

**Notice of General Meeting**

**and**

**Explanatory Statement**

**and**

**Proxy Form**

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General Meeting of MRG Metals Limited to be held at  
RSM Australia, Level 27, 120 Collins Street, Melbourne, Victoria  
on 19 March 2026 commencing at 12.00pm (AEDT).

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt as how to vote, they should seek advice from their own independent financial, taxation or legal adviser without delay.

## MRG Metals Limited ACN 148 938 532

### General information

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This notice of meeting (**Notice**) relates to a general meeting (**Meeting**) of the shareholders of the Company (**Shareholders**).

The Meeting will take place at RSM Australia, Level 27, 120 Collins Street, Melbourne, Victoria on Thursday, 19 March 2026 commencing at 12.00pm (AEDT).

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolutions under consideration (**Resolutions**):

- **Explanatory Statement:** provides an explanation of the Resolutions and the disclosures required by law and has been prepared with the assistance of the Company's legal adviser, Moray & Agnew; and
- **Proxy form:** to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting.

Shareholders should read the above documents carefully and if they are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

### Defined term

Defined terms used in this Notice of Meeting have the same meanings given to them in the Glossary section accompanying this Notice of Meeting.

### Key dates for Shareholders

Event	Date*
Despatch of Notice to Shareholders	16 February 2026
Deadline for lodging proxy form for Meeting	12.00pm (AEDT) on 17 March 2026
Record date for eligibility to vote at Meeting	7.00pm (AEDT) on 17 March 2026
General Meeting	12.00pm (AEDT) on 19 March 2026

\* Shareholders should note the above timetable is indicative only and may be varied in consultation with ASX. Any changes to the above timetable will be released to the ASX.

## MRG Metals Limited ACN 148 938 532

### General Meeting: Agenda

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The business to be transacted at the Meeting is set out below:

#### Ordinary Business

1. **Resolution 1 - Ratification of prior issue of Options to Placement Participants**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 146,000,000 Placement Options to the Placement Participants in connection with the Placement as set out in the Explanatory Statement.”*

**Voting exclusion statement on Resolution 1:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who participated in the Placement; or
- (b) any Associate of the persons described in paragraphs (a) above.

However, the Company need not disregard a vote if cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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2. **Resolution 2 - Ratification of prior issue of Shares to Placement Participants.**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 146,000,000 Placement Shares to the Placement Participants in connection with the Placement as set out in the Explanatory Statement.”*

<p><b>Voting exclusion statement on Resolution 2:</b></p> <p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <p>(a) any person who participated in the issue of the Placement Shares or is a counterparty to the agreement being approved; or</p> <p>(b) any Associate of the persons described in paragraphs (a) above.</p> <p>However, the Company need not disregard a vote if cast in favour of this Resolution if:</p> <p>(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or</p> <p>(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:</p> <p>(A) 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 this Resolution; and</p> <p>(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
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3. **Resolution 3 - Ratification of prior issue of Shares to Caltiric Holdings.**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 75,000,000 Shares to Caltiric Holdings in connection with the acquisition of Sheerartar as set out in the Explanatory Statement.”*

**Voting exclusion statement on Resolution 3:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Caltiric Holdings; or
- (b) any Associate of the persons described in paragraphs (a) above.

However, the Company need not disregard a vote if cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4 – Ratification of prior issue of Shares and Options to Pinnacle Equities.**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 3,000,000 Shares and 3,000,000 Options to Pinnacle Equities in satisfaction of fees payable by the Company for capital raising services provided as set out in the Explanatory Statement.”*

**Voting exclusion statement on Resolution 4:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Pinnacle Equities; or
- (b) an Associate of the persons described in paragraphs (a) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5 – Ratification of prior issue of Shares and Options to Peak Asset Management.**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 8,700,000 Shares and 4,200,000 Options to Peak Asset Management as consideration for services provided under the Placements as set out in the Explanatory Statement.”*

**Voting exclusion statement on Resolution 5:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Peak Asset Management; or
- (c) an Associate of any of the persons described in paragraphs (a) and (b) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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6. **Resolution 6 – Approval of proposed issue of Shares and Options to Andrew Van Der Zwan (or his nominee).**

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

*“That for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of 10,000,000 Shares and 10,000,000 Options, to Andrew Van Der Zwan (or his nominee), a current director of the Company, on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement on Resolution 6:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Andrew Van Der Zwan (or his nominee);
- (b) any person who is to receive securities that are subject of the approval under Resolution 6;
- (c) 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 Shares in the Company); or
- (d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder vote in that way.

7. **Resolution 7 – Approval of proposed issue of Shares and Options to Christopher Gregory (or his nominee).**

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

*"That for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of 6,000,000 Shares and 6,000,000 Options, to Christopher Gregory (or his nominee), a current director of the Company, on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement on Resolution 7:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Christopher Gregory (or his nominee);
- (b) any person who is to receive securities that are subject of the approval under Resolution 7;
- (c) 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 Shares in the Company); or
- (d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder vote in that way.

8. **Resolution 8 – Approval of proposed issue of Shares and Options to Shane Turner (or his nominee).**

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

*"That for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of 2,000,000 Shares and 2,000,000 Options, to Shane Turner (or his nominee), a current director of the Company, on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement on Resolution 8:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Shane Turner (or his nominee); or
- (b) any person who is to receive securities that are subject of the approval under Resolution 8; or
- (c) 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 Shares in the Company); or
- (d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. **Resolution 9 – Approval for proposed issue of Shares and Options to Jacob Deysel (or his nominee).**

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

*"That for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the issue of 4,000,000 Shares and 4,000,000 Options, to Jacob Deysel (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement on Resolution 9:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Jacob Deysel (or his nominee); or
- (b) any person who is to receive securities that are subject of the approval under Resolution 9; or
- (c) 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 Shares in the Company); or
- (d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. **Resolution 10 – Approval for proposed issue of Shares and Options to Ian Egan (or his nominee).**

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

*"That for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the issue of 4,000,000 Shares and 4,000,000 Options, to Ian Egan (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement on Resolution 10:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Ian Egan (or his nominee); or
- (b) any person who is to receive securities that are subject of the approval under Resolution 10; or
- (c) 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 Shares in the Company); or
- (d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

- (i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or
- (iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (A) 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 this Resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Other Business**

To transact any business which may legally be brought forward in accordance with the Constitution.

