	Aharon Zaetz (or their 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 8 - Approval to issue Securities to Menachem Rogatsky to enable his participation in the Placement	Menachem Rogatsky (or their 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 9 - Approval to issue Securities to Oakley Capital	Oakley Capital (or its nominees) 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 10 - Ratification of prior issue of Options to Roth	Roth (or its nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 11 - Ratification of prior issue of Consultancy Shares	Early Morn Enterprises Pty Ltd <early a="" c="" morn=""> or any other person who participated in the issue or an associate of that person or those persons.</early>
Resolution 12 – Approval to issue Securities to Report Card Pty Ltd	Report Card Pty Ltd (or its nominees) 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 13 - Approval to issue up to 100,000,000 Future Placement Shares	Any 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 14 – Ratification of prior issue of Shares to Tribeca	Tribeca or any other person who participated in the issue or an associate of that person or those persons.
Resolution 15 – Approval to issue Options to Tribeca	Tribeca 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 16 – Approval to issue Options to Oakley Capital	Oakley Capital 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 17 - Approval of 7.1A Mandate	Tribeca and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolutions 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 Prohibition Statement

Resolution 1 – Adoption of Remuneration Report	In accordan	ce with section	ns 250BD(2) and 250R, a vote on this Resolution must not be cast:
Tomaio alon Topon	a)	remuneratio	shalf of a member of the Key Management Personnel, details of whose in are included in the Remuneration Report or a Closely Related Party of liber, regardless of the capacity in which the vote is cast; or
	b)		by a member of the Key Management Personnel at the date of the Meeting, sely Related Parties.
			oter) described above may cast a vote on this Resolution as a proxy if the of a person described above and either:
	a)	the voter is on this Reso	appointed as a proxy by writing that specifies the way the proxy is to vote olution; or
	b)	the voter is t	the Chair and the appointment of the Chair as proxy:
		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.

Voting, Attendance Entitlement and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf. The Company encourages shareholders to **appoint the Chair as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at https://investor.automic.com.au/#/loginsah.

In completing the attached Proxy Form, Members must be aware that where the Chair is appointed as their proxy, they will be directing the Chair to vote in accordance with the Chair's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair as a proxy with a direction to cast the votes contrary to the Chair's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair.

Shareholders and their proxies should be aware that:

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

A proxy need not be a Member. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

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 order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am ACST on 26 November 2025):

On-line: https://investor.automic.com.au/#/loginsah

By mail: Automic

GPO BOX 5193

SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street

SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 5:30pm ACST on 26 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias

Company Secretary

Adelaide, 29 October 2025

ANNUAL GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

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.resolutionminerals.com.

There is no requirement either in the Corporations Act or the Constitution for Shareholders to approve the financial report, the Directors' report or the auditor's report. Shareholders will be given a reasonable opportunity at the meeting to:

- a) ask questions about, or make comments on, the management of the Company; and
- b) ask a representative of the Company's Auditor, Grant Thornton Audit Pty Ltd (Auditor), questions relevant to:
 - i) the conduct of the audit;
 - ii) the preparation and content of the Auditor's Report;
 - the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - iv) the independence of the Auditor in relation to the conduct of the audit.

A Member who is entitled to cast a vote at the Meeting may submit written questions to the Company's Auditor if the question is relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. A written question must be submitted by giving the question to the Company no later than 5:00pm (ACDT) on Friday 21 November 2025, being five business days before the day on which the Meeting is to be held and, the Company will then, as soon as practicable after the question has been received, pass the question on to the Auditor.

The Chair of the Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any such written questions submitted. If the Company's Auditor has prepared written answers to written questions, the Chair of the Meeting may allow these to be tabled at the Meeting and such written answers will be available to Members as soon as practicable after the Meeting. The Company will make copies of the question list reasonably available to Members attending the Meeting.

No Resolution is required to be moved in respect of this item of general business.

GENERAL BUSINESS

Resolution 1 – Adoption of Remuneration Report

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.

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.

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.

Resolution 2 - Re-election of Menachem Rogatsky

General

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

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

Menachem Rogatsky, who has held office without re-election since 29 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Menachem Rogatsky is set out below.

Qualifications, experience and other material directorships	Menachem Rogatsky is a successful New York businessman who brings a wealth of experience and international investment opportunities to the company.
Term of office	Menachem Rogatsky has served as a Director since 30 November 2023 and was last re-elected on 29 November 2024.
Independence	If re-elected, the Board does not consider that Menachem Rogatsky will be an independent Director due to his executive role.
Board recommendation	Having received an acknowledgement from Menachem Rogatsky that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Menachem Rogatsky since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Menachem Rogatsky) recommend that Shareholders vote in favour of this Resolution.

Technical information required by Listing Rule 14.1A

If this Resolution is passed, Menachem Rogatsky will be re-elected to the Board as an executive Director.

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

SPECIAL BUSINESS

Background to Resolutions 3 to 9

Overview of the Placement

As announced on 18 September 2025, the Company received firm commitments from sophisticated investors (**Placement Participants**) to raise up to \$25,100,000 (before costs) through the issue of Sharse at an issue price of \$0.05 per Share (**Placement**).

The Placement will be conducted in two tranches as follows:

- a) the first tranche comprised the issue of 368,000,000 Shares on 3 October 2025, with:
 - i) 150,000,000 Shares issued under the Company's existing pre-approved placement capacity that was approved by Shareholders at the general meeting held on 25 July 2025; and
 - ii) 218,000,000 Shares issued pursuant to the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A, ratification of which is sought under Resolutions 3 and 4; and
- b) the second tranche, which is subject to Shareholder approval being obtained at this Meeting, will comprise the issue of up to 134,000,000 Shares to unrelated Placement Participants (approval for which is sought under Resolution 5).

The Company is also seeking Shareholder approval to

- a) enable Directors Aharon Zaetz and Menachem Rogatsky to participate in the Placement by subscribing for up to an aggregate of 4,000,000 Shares (approval for which is sought under Resolutions 7 and 8); and
- b) issue Placement Participants (including Directors Aharon Zaetz and Menachem Rogatsky) one Option for every two Shares issued under the Placement (**Placement Options**). The Placement Options will be exercisable at \$0.10 each on or before 30 November 2029 and will be listed subject to the ASX listing requirements being met. Shareholder approval for the issue of the Placement Options is sought under Resolution 6 (in respect of the unrelated Placement Participants) and Resolutions 7 and 8 (in respect of the related Placement Participants).

Use of funds

The purpose of the Placement is to raise up to \$25,300,000 (before costs).

The funds raised from the Placement are intended to be applied to: explore downstream critical mineral processing initiatives; continue the drilling campaign at the Horse Heaven Project; future drilling and surface sampling programs; identification and acquisition of additional strategic assets; progress other exploration projects and working capital.

The above is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

Lead Manager

The Company engaged Oakley Capital Partners Pty Limited (**Oakley Capital**) to act as lead manager to the Placement and agreed to pay/issue to Oakley Capital:

- a) a 6% cash fee (plus GST) on all funds raised under the Placement; and
- b) subject to Shareholder approval, 9,000,000 Shares and 90,000,000 Options on the same terms as the Options issued to the Placement Participants (approval for the issue of which is sought under Resolution 9). If approval if not obtained for the issue of these Securities, the Company must pay Oakley Capital the cash equivalent.

The agreement between the Company and Oakley Capital is otherwise on terms and conditions considered standard for an agreement of its nature.

Resolutions 3 and 4 – Ratification of prior issue of Shares to Placement Participants

General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 218,000,000 Shares at an issue price of \$0.05 per Share to raise \$10,900,000. Further information in relation to the issue is set out under the heading "Background to Resolutions 3 to 9" above.

On 3 October 2025, 92,542,986 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 3) and 125,457,014 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 4).

Listing Rules 7.1 and 7.1A

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company previously obtained such approval from its Shareholders at its annual general meeting held on 29 November 2024. The Company's ability to continue to utilise the additional 10% capacity provided for in Listing Rule 7.1A is conditional on Resolution 17 being passed at this Meeting.

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

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.

Technical information required by Listing Rule 14.1A

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

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 17 being passed at this Meeting.

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	Placement Participants (or their nominees) comprising professional and sophisticated investors who were identified through a bookbuild process, which involved Oakley Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.	
Number and class of Securities	218,000,000 Shares were issued on the following basis:	
issued	a) 92,542,986 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 3); and	
	b) 125,457,014 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4).	
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.	
Date(s) on or by which the Securities were issued	3 October 2025.	
Price or other consideration the Company received for the Securities	\$0.05 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.	
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares were issued to the Placement Participants to enable the Company to raise \$10,900,000 under the Placement. Refer to the information included under the heading "Background to Resolutions 3 to 9" above for details of the proposed use of funds.	
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.	

Required information	Details
Compliance	The issue did not breach Listing Rule 7.1.

Resolution 5 - Approval up to 134,000,000 Shares to Placement Participants

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 134,000,000 Shares to Placement Participants (or their nominees) at an issue price of \$0.05 per Share to raise up to an additional \$6,700,000 under the Placement. Further information in relation to the issue is set out under the heading "Background to Resoutions 3 to 9" above.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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. Further, the Company will not raise an additional \$6,700,000 under the Placement.