By order of the board:

Shane Turner  
Director/Company Secretary  
6 February 2026

## Notes

<p><b>Who may vote?</b></p>	<p>The Directors have determined, in accordance with Regulation 7.11.37 of the <i>Corporations Regulation 2001 (Cth)</i>, that all Shares of the Company that are quoted on ASX at 7.00pm AEDT on 17 March 2026 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.</p> <p>This means that any person registered as the holder of Shares at 7.00pm AEDT on 17 March 2026 is entitled to attend and vote at the Meeting in respect of those Shares. If you are not the registered holder of a Share at that time, you will not be entitled to vote at the Meeting in respect of that Share.</p>
<p><b>How to vote</b></p>	<p>You may vote in one of two ways:</p> <p>(a) attending the Meeting and voting in person (if a corporate shareholder, by representative - see below on how to vote by representative); or</p> <p>(b) voting by proxy (see below on how to vote by proxy).</p>
<p><b>Proxies: appointment</b></p>	<p>In accordance with section 249L of the Corporations Act, Shareholders are advised that:</p> <ul style="list-style-type: none"> <li>• A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting;</li> <li>• A proxy need not be a Shareholder of the Company; and</li> <li>• A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's vote, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.</li> </ul> <p>Shareholders and their proxies should be aware that:</p> <ul style="list-style-type: none"> <li>• If proxy holders vote, they must cast all directed proxies as directed; and</li> <li>• Any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.</li> </ul> <p>Further details on these changes are set out below.</p> <p><b><i>Proxy vote if appointment specifies way to vote:</i></b></p> <p>Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:</p>

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	<ul style="list-style-type: none"> <li>• if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and</li> <li>• if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).</li> </ul> <p><b><i>Transfer of non-chair proxy to chair in certain circumstances</i></b></p> <p>Section 250BC of the Corporations Act provides that, if:</p> <ul style="list-style-type: none"> <li>• an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Company’s members; and</li> <li>• the appointed proxy is not the chair of the meeting; and</li> <li>• at the meeting, a poll is duly demanded on the resolution; and</li> <li>• either of the following applies: <ul style="list-style-type: none"> <li>○ the proxy is not recorded as attending the meeting; or</li> <li>○ the proxy does not vote on the resolution,</li> </ul> <p style="margin-left: 40px;">the chair of the meeting is taken, before voting on the resolution, closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.</p> </li> </ul> <p>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 in the Proxy Form.</p>
<p><b>Proxies: lodgement</b></p>	<p>To be valid, a Proxy Form must be received by the Company by no later than 12.00pm AEDT on 17 March 2026 (<b>Proxy Deadline</b>).</p> <p>Proxy Forms may be submitted by:</p> <p>(a) online:</p> <ul style="list-style-type: none"> <li>(i) via Automic Group at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>; or</li> <li>(ii) Scan the QR code provided in the Proxy Form, noting that you will need your Holder Number as shown at the top of the Proxy Form;</li> </ul> <p>(b) hand delivery to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;</p> <p>(c) post to: Automic, GPO Box 5193, Sydney NSW 2001, Australia; or</p> <p>(d) facsimile: +61 2 8583 3040</p> <p>The Proxy Form must be signed by the Shareholder or the Shareholder's attorney, or where the Shareholder is a body corporate, by its corporate representative or at least 2 officers of that Shareholder.</p>

	Where the Proxy Form is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.
<b>Body corporate representative</b>	<p>A Shareholder of the Company who is a body corporate and who is entitled to attend and vote at the Meeting, or a validly appointed proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with:</p> <p>(a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or</p> <p>(b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.</p>
<b>Voting procedure</b>	In accordance with section 250JA(1)(a) of the Corporations Act, voting on all items of business will be conducted on a poll. Every person entitled to vote who is present in person or by proxy, representative or attorney will have one vote for each voting Share held by that person.
<b>Enquiries</b>	For all enquiries, please contact the Company Secretary, Mr Shane Turner, on +61 (03) 5330 5800 or +61 (0) 404 033 450.

## MRG Metals Limited ACN 148 938 532 (Company)

### Explanatory Statement

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#### Introduction

The Explanatory Statement has been prepared for the purposes of the Corporations Act and the ASX Listing Rules. The purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company that is material to Shareholders in deciding whether or not to approve the Resolutions as set out in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolutions.

#### Items of Ordinary Business:

#### 1. Resolutions 1 and 2 - Ratification of prior issue of Shares and Options to Placement Participants

##### 1.1 Overview

On 23 December 2025, the Company announced successful completion of a placement of:

- (a) 146,000,000 Shares at an issue price of \$0.005 per Share (**Placement Shares**); together with
- (b) 146,000,000 free-attaching Options (**Placement Options**),

to professional and sophisticated investors (**Placement Participants**), raising a total of \$730,000 (before costs) (**Placement**).

The Placement Shares and Placement Options were issued to the Placement Participants on 24 December 2025 (**Placement Issue Date**).

The Placement Shares were issued under the Company's placement capacity pursuant to ASX Listing Rule 7.1A. and The Placement Options were issued under the Company's placement capacity pursuant to ASX Listing Rule 7.1.