Technical information required by Listing Rule 7.3

Required information	Details
Names of persons to whom	Placement Participants (or their nominees).
Securities will be issued or the basis on which those persons were or will be identified/selected	Oakley Capital (an adviser to the Company) will be issued up to 60,000,000 Shares as a result of their participation in the Placement which represents approximately 3.34% of the Company's share capital at the time of the proposed issue.
	The Company confirms that no other Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 134,000,000 Shares will be issued.
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 Shares no 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	\$0.05 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares will be issued to the Placement Participants to enable the Company to raise an additional \$6,700,000 under the Placement. Refer to the information included under the heading "Background to Resoutions 3 to 9" above for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 6 - Approval to issue Placement Options to Placement Participants

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 251,000,000 Options to the Placement Participants (or their nominees). The Placement Options will be exercisable at \$0.10 each on or before 30 November 2029 and will otherwise be issued on the terms and conditions set out in Schedule 1.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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.

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	Placement Participants (or their nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 251,000,000 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement 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	The Placement Options are being offered for nil consideration as they are free-attaching to the Shares issued under the Placement on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The Placement Options are being issued as an incentive to encourage investors to participate in the Placement. No funds will be raised from the issue of the Placement Options. Refer to the information included under the heading "Background to Resoutions 3 to 9" above for details of the proposed use of funds raised under the Placement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 7 and 8 - Approval to issue Securities to Aharon Zaetz and Menachem Rogatsky to enable their participation in the placement

General

These Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of 2,000,000 Shares and 1,000,000 Placement Options to each of Aharon Zaetz and Menachem Rogatsky (or their nominee(s)), to enable their participation in the Placement on the same terms as unrelated participants. The Placement Options will be exercisable at \$0.10 each on or before 30 November 2029 and will otherwise be issued on the terms and conditions set out in Schedule 1.

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 Aharon Zaetz and Menachem Rogatsky are related parties of the Company by virtue of being Directors.

The Directors (other than Aharon Zaetz who may have a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Aharon Zaetz (or their nominee(s)) on the same terms as Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Menachem Rogatsky who may have a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Menachem Rogatsky (or their nominee(s)) on the same terms as Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all but one of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 7 and 8. If this were the case, a quorum of Directors without a material personal interest could not be formed at the Board level to consider the matters contemplated by these Resolutions.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 7 and 8 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

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;
- 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.

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 under the heading "Background to Resoutions 3 to 9" above. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised.

Technical Information required by Listing Rule 10.13

Required information	Details
Name of the person to whom Securities will be issued	Aharon Zaetz (or his nominee(s)) pursuant to Resolution 7 and Menachem Rogatsky (or his nominee(s)) pursuant to Resolution 8.
Categorisation under Listing Rule 10.11	Each of Aharon Zaetz and Menachem Rogatsky fall 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 these 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 2,000,000 Shares and 1,000,000 Options will be issued to Aharon Zaetz (or his nominee(s)) pursuant to Resolution 7 and up to 2,000,000 Shares and 1,000,000 Options will be issued to Menachem Rogatsky (or his nominee(s)) pursuant to Resolution 8.
	The Options will be issued free-attaching to Shares on a 1:2 basis.
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.
	The Options will be issued on the terms and conditions set out in Schedule 1.
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 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	\$0.05 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares are being issued to the Directors to enable the Company to raise an additional \$200,000 under the Placement. The Placement Options are being issued as an incentive to encourage investors (including the Directors) to participate in the Placement. Refer to the information included under the heading "Background to Resoutions 3 to 9" above for details of the proposed use of funds raised under the Placement.
Voting exclusion statement	Voting exclusion statements apply to these Resolutions.

Resolution 9 – Approval to issue Securities to Oakley Capital

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 9,000,000 Shares and 90,000,000 Options in part consideration for lead manager services provided by Oakley Capital in connection with the Placement. The Options will be issued on the same terms and conditions as the Placement Options as set out in Schedule 1. Further information in relation to the agreement entered into between the Company and Oakley Capital is set out under the heading "Background to Resoutions 3 to 9" above.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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. Further, the Company will be required to pay Oakley Capital the cash equivalent value of the Securities, which will reduce the Company's available cash reserves.