The Company's placement capacity pursuant to ASX Listing Rule 7.1A was approved by Shareholders at the Company's annual general meeting held on 17 November 2025 (**2025 AGM**).

##### 1.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12-month period in excess of 15% of the number of ordinary shares on issue at the

commencement of that 12-month period (**15% Placement Capacity**), without Shareholder approval.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is an “eligible entity” and has obtained shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid for a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue as at the commencement of that 12 month period (**10% Placement Capacity**), as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of securities after it has been made or agreed to be made. If shareholders ratify the issue, it is taken to have been approved pursuant to:

- (c) ASX Listing Rule 7.1 under a company's 15% Placement Capacity; or
- (d) ASX Listing Rule 7.1A under a company's 10% Placement Capacity,

(provided that the issue did not breach ASX Listing Rule 7.1) and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under this rule.

### 1.3 Resolutions 1 and 2

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 ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

To this end, Resolution 1 seeks Shareholder ratification of the previous issue of the Placement Options issued under ASX Listing Rule 7.1, and Resolution 2 seeks Shareholder approval to ratify the previous issue of the Placement Shares issued under ASX Listing Rule 7.1A, for the purpose of and pursuant to ASX Listing Rule 7.4.

If at the Meeting, Shareholders of the Company approve the ratification of the previous issue of the Placement Shares and the Placement Options that are the subject of Resolutions 1 and Resolution 2 (as applicable), those Placement Shares and Placement Options will be deemed to have been issued with Shareholder approval and will be excluded in calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1 and the Company's additional 10% Placement Capacity under ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over 12 month period following the issue date.

If Resolution 1 is not passed, then the Placement Options which are the subject of Resolution 1 will be included in calculating the Company's 15% Placement Capacity in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

Further or in the alternative, if Resolution 2 is not passed, the Placement Shares which are the subject of Resolution 2 will be included in calculating the Company's additional 10% Placement Capacity in ASX Listing Rule 7.1A, effectively decreasing

the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

#### 1.4 Technical Information Required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in relation to Resolutions 1 and 2:

<p><b>Names of persons to whom securities were issued or the basis on which those persons were identified or selected</b></p>	<p>The Placement Shares and Placement Options were issued to the Placement Participants, who were professional and sophisticated investors, being, clients of Pinnacle Equities and Peak Asset Management. The Placement Participants were identified through a bookbuild process, which involved Pinnacle Equities and Peak Asset Management seeking expressions of interest to participate in the capital raising from non-related parties of the Company</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants were:</p> <ul style="list-style-type: none"> <li>(a) related parties of the Company, members of the Company's KMP, substantial holders of the Company, advisers of the Company or an associate of these parties; and</li> <li>(b) issued more than 1% capital of the issued capital of the Company.</li> </ul>
<p><b>Number and class of securities issued</b></p>	<p>146,000,000 Placement Shares and 146,000,000 Placement Options were issued on the following basis:</p> <ul style="list-style-type: none"> <li>(a) 146,000,000 Placement Options were issued under ASX Listing Rule 7.1 (Resolution 1); and</li> <li>(b) 146,000,000 Placement Shares were issued under ASX Listing Rule 7.1A (Resolution 2).</li> </ul>
<p><b>Terms</b></p>	<p>The Placement Shares are fully paid ordinary shares in the capital of the Company and were issued on the same terms as the Company's existing Shares.</p> <p>The Placement Options have an exercise price of \$0.004 each and expire 19 August 2027. The full terms of the Placement Options are annexed at Annexure A.</p>

<b>Date on which the securities were issued</b>	24 December 2025.
<b>Price</b>	Issue price per Placement Share was \$0.005.  The Placement Options were issued for nil cash consideration as free attaching options on a 1:1 basis to the Placement Participants.
<b>Purpose of issue and use of funds raised</b>	Funds raised from the issue of the Placement Shares are intended to fund advancement of the Garies Rare Earth Project to grant of a Mining Licence and for working capital.  No funds will be raised from the issue of the Placement Options as the Placement Options are to be issued for nil cash consideration as free attaching options on a 1:1 basis to the Placement Participants.
<b>Securities issued under an agreement</b>	The Placement Shares and Placement Options are not issued under an agreement.
<b>Voting exclusion statements</b>	Voting exclusion statements are contained in the in Agenda Items 1 and 2 of this Notice. .

In accordance with ASX Listing Rule 14.1A, in the event that Shareholders do not approve Resolutions 1 and 2, the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A will be reduced by the number of the securities subject of Resolutions 1 and 2 (as the case may be) until the earlier of subsequent Shareholder approval to ratify the issue, or 12 months from the date of issue .

The Directors consider it appropriate and prudent for ratification to be sought at the Meeting, in respect of the previous issue of the Placement Shares and the Placement Options that are the subject of Resolutions 1 and 2.

The Directors believe this ratification of Placement Shares and Placement Options will assist the Company in managing its capital requirements efficiently by ensuring that the 15% Placement Capacity under ASX Listing Rule 7.1 and the additional 10% Placement Capacity under ASX Listing Rule 7.1A are not diminished by the issuance of the Placement Shares and Placement Options and capacity is available for financing its operations and acquisitions through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

In particular, the Directors note that, if the Shareholder approval is not obtained for Resolutions 1 and/or 2 at the Meeting, the Company may be required to incur additional costs and delays, if the Directors subsequently propose to issue Equity Securities which do not fall under an exception in ASX Listing Rule 7.2 to the 15% Placement Capacity under ASX Listing Rule 7.1 and the additional 10% Placement Capacity under ASX Listing Rule 7.1A.

**Recommendation:** The Board recommends that Shareholders vote **in favour** of Resolutions 1 and 2.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2.