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	Oakley Capital (or its nominees).
Number of Securities and class to be issued	9,000,000 Shares and 90,000,000 Options will be issued.
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.
	The Options will be issued on the terms and conditions set out in Schedule 1.
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 Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for lead manager services provided by Oakley Capital.
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 its agreement with Oakley Capital as summarised in the "Background to Resoutions 3 to 9" above.
Summary of material terms of agreement to issue	The Securities are being issued under the agreement between the Company and Oakley Capital, a summary of the material terms of which is set out in the "Background to Resoutions 3 to 9" above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 10 – Ratification of prior issue of Options to Roth

General

On 6 August 2025, the Company appointed Roth Capital Partners LLC (**Roth**) to be the Company's exclusive North American Capital Markets Adviser, in relation to US listing alternatives. These may include a traditional NASDAQ listing or a listing via Special Purpose Acquisition Company (**SPAC**).

In consideration for Roth's services, the Company agreed to pay/issue to Roth Capital Partners;

- a) 10,000,000 Options exercisable at \$0.0912 and expiring on the date that is three years from the date of issue;
- b) a cash fee equal to 2.5% of the total enterprise value for a SPAC deal that is executed, which will be paid in cash and/or Shares (**M&A Advisory Fee**);
- c) a retainer of US\$15,000 per months, whereby upon successful listing to the NASDAQ, the retainer will increase to US\$25,000 per month; and
- d) a fee of 7% cash and 7% Options on any capital raise in conjunction to a PIPE (Private Investment in Public Equity), as it related to a SPAC transaction or capital raised related to a traditional dual listing process on a US exchange.

If the Company enters into or consummates a SPAC transaction (with a SPAC directly introduced by Roth and a uplisting process has begun with that SPAC) of (specifically) within 12 months after expiration or termination of the agreement with Roth, the Company must I pay Roth the full M&A Advisory Fee in respect of that transaction.

The agreement with Roth is otherwise on terms considered standard for an agreement of its nature (including indemnities).

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of Advisor Options to Roth on 2 September 2025. The Options are otherwise on the terms and conditions set out in Schedule 2.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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.

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.

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	Roth
Number and class of Securities issued	10,000,000 Options were issued.
Terms of Securities	The Options were issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities were issued.	2 September 2025.
Price or other consideration the Company received for the Securities	The Options were issued at a nil issue price, in part consideration for financial advisory services.
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 agreement with Roth as summarised in the Explanatory Notes to this Resolution above.
Summary of material terms of agreement to issue	The Options were issued under the agreement with Roth, a summary of the material terms of which is set out in the Explanatory Notes to this Resolution above.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

Resolution 11 - Ratification of prior issue of Consultancy Shares

General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 1,000,000 Shares to a nominee of Brett Lynch on 3 October 2025 in part consideration for the provision of consultancy services.

My Lynch was appointed by the Company as a strategic conusltant in July 2025 in order to enable the Company to fast-track its US growth strategy. In consideration for the provision of his services, the Copmany agreed to pay/ issue to Brett Lynch a consultancy fee of \$12,500 per month (excluding GST) and subject to obtaining Shareholder approval, the issue of 3,000,000 Shares; and an aggregate of 6,416,667 Performance Rights which will vest on satisfaction of various milestones.

The Company subsequently agreed to issue Mr Lynch (or his nominee) an additional 1,000,000 Shares (ratification of which is sought under this Resolution) and a 2% commission based on the value of each successful transaction assessed and accepted by the Company payable in cash or Shares at the election of the Company, whereby settlement of any commission via the issue of Shares will be subject to Shareholder approval.

Either party may terminate the consultancy agreement immediately for cause or without cause by giving one month's written notice to the other party.

The agreement between the Company and Mr Lynch is otherwise on terms considered standard for an agreement of its nature.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in the Explanatory Notes to Resolutions 3 and 4 above.

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

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.

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	Early Morn Enterprises Pty Ltd <early a="" c="" morn=""></early>
Number and class of Securities issued	1,000,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	3 October 2025
Price or other consideration the Company received for the Securities	The shares will be issued at a nil issue price, in part consideration for consultancy services provided by Brett Lynch.
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 with Mr Lynch.
Summary of material terms of agreement to issue	The Shares were issued under the consultancy agreement with Mr Lynch, a summary of the material terms of which is set out in the Explanatory Notes to this Resolution above.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

Resolution 12 - Approval to issue Securities to Report Card Ptv Ltd

General

The Company has appointed Report Card Pty Ltd (**Report Card**) to provide investor marketing and relations services over a period of 12 months commencing in October 2025. In consideration for the provision of these services, the Company agreed to issue Report Card (or its nominees) 2,990,000 Shares and 1,495,000 Options. The Options will be exercisable at \$0.10 each on or before 30 November 2029 and will otherwise be issued on the terms and conditions set out in Schedule 1. No cash fees are payable for the provision of these services.