## **2. Resolution 3 - Ratification of prior issue of Shares to Caltiric Holdings**

### **2.1 Background**

On 23 December 2025, the Company announced the acquisition of the High-Grade, Magnet Rich Garies Rare Earth Project in South Africa by way of an acquisition of 100% of the share capital in Sheerartar. As consideration for the acquisition, the Company issued 75,000,000 Shares at an issue price of \$0.004 (**Caltiric Shares**) to the vendor, Caltiric Holdings.

Resolution 3 seeks Shareholder approval under and pursuant to ASX Listing Rule 7.4, to ratify the issue of the Caltiric Shares.

A summary of ASX Listing Rules 7.1 and 7.4 are contained in section 1.2 of this Notice.

As explained in section 1.2 above, ASX Listing Rule 7.1 allows the shareholders of a listed company to approve the issue of Equity Securities and ASX Listing Rule 7.4 allows shareholders to approve a prior issue of securities so that it will not be counted towards a company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

### **2.2 Technical Information Required by ASX Listing Rule 7.5**

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in relation to Resolution 3:

<b>Names of persons to whom securities were issued</b>	The Shares were issued to Caltiric Holdings.  In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Caltiric Holdings was not:  (a) a related party of the Company, a member of the Company's KMP, a substantial holder of the Company, an advise of the Company or an associate of these parties; and  (b) issued more than 1% capital of the issued capital of the Company.
<b>Number and class of securities issued</b>	75,000,000 Caltiric Shares.

<b>Terms</b>	The Shares are fully paid ordinary shares in the capital of the Company and were issued on the same terms as the Company's existing Shares.
<b>Date on which the securities were issued</b>	19 January 2026.
<b>Price</b>	The Caltiric Shares were issued for nil cash consideration, being issued as consideration for the acquisition of Sheerartar, which owns 70% of the Garies Rare Earth Project in South Africa. However, the Caltiric Shares were issued at the issue price of \$0.004.
<b>Purpose of issue and use of funds raised</b>	No funds were raised from the issue of the Shares as they were issued in lieu of cash consideration of the acquisition of Sheerartar, which owns 70% of the Garies Rare Earth Project in South Africa.
<b>Securities issued under an agreement</b>	In consideration for the acquisition of 100% of the shares in Sheerartar, the Company issued the Caltiric Shares in lieu of cash consideration.  The Caltiric Shares are subject to an escrow period of 12 months following the issue date.
<b>Voting exclusion statements</b>	Voting exclusion statement is contained in Agenda Item 3 of this Notice.

In accordance with ASX Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 3, the Company's placement capacity under ASX Listing Rule 7.1 will be reduced by the number of the securities subject of Resolution 3 until the earlier of subsequent Shareholder approval to ratify the issue, or 12 months from the date of issue.

**Recommendation:** The Board recommends that Shareholders vote **in favour** of Resolution 3.

### 3. Resolution 4 - Ratification of prior issue of Shares and Options to Pinnacle Equities.

#### 3.1 Background

The Company issued 3,000,000 Shares (**Pinnacle Shares**) and 3,000,000 Options (**Pinnacle Options**) to Pinnacle Equities in lieu of cash consideration for capital raising services received by the Company (**Pinnacle Securities**).

Resolution 4 seeks Shareholder approval under and pursuant to ASX Listing Rule 7.4, to ratify the issue of Pinnacle Securities.

Without approval, the Pinnacle Securities, which were issued under the Company's 15% Placement Capacity pursuant to ASX Listing Rule 7.1, will reduce the

Company's capacity to issue further Equity Securities under ASX Listing Rule 7.1, without Shareholder approval over 12-month period following the issue date.

A summary of ASX Listing Rules 7.1 and 7.4 are contained in paragraph 1.2 above.

As explained in paragraph 1.2 above, ASX Listing Rule 7.1 allows the shareholders of a listed company to approve the issue of Equity Securities and ASX Listing Rule 7.4 allows shareholders to approve a prior issue of securities so that it will not be counted towards a company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

### 3.2 Technical Information Required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in relation to Resolution 4:

<p><b>Names of persons to whom securities were issued</b></p>	<p>The Pinnacle Securities were issued to Pinnacle Equities.</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Pinnacle Equities was not:</p> <p>(a) a related party of the Company, a member of the Company's KMP, a substantial holder of the Company, an adviser of the Company or an associate of these parties; and</p> <p>(b) issued more than 1% capital of the issued capital of the Company.</p>
<p><b>Number and class of securities to be issued</b></p>	<p>A total of 3,000,000 Pinnacle Shares and 3,000,000 Pinnacle Options.</p>
<p><b>Terms</b></p>	<p>The Pinnacle Shares are fully paid ordinary shares in the capital of the Company and were issued on the same terms as the Company's existing Shares.</p> <p>The Pinnacle Options have an exercise price of \$0.004 each and expire 19 August 2027. The full terms of the Pinnacle Options are annexed at Annexure A.</p>
<p><b>Date on which the securities were issued</b></p>	<p>The Pinnacle Securities were issued on 13 January 2026.</p>
<p><b>Price</b></p>	<p>The Pinnacle Securities were issued for nil cash consideration, being issued in lieu of cash consideration for capital raising fees payable by the Company to Pinnacle Equities.</p>

<b>Purpose of issue and use of funds raised</b>	No funds were raised from the issue of the Pinnacle Securities as they were issued in lieu of the capital raising fees payable by the Company to Pinnacle Equities.
<b>Securities issued under an agreement</b>	The Pinnacle Securities were issued in lieu of the capital raising fees payable to Pinnacle Equities.
<b>Voting exclusion statements</b>	Voting exclusion statement is contained in the Agenda Item 4 of this Notice.

In accordance with ASX Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 4, the Company's placement capacity under ASX Listing Rule 7.1 will be reduced by the number of the securities subject of Resolution 4 until the earlier of subsequent Shareholder approval to ratify the issue, or 12 months from the date of issue.

**Recommendation:** The Board recommends that Shareholders vote **in favour** of Resolution 4.

#### 4. **Resolution 5 - Ratification of prior issue of Shares and Options to Peak Asset Management.**

##### 4.1 **Background**

The Company issued 8,700,000 Shares (**Peak Shares**) and 4,200,000 Options (**Peak Options**) to Peak Asset Management in satisfaction of payment for capital raising services provided to the Company (**Peak Securities**).

Resolution 5 seeks Shareholder approval under and pursuant to ASX Listing Rule 7.4, to ratify the issue of the Peak Securities.

Without approval, the Peak Securities, which were issued under the Company's 15% Placement Capacity pursuant to ASX Listing Rule 7.1, will reduce the Company's capacity to issue further Equity Securities under ASX Listing Rule 7.1, without first obtaining Shareholder approval over the 12-month period following the issue date.

A summary of ASX Listing Rules 7.1 and 7.4 are contained in paragraph 1.2 above.

As explained in paragraph 1.2 above, ASX Listing Rule 7.1 allows the shareholders of a listed company to approve the issue of Equity Securities and ASX Listing Rule 7.4 allows shareholders to approve a prior issue of securities so that it will not be counted towards a company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over 12 month period following the issue date.

##### 4.2 **Technical Information Required by ASX Listing Rule 7.5**

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in relation to Resolution 5:

<b>Names of persons to whom securities were issued</b>	<p>The Peak Securities were issued to Peak Asset Management.</p> <p>In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Peak Asset Management was not:</p> <p>(a) a related party of the Company, a member of the Company's KMP, a substantial holder of the Company, an adviser of the Company or an associate of these parties; and</p> <p>(b) issued more than 1% capital of the issued capital of the Company.</p>
<b>Number and class of securities to be issued</b>	A total of 8,700,000 Peak Shares and 4,200,000 Peak Options.
<b>Terms</b>	<p>The Peak Shares are fully paid ordinary shares in the capital of the Company and were issued on the same terms as the Company's existing Shares.</p> <p>The Peak Options have an exercise price of \$0.004 each and expire 19 August 2027. The full terms of the Peak Options are annexed at Annexure A.</p>
<b>Date on which the securities were issued</b>	The Shares and Options were issued on 13 January 2026.
<b>Price</b>	The Peak Securities were issued for nil cash consideration, being issued in satisfaction of capital raising fees payable by the Company to Peak Asset Management.
<b>Purpose of issue and use of funds raised</b>	No funds were raised from the issue of the Peak Securities as they were issued in lieu of the capital raising fees payable to Peak Asset Management.
<b>Securities issued under an agreement</b>	The Peak Securities were issued in lieu of the capital raising fees payable to Peak Asset Management.
<b>Voting exclusion statements</b>	Voting exclusion statement is contained in Agenda Item 5 of this Notice.

In accordance with ASX Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 5, the Company's placement capacity under ASX Listing Rule 7.1 will be reduced by the number of the securities subject of Resolution 5 until the earlier of subsequent Shareholder approval to ratify the issue, or 12 months from the date of issue.

**Recommendation:** The Board recommends that Shareholders vote **in favour** of Resolution 5.

5. **Resolutions 6, 7 and 8 – Approval for proposed issue of Shares and Options to Andrew Van Der Zwan (or his nominee), Christopher Gregory (or his nominee) and Shane Turner (or his nominee) respectively.**

5.1 **Background**

The Company wishes to raise up \$90,000 from the Directors of the Company, via the issuance of Shares and Options on the same terms and conditions as the Placement, namely:

- \$50,000, via the issuance of 10,000,000 Shares at the Placement Issue Price (**Van Der Zwan Shares**), together with 10,000,000 Options (on the basis of one free-attaching Option for every Van Der Zwan Share issued) (**Van Der Zwan Options**), to Andrew Van Der Zwan or his nominee (being, the subject of Resolution 6);
- \$30,000, via the issuance of 6,000,000 Shares at the Placement Issue Price (**Gregory Shares**), together with 6,000,000 Options (on the basis of one free-attaching Option for every Gregory Share issued) (**Gregory Options**), to Christopher Gregory or his nominee (being, the subject of Resolution 7); and
- \$10,000, via the issuance of 2,000,000 Shares at the Placement Issue Price (**Turner Shares**), together with 2,000,000 Options (on the basis of one free-attaching Option for every Turner Share issued) (**Turner Options**), to Shane Turner or his nominee (being, the subject of Resolution 8),

(collectively, **Director Placement Securities**).

Resolutions 6, 7 and 8 seek Shareholder approval pursuant to ASX Listing Rule 10.11 to allow for the issue of the Director Placement Securities to Andrew Van Der Zwan (or his nominee), Christopher Gregory (or his nominee) and Shane Turner (or his nominee), as described above.

5.2 **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a Related Party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Placement Securities (which is a type of Equity Security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

The Board (excluding Andrew Van Der Zwan with respect to Resolution 6, Christopher Gregory with respect to Resolution 7 or Shane Turner with respect to Resolution 8) considers the issue of the Director Placement Securities to each of the persons named under Resolutions 6, 7 and 8 (as applicable) and formed the view that the giving of this financial benefit are on arm's length terms, as the Director

Placement Securities are proposed to be issued on the same terms as offered to unrelated parties of the Company under the Placement.