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

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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. Further, the Company may be required to find another way of compensating Report Card Pty Ltd, including paying the value of the securities in cash, using the Company's cash reserves.

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	Report Card (or its nominees).
Number of Securities and class to be issued	2,990,000 Shares and 1,495,000 Options will be issued.
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.
	The Options will be issued on the terms and conditions set out in Schedule 1.
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 Company will receive for the Securities	The Shares will be issued at a deemed issue price, of \$0.05 per Shares, and the Options at a nil issue price as they a free attaching with the Shares on a 1:2 basis, in consideration for investor marketing and relations services provided by Report Card.
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 agreement with Report Card.
Summary of material terms of agreement to issue	The securities are being issued under the agreement with Report Card, a summary of the material terms of which is set out in the Explanatory Notes to this Resolution above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 13 – Approval to issue up to 100,000,000 Future Placement Shares

The Company may seek to undertake a future placement through the issue of up to 100,000,000 Shares (**Future Placement Shares**) to professional and sophisticated investors (the **Future Placement Participants**) to raise further funds to be applied towards continued exploration on the Company's existing assets, the acquisition of new assets, the development of the Company's current business and general working capital (**Future Placement**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue the Future Placement Shares.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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.

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	Future Placement Participants – expected to be clients of brokers (Oakley Capital) and not currently identified and will not be related parties (or their associates) of the Company.
Number of Securities and class to be issued	Up to 100,000,000 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 will not issue any Future Placement 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, consideration, purpose	The Shares are proposed to be issued at a price which is not less than a 25% discount to the 10 day VWAP prior to the date of the announcement the Future Placement. For example, if the Company's 10 day VWAP is currently 4.0 cents per Share, the price must be at least 3.0 cents per Share – no more than a 25% discount. The funds raised from the Future Placement may be used for continued exploration on the Company's existing assets (which may include project feasibility studies and ongoing project administration costs), the acquisition of new assets (including the expenses associated with such an acquisition), the development of the Company's current business and general working capital.
Material terms of agreement	Participants in the Future Placement will subscribe for Shares in the Company on terms detailed above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 14 - Ratification of prior issue of Shares to Tribeca

General

On 20 October 2025, the Company announced that Tribeca Investment Partners (**Tribeca**) committed to subscribe for 25,000,000 Shares at an issue price of \$0.08 per Share to enable the Company to raise \$2,000,000 (before costs). The Shares are expected to be issued under the Company's placement capacity under Listing Rule 7.1A on 7 November 2025.

The Company also agreed, subject to obtaining Shareholder approval, to issue Tribeca with 25,000,000 Options on the terms and conditions set out in Schedule 1. Approval for the issue of the Options is sought under Resolution 15.

The Company intends to use the funds raised from the placement to explore downstream critical mineral processing initiatives, continue its drilling campaign at the Horse Heaven Project, future drilling and surface sampling programs, identification and acquisition of additional strategic assets, progress its other exploration projects and working capital.

Oakley Capital Partners Pty Limited acted as lead manager to the placement and will receive a 6% fee on the amount raised and will, subject to Shareholder approval, be issued 12,500,000 Options on the terms and conditions set out in Schedule 1. Approval for the issue of the Options is sought under Resolution 16.

Listing Rules 7.1 and 7.1A

A summary of Listing Rules 7.1 and 7.1A is set out in the Explanatory Notes to Resolutions 3 and 4 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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in the Explanatory Notes to Resolutions 3 and 4 above.

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

Technical information required by Listing Rule 14.1A

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

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 17 being passed at this Meeting.

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	Tribeca
Number and class of Securities issued	25,000,000 Shares will be issued.
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 were issued	The Shares are expected to be issued on 7 November 2025. In any event, the Company will not issue any 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 received for the Securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares will be issued to Tribeca to enable the Company to raise \$2,000,000 (before costs). The details of the proposed use of funds raised is set out above.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue will not breach Listing Rule 7.1.

Resolution 15 - Approval to issue Options to Tribeca

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 25,000,000 Options to Tribeca (or its nominees). The Options will be exercisable at \$0.10 each on or before 30 November 2029 and will otherwise be issued on the terms and conditions set out in Schedule 1.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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.

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	Tribeca (or its nominees).
Number of Securities and class to be issued	25,000,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any 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	The Options are being offered for nil consideration as they are being issued to encourage Tribeca to participate in the placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The Options are being issued as an incentive to encourage Tribeca to participate in the placement. No funds will be raised from the issue of the Options. Further information about the proposed use of funds raised under the placement is set out under Resolution 14 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Resolution 16 - Approval to issue Options to Oakley Capital

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 12,500,000 Options in part consideration for lead manager services provided by Oakley Capital in connection with the placement to Tribca. The Options will be issued on the terms and conditions set out in Schedule 1. Further information in relation to the agreement entered into between the Company and Oakley Capital is set out under the Resolution 14 above.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 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.

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. Further, the Company will be required to pay Oakley Capital the cash equivalent value of the Securities, which will reduce the Company's available cash reserves.

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	Oakley Capital (or its nominees).
Number of Securities and class to be issued	12 500,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
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 Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for lead manager services provided by Oakley Capital. Based on a valuation of the Options of \$0.02 per Option, the Company would be required to pay Oakley Capital approximately \$250,000 if this Resolution is not approved. The value of the Options may fluctuate between the date of this Notice and the date of the Meeting.
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 its agreement with Oakley Capital as summarised in Resolution 14 above.
Summary of material terms of agreement to issue	The Securities are being issued under the agreement between the Company and Oakley Capital, a summary of the material terms of which is set out in the Explanatory Notes to Resolution 14 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

SPECIAL RESOLUTION

Resolution 17 – Approval of 7.1A Mandate

General

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

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolutions 3 and 4 above.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of 20 October 2025, the Company's market capitalisation is \$206,790,916. The Company is therefore an Eligible Entity.

Technical information required by Listing Rule 14.1A

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

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

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

Technical information required by Listing Rule 7.3A

Required information	Details
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:
	a) the date that is 12 months after the date of this Meeting;
	b) the time and date of the Company's next annual general meeting; and

Required information	Details										
	c) the time and date of approval by Shareholders of any transaction und 11.1.2 (a significant change in the nature or scale of activities) or Li (disposal of the main undertaking).										
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:										
	a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or										
			ies are not issued on which the Equit			ate in paragrap					
Use of funds	The Company in	ntends to use fun	ds raised from issu	ues of Equity Sec	curities under the	7.1A Mandate f					
			Company's curre y studies and ong			uld then be use					
			new resources, h an acquisition);	assets and in	vestments (incl	uding expense					
	c) the	development of	the Company's c	urrent business;	and						
	d) gen	eral working cap	oital.								
Risk of economic and voting dilution		uity Securities ur Shares under th	nder the 7.1A Mande issue.	date will dilute the	e interests of Sha	reholders who d					
	If this Resolution is approved by Shareholders and the Company issues the maximum number of Equil Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.										
	The table below shows the dilution of existing Shareholders calculated in accordance with the formul outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 14 October 2025.										
		s and the econor	dilution impact whe mic dilution where t								
				DILU	TION						
					Issue Price						
	Number of Shar (Variable A in Li		Shares issued – 10% voting	\$0.058 \$0.115		\$0.173					
	7.1A.2)	oung ruio	dilution	50% decrease	Issue Price	50% increase					
		_			1						
	Current	1,798,181,881 Shares	179,818,188 Shares	\$10,429,454	\$20,679,091	\$31,108,546					
	50% increase	2,697,272,822 Shares	269,727,282 Shares	\$15,644,182	\$31,018,637	\$46,662,819					
	100% increase	3,596,363,762 Shares	359,636,376 Shares	\$20,858,909	\$41,358,183	\$62,217,093					
	Shares that do under a takeove The table above	not require Share or offer) or that ar e uses the follo	e (Variable A in the cholder approval (s re issued with Shar wing assumption	such as under a preholder approva s:	oro-rata rights iss I under Listing Ru	ue or scrip issue ule 7.1.					
	contemp	20 October 202 e (including the 2 are the subject of	5,000,000 Share								
	Resolution	,			::	AA					
	2. Resolution Price). T	e price set out a he Issue Price a	above is the closin t a 50% increase a ation of the funds ra	and 50% decreas							
	2. Resolution Price (). The issue Price (). The places price ().	e price set out a he Issue Price a rior to the calcula mpany issues th	t a 50% increase a	and 50% decreas aised.	e are each round	ed to two decim					
	Resolution 2. The issumprice). The places publication of the places p	e price set out a 'he Issue Price a rior to the calcula mpany issues th npany has not is issued under an	t a 50% increase a ation of the funds ra	and 50% decreas aised. iible number of ecurities in the 1 and Rule 7.2 or with	e are each round Equity Securities 2 months prior to th approval under	ed to two decimes under the 7.1 the Meeting the Listing Rule 7.					