In addition, the Board (excluding Andrew Van Der Zwan with respect to Resolution 6, Christopher Gregory with respect to Resolution 7 or Shane Turner with respect to Resolution 8) considers that the issue of Director Placement Securities to Mr Van Der Zwan, Mr Gregory and Mr Turner (or their respective nominees) will recognise their previous commitments to capital raising undertaken by the Company and will help to further align their interests with Shareholders.

Accordingly, the Board (excluding Andrew Van Der Zwan with respect to Resolution 6, Christopher Gregory with respect to Resolution 7 or Shane Turner with respect to Resolution 8) consider that the issue of the Director Placement Securities to each of the persons named under Resolutions 6, 7 and 8 (as applicable) fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of these Resolutions.

### 5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity must not issue or agree to issue Equity Securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a Related Party (ASX Listing Rule 10.11.1); or
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity (ASX Listing Rule 10.11.2); or
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3); or
- (d) an Associate of a person referred to in ASX Listing Rule 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- (e) a person whose relationship with the entity or a person referred to in paragraphs (a) to (d) above is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5).

The proposed issue of the Director Placement Securities falls within ASX Listing Rule 10.11.1, which prohibits the issue of Equity Securities to Related Parties of the Company (which include the Directors and their nominees) without Shareholder approval, unless an exception under ASX Listing Rule 10.12 applies.

Exception 7 of ASX Listing Rule 10.12 provides that Equity Securities may be issued to Related Parties without Shareholder approval, provided that the person received the Equity Securities on the conversion of convertible securities (e.g. options) which were issued either before the entity was listed or the issue of the convertible securities complied with the ASX Listing Rules.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Director Placement Securities, and the proposed issue therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

Resolutions 6, 7 and 8 seek the required Shareholder approval to the proposed issue of the Director Placement Securities to the respective persons named under Resolutions 6, 7 and 8 (as applicable) under and for the purposes of ASX Listing Rule 10.11.

In the event Resolutions 6, 7 and/ 8 are approved, the Company will be able to proceed with the proposed issue of the Director Placement Securities to Andrew Van Der Zwan or his nominee (for Resolution 6), Christopher Gregory or his nominee (for Resolution 7) and/or Shane Turner or his nominee (for Resolution 8), which will raise up to \$90,000 (before costs), in addition to any amounts raised under the Placement, increasing the number of Shares and Options held by them in the Company whilst diluting other Shareholders' Shareholdings in the Company proportionately. In addition, any Shares issued upon exercise of the Options (if the Directors or their nominees choose to do so) would further dilute the other Shareholders' then existing Shareholdings in the Company proportionately, and moreover, as it would fall under Exception 7 to ASX Listing Rule 10.12, it would not require further Shareholder approval under ASX Listing Rule 10.11.

If one or more of Resolutions 6, 7 or 8 are not approved, the Company will be unable to proceed with the proposed issue of the Directors Placement Securities to one or more of Andrew Van Der Zwan or his nominee (as contemplated by Resolution 6), Christopher Gregory or his nominee (as contemplated by Resolution 7) or Shane Turner or his nominee (as contemplated by Resolution 8) (as the case requires).

#### **5.4 ASX Listing Rule 7.1**

Exception 14 of ASX Listing Rule 7.2 provides that shareholder approval under ASX Listing Rule 7.1 will not be required if the issue of Equity Securities is made with the approval of Shareholders under ASX Listing Rule 10.11.

As approval for the issue of the Director Placement Securities to Andrew Van Der Zwan, Christopher Gregory and Shane Turner (or their respective nominees) is being sought under Resolution 6, Resolution 7 and Resolution 8, respectively, for the purpose of ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.

Additionally, any Shares issued upon exercise of the Options (if one or more of Resolution 6, Resolution 7 or Resolution 8 are approved and the Company proceeds with issuing the Director Placement Securities to the persons named in the respective Resolutions) would fall under Exception 9 to ASX Listing Rule 7.2 and therefore, would not require further Shareholder approval under ASX Listing Rule 7.1.

#### **5.5 Technical Information Required by ASX Listing Rule 10.13**

For the purposes of ASX Listing Rule 10.13, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:

	<b>Securities to be issued to Andrew Van Der Zwan or his nominee (Resolution 6)</b>	<b>Securities to be issued to Christopher Gregory or his nominee (Resolution 7)</b>	<b>Securities to be issued to Shane Turner or his nominee (Resolution 8)</b>
<b>Name of recipient</b>	Andrew Van Der Zwan or his nominee	Christopher Gregory or his nominee	Shane Turner or his nominee
<b>Which category in ASX Listing Rules 10.11.1-10.11.5 the recipient falls into</b>	Andrew Van Der Zwan is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.	Christopher Gregory is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.	Shane Turner is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.
<b>Maximum Number and class of Securities to be issued</b>	10,000,000 Van Der Zwan Shares and 10,000,000 free-attaching Van Der Zwan Options.	6,000,000 Gregory Shares and 6,000,000 free-attaching Gregory Options.	2,000,000 Turner Shares and 2,000,000 free-attaching Turner Options.
<b>Material terms of the securities</b>	<p>The Van Der Zwan Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms as the Company's existing Shares.</p> <p>The Van Der Zwan Options will be issued with an exercise price of \$0.004 each and expire 19 August 2027. The full terms of the Van Der Zwan Options are annexed at Annexure A.</p>	<p>The Gregory Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms as the Company's existing Shares.</p> <p>The Gregory Options will be issued with an exercise price of \$0.004 each and expire 19 August 2027. The full terms of the Gregory Options are annexed at Annexure A.</p>	<p>The Turner Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms as the Company's existing Shares.</p> <p>The Turner Options will be issued with an exercise price of \$0.004 each and expire 19 August 2027. The full terms of the Turner Options are annexed at Annexure A.</p>
<b>Date by which entity will issue securities</b>	If Resolution 6 is passed, all the Van Der Zwan Shares and Van Der Zwan Options which are the subject of Resolution 6, are expected to be issued as soon as practicable after approval at this General Meeting, which will occur by no later than 1 month of the date of the Meeting or such later date as may be approved by ASX.	If Resolution 7 is passed, all the Gregory Shares and Gregory Options which are the subject of Resolution 7, are expected to be issued as soon as practicable after approval at this General Meeting, which will occur by no later than 1 month of the date of the Meeting or such later date as may be approved by ASX.	If Resolution 8 is passed, all the Turner Shares and Turner Options which are the subject of Resolution 8, are expected to be issued as soon as practicable after approval at this General Meeting, which will occur by no later than 1 month of the date of the Meeting or such later date as may be approved by ASX.

<p><b>Issue price, exercise price and other consideration received for the issue</b></p>	<p>The Van Der Zwan Shares will be issued for an issue price of \$0.005, the same as the issue price under the Placement.</p> <p>If Resolution 6 is approved by Shareholders, the Company will receive \$50,000 for the issue of the Van Der Zwan Shares.</p> <p>The Van Der Zwan Options will be issued for nil cash consideration, as free attaching Options on a 1:1 basis.</p> <p>No funds will be raised from the issue of the Van Der Zwan Options.</p>	<p>The Gregory Shares will be issued for an issue price of \$0.005, the same as the issue price under the Placement.</p> <p>If Resolution 7 is approved by Shareholders, the Company will receive \$30,000 for the issue of the Gregory Shares.</p> <p>The Gregory Options will be issued for nil cash consideration, as free attaching Options on a 1:1 basis.</p> <p>No funds will be raised from the issue of the Gregory Options.</p>	<p>The Turner Shares will be issued for an issue price of \$0.005, the same as the issue price under the Placement.</p> <p>If Resolution 8 is approved by Shareholders, the Company will receive \$10,000 for the issue of the Turner Shares.</p> <p>The Turner Options will be issued for nil cash consideration, as free attaching Options on a 1:1 basis.</p> <p>No funds will be raised from the issue of the Turner Options.</p>
<p><b>Purpose of issue and intended use of funds raised</b></p>	<p>It is intended that the funds raised by the issue of the Van Der Zwan Shares will be used to advance the Garies Rare Earth Project to grant of a Mining Licence and for working capital.</p>	<p>It is intended that the funds raised by the issue of the Gregory Shares will be used to advance the Garies Rare Earth Project to grant of a Mining Licence and for working capital.</p>	<p>It is intended that the funds raised by the issue of the Turner Shares will be used to advance the Garies Rare Earth Project to grant of a Mining Licence and for working capital.</p>
<p><b>Director remuneration</b></p>	<p>The Van Der Zwan Shares and Van Der Zwan Options will not be, and are not intended to be, issued as, or in lieu of, Director remuneration, nor in order to incentivise the Director.</p>	<p>The Gregory Shares and Gregory Options will not be, and are not intended to be, issued as or in lieu of Director remuneration, nor in order to incentivise the Director.</p>	<p>The Turner Shares and Turner Options will not be, and are not intended to be, issued as or in lieu of Director remuneration, nor in order to incentivise the Director.</p>
<p><b>Securities issued under an agreement</b></p>	<p>The Van Der Zwan Shares and Van Der Zwan Options are not issued under an agreement.</p>	<p>The Gregory Shares and Gregory Options are not issued under an agreement.</p>	<p>The Turner Shares and Turner Options are not issued under an agreement.</p>
<p><b>Voting exclusion statement</b></p>	<p>Voting exclusion statements are contained in Agenda Item 6 of this Notice.</p>	<p>Voting exclusion statements are contained in Agenda Item 7 of this Notice.</p>	<p>Voting exclusion statements are contained in the Agenda Item 8 of this Notice.</p>

## 5.6 Dilution

Set out below is a worked example of the number of Director Placement Securities that will be issued under Resolutions 6, 7 and 8 based on the Placement Issue Price.

Placement Issue Price	Maximum number of Proposed Placement Shares which may be issued	Maximum number of Proposed Placement Options which may be issued	Current Shares on issue as at 3 February 2026	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to relevant Resolutions 6 to 8	Dilution effect on existing Shareholders
<b>Resolution 6 – Andrew Van Der Zwan</b>					
\$0.005	10,000,000 Van Der Zwan Shares	10,000,000 Van Der Zwan Options	2,959,401,150	2,969,401,150	0.34%
<b>Resolution 7 – Christopher Gregory</b>					
\$0.005	6,000,000 Gregory Shares	6,000,000 Gregory Options	2,959,401,150	2,965,401,150	0.20%
<b>Resolution 8 – Shane Turner</b>					
\$0.005	2,000,000 Turner Shares	2,000,000 Turner Options	2,959,401,150	2,961,401,150	0.07%

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur:

- 1 There are currently 2,959,401,150 Shares on issue and this table assumes no Options and other convertible securities are exercised and no further Shares are issued other than the maximum number of Director Placement Securities which may be issued pursuant to Resolutions 6, 7 and 8 (based on the Placement Issue Price set out in the table).
- 2 Maximum number of Director Placement Securities will be issued to the Directors and/or their nominees, for which Shareholder approvals are being sought pursuant to Resolutions 6, 7 and 8.
- 3 The maximum number of Director Placement Securities in the table above are rounded up to the nearest whole number.

The Company notes that the above workings are an example only and the actual amounts raised from the Directors and/or nominees (if Resolutions 6, 7 and 8 are passed) and/or under the Placement may differ. This will result in the maximum number of Director Placement Securities to be issued, pursuant to Resolutions 6, 7 and 8, and the dilution percentage to differ.