that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are

Required information	Details						
	exercised into Sh Shareholders.	ares for the purpose of calculating the voting dilution effect on existing					
	subject to. All Sh	above do not show the dilution that any one particular Shareholder will be areholders should consider the dilution caused to their own shareholding respecific circumstances.					
	This table does not	ot set out any dilution pursuant to approvals under Listing Rule 7.1 unless d.					
		lilution reflects the aggregate percentage dilution against the issued share of issue. This is why the voting dilution is shown in each example as 10%.					
		t show an example of dilution that may be caused to a particular Shareholder ements under the 7.1A Mandate, based on that Shareholder's holding at the g.					
	Shareholders should no	te that there is a risk that:					
		ice for the Company's Shares may be significantly lower on the issue date ate of the Meeting; and					
		ay be issued at a price that is at a discount to the market price for those e date of issue.					
Allocation policy under 7.1A Mandate	determined. However, the	uity Securities to be issued under the 7.1A Mandate have not yet been recipients of Equity Securities could consist of current Shareholders or new of whom will be related parties of the Company.					
	The Company will determ regard to the following fac	nine the recipients at the time of the issue under the 7.1A Mandate, having stors:					
	a) the purpose of	of the issue;					
	b) alternative methods for raising funds available to the Company at that time, including but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;						
	c) the effect of the issue of the Equity Securities on the control of the Company;						
	d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;						
	e) prevailing market conditions; and						
	f) advice from c	orporate, financial and broking advisers (if applicable).					
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (Previous Approval).						
	178,035,699 Shares and (together, the Previous	28 November 2024 to the date of this Notice, the Company issued d agreed to issue 25,000,000 Shares pursuant to the Previous Approval Issues), which represent approximately 7.18% of the total diluted number ssue in the Company on 28 November 2024, which was 2,825,866,491.					
		uity Securities issued or agreed to be issued by the Company pursuant uring the 12 month period preceding the date of the Meeting are set out					
	The following informatio Previous Issues:	n is provided in accordance with Listing Rule 7.3A.6(b) in respect of the					
	ISSUE OF 52,578,685 SH	ARES ON 20 JUNE 2025					
	Date of Issue and Appendix 2A	Date of Issue: 20 June 2025					
		Date of Appendix 2A: 20 June 2025					
	Number and Class of Equity Securities Issued	52,578,685 Shares ²					
	Issue Price and discount to Market Price ¹ (if any)	\$0.013 per Share (at a discount of 71.11% to Market Price).					
	Recipients	Professional and sophisticated investors as part of a placement announced on 11 June 2025. The placement participants were identified through a bookbuild process, which involved Oakley Capital Partners Pty Limited seeking expressions of interest to participate in the placement from non-related parties of the Company.					
		Oakley Capital agreed to participate in the placement and was issued 12,207,701 Shares in the first tranche of the placement. The Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company.					

Required information	Details								
	Total Cash	Amount raised and spent: \$683,523							
	Consideration and Use of Funds	Use of funds: funds raised from the issue were applied towards exploring downstream critical mineral processing initiatives, continuing its drilling campaign at the Horse Heaven Project, future drilling and surface sampling programs, identification and acquisition of additional strategic assets, progressing its other exploration projects and ongoing working capital.							
	ISSUE OF 125,457,014 SH	SHARES ON 3 OCTOBER 2025							
	Date of Issue and	Date of Issue: 3 October 2025							
	Appendix 2A	Date of Appendix 2A: 3 October 2025							
	Number and Class of Equity Securities Issued	178,035,699 Shares ²							
	Issue Price and discount to Market Price ¹ (if any)	\$0.05 per Share (at a premium of 8.70% to Market Price).							
	Recipients	Professional and sophisticated investors as part of a placement announced on 18 September 2025. The placement participants were identified through a bookbuild process, which involved Oakley Capital Partners Pty Limited seeking expressions of interest to participate in the placement from non-related parties of the Company.							
		Refer to the Explanatory Notes to Resolutions 3 and 4 above for details of the Material Persons who participated in the Placement.							
	Total Cash Consideration and Use	Amount raised and to be spent: \$6,272,851							
	of Funds	Proposed use of remaining funds ³ : funds raised from the issue will be a towards exploring downstream critical mineral processing initiatives, continu drilling campaign at the Horse Heaven Project, future drilling and surface san programs, identification and acquisition of additional strategic assets, progree other exploration projects and working capital.							
	AGREEMENT TO ISSUE 2	25,000,000 SHARES (AS ANNOUNCED ON 20 OCTOBER 2025)							
	Date of Issue and	Date of Agreement: 20 October 2025							
	Appendix 2A	Date of Appendix 3B: 20 October 2025							
		Expected Date of Issue: 7 November 2025							
	Number and Class of Equity Securities Issued	25,000,000 Shares ²							
	Issue Price and discount to Market Price ¹ (if any)	\$0.08 per Share (at a discount of 6.98% to Market Price).							
	Recipients	Tribeca or its nominees							
	Total Cash	Amount raised and to be spent: \$2,000,000							
	Consideration and Use of Funds	Proposed use of funds ³ : fund raised from the issue will be applied towards exploring downstream critical mineral processing initiatives, continue the drilling campaign at the Horse Heaven Project, future drilling and surface sampling programs, identification and acquisition of additional strategic assets, progress its other exploration projects and working capital.							
	and exchange trade the Market Price on relevant Equity Sec relevant Equity Sec 2. Fully paid ordinary Constitution). 3. This is a statement events and new circ	shares in the capital of the Company, ASX Code: RML (terms are set out in the content of current intentions as at the date of this Notice. As with any budget, intervenirumstances have the potential to affect the manner in which the funds are ultimate							
	applied. The Board	reserves the right to alter the way the funds are applied on this basis.							

Glossary

\$ means Australian dollars.

7.1A Mandate has the meaning given in the Explanatory Notes to Resolution 14 above.

ACDT means Australian Central Daylight Time.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

- a) a spouse or child of the member;
- a) a child of the member's spouse;
- b) a dependent of the member or the member's spouse;
- c) 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;
- d) a company the member controls; or
- e) 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 Resolution Minerals Ltd (ACN 617 789 732).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

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

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

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

Proxy Form means the proxy form accompanying the Notice.

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

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

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.

Special Resolution means a resolution passed by at least 75% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

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

Schedule 1 – Terms and Conditions of Options

A summary of the terms and conditions of the Options proposed to be issued or ratified under Resolutions 6, 7, 8, 9, 10, 12, 15 and 16 is set out below.

Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option (subject to possible adjustments referred to at items 10, 11 and 12 below).
	possible defauthente referred to deficition 16, 11 dita 12 below).
Expiry Date	Each Option will expire at 5:00 pm (ACST) on 30 November 2029 (Expiry Date). Options not exercised by that time will lapse.
Exercise Price	The exercise price of each option is \$0.10 (Exercise Price).
Exercise Notice	Applicants will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (Exercise Notice). Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
Exercise	Some or all of the Options may be exercised at any one time or times prior to the Expiry Date. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
Quotation	The Company will seek to have the Options admitted to the Official List of ASX and the Options will be listed on ASX if approved. If the Company is still admitted to the ASX's Official List at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.
Transferability	Each Option will be freely transferable at any time before the Expiry Date in any manner permitted by the Corporations Act.
Participation in new issues	Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
Bonus issue	If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:
	a) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
	b) no change will be made to the Exercise Price.
Reorganisation	If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
Pro-rata issue	In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
	Exercise Price Exercise Notice Exercise Shares issued on exercise Quotation Transferability Participation in new issues Bonus issue Reorganisation

Schedule 2 – Terms and Conditions of Options

A summary of the terms and conditions of the Options issued to Roth is set out below.

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option (subject to possible adjustments referred to at items 10, 11 and 12 below).
2.	Expiry Date	Each Option will expire at 5:00 pm (ACST) on the date that is three years from the date of issue (Expiry Date). Options not exercised by that time will lapse.
3.	Exercise Price	The exercise price of each option is \$0.0912 (Exercise Price).
4.	Exercise Notice	Options are exercisable by completing and delivering an exercise notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
5.	Exercise	Some or all of the Options may be exercised at any one time or times prior to the Expiry Date. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
6.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
7.	Quotation	The Company will not seek to have the Options admitted to the Official List of ASX and the Options will not be listed on ASX. If the Company is still admitted to the ASX's Official List at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the Official List of entities maintained by ASX.
8.	Transferability	Each Option will not be freely transferable at any time before the Expiry Date.
9.	Participation in new issues	Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
10.	Bonus issue	If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:
		a) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
		b) no change will be made to the Exercise Price.
11.	Reorganisation	If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
12.	Pro-rata issue	In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.



Proxy Voting Form

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

Resolution Minerals Ltd | ABN 99 617 789 732

Your proxy voting instruction must be received by **9:30am (ACST) on Wednesday, 26 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at

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

scan the QR code below using your smartphone

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



BY MAIL:

Automic GPO Box 5193

Sydney NSW 2001

IN PERSON:

Automic

Level 5, 126 Phillip Street Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic: WEBSITE:

https://automicgroup.com.au

PHONE:

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

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

Date (DD/MM/YY)

Contact Daytime Telephone