**Recommendation:** The Board recommends that Shareholders vote **in favour** of Resolutions 6, 7 and 8, noting for the avoidance of doubt, Andrew Van Der Zwan has abstained from giving a recommendation in relation to Resolution 6, Christopher Gregory has abstained from giving a recommendation in relation to Resolution 7 and Shane Turner has abstained from giving a recommendation in relation to Resolution 8.

**6. Resolutions 9 and 10 – Approval for proposed issue of Shares and Options to Jacob Deysel (or his nominee) and Ian Egan (or his nominee) respectively.**

**6.1 Background**

The Company wishes to raise up to \$40,000 from the Directors of Sheeratar, via the issuance of Shares and Options on the same terms and conditions as the Placement by the issue of:

- 4,000,000 Shares issued at the Placement Share Issue Price (**Deysel Shares**), together with 4,000,000 (on the basis of one free attaching Option for every Deysel Share issued), exercisable at the Placement Option Exercise Price (**Deysel Options**), to Jacob Deysel or his nominee (being, the subject of Resolution 9); and
- 4,000,000 Shares issued at the Placement Issue Price (**Egan Shares**), together with 4,000,000 Options (on the basis of one free attaching Option for every Egan Share issued) (**Egan Options**), to Ian Egan or his nominee (being, the subject of Resolution 10),

(collectively, **Sheeratar Director Placement Securities**).

Resolutions 9 and 10 seek Shareholder approval pursuant to ASX Listing Rule 7.1 to allow for the issue of the Sheeratar Director Placement Securities to Jacob Deysel (or his nominee) and Ian Egan (or his nominee), respectively.

A summary of ASX Listing Rule 7.1 is contained in section 1.2 of this Notice.

ASX Listing Rule 7.1 allows the shareholders of a listed company to approve the issue of Equity Securities.

**6.2 Technical Information Required by ASX Listing Rule 7.3**

For the purposes of ASX Listing Rule 7.3, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

<p><b>Names of persons to whom securities are to be issued</b></p>	<p>The Sheeratar Director Placement Securities are to be issued to the following persons:</p> <p>(a) the Deysel Shares and the Deysel Options to Jacob Deysel (or his nominee); and</p> <p>(b) the Egan Shares and the Egan Options to Ian Egan (or his nominee).</p> <p>In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that neither Jacob Deysel or Ian Egan will be:</p> <p>(a) a related party of the Company, a member of the Company's KMP, a substantial holder of the Company, an adviser of the Company or an associate of these parties; and</p> <p>(b) issued more than 1% capital of the issued capital of the Company.</p>
<p><b>Number and class of securities to be issued</b></p>	<p>Pursuant to Resolution 9, 4,000,000 Deysel Shares and 4,000,000 Deysel Options will be issued.</p> <p>Pursuant to Resolution 10, 4,000,000 Egan Shares and 4,000,000 Egan Options will be issued.</p>
<p><b>Terms</b></p>	<p>The Deysel Shares and Egan Shares are fully paid ordinary shares in the capital of the Company to be issued on the same terms as the Company's existing Shares.</p> <p>The Deysel Options and Egan Options will be exercisable at \$0.004 and expire on 19 August 2027.</p> <p>The full terms and conditions of the Deysel Options and Egan Options are set out in Annexure A.</p>
<p><b>Dates on which the securities are to be issued</b></p>	<p>The Sheeratar Director Placement Securities are expected to be issued within 3 Business Days of the Meeting and, in any event no later than 3 months following the date of the Meeting.</p>
<p><b>Price</b></p>	<p>The Deysel Shares and Egan Shares will be issued for an issue price of \$0.005, being Placement Issue Price.</p> <p>The Placement Options will be issued for nil cash consideration, as free attaching Options on a 1:1 basis.</p> <p>However, the Placement Options are exercisable at \$0.004 each.</p>

<b>Purpose of issue and use of funds raised</b>	It is intended that the funds raised by the issue of Deysel Shares and Egan Shares will be used to advance the Garies Rare Earth Project to grant of a Mining Licence and for working capital.  No funds will be raised from the issue of the Deysel Options and Egan Options.
<b>Securities issued under an agreement</b>	The Sheerartar Director Placement Securities are not issued under an agreement.
<b>Voting exclusion statements</b>	Voting exclusion statement is contained in the Notice.

In accordance with ASX Listing Rule 14.1A, in the event that Shareholders do not approve Resolutions 9 and 10, the Company will seek to issue the Sheerartar Director Placement Securities using the Company's available placement capacity under ASX Listing Rule 7.1 which will consequently be reduced by the number of the securities subject of Resolutions 9 and 10 (as the case may be) until the earlier of subsequent Shareholder approval to ratify the issue or agreement to issue, or 12 months from the date of issue or agreement to issue.

**Recommendation:** The Board recommends that Shareholders vote **in favour** of Resolutions 9 and 10.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 9 and 10.

#### **Other information**

The Board is not aware of any other information which is relevant to the consideration by Shareholders of the proposed Resolutions which are detailed in the Notice. Prior to making any decision, Shareholders may wish to seek advice from their own independent accountant, solicitor or other financial adviser as to the effect of the proposed Resolution.

#### **Directors' approvals and recommendations**

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolutions.

## Glossary

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Capitalised terms used in this Notice and the Explanatory statement have the following meanings:

**\$** means Australian Dollars;

**10% Placement Capacity** has the meaning given to it in section 1.2 of the Explanatory Statement;

**15% Placement Capacity** has the meaning given to it in section 1.2 of the Explanatory Statement;

**2025 AGM** has the meaning given to it in paragraph 1.1 of the Explanatory Statement;

**AEDT** means Australian Eastern Daylight Time;

**ASIC** means the Australian Securities and Investments Commission;

**Associate** has the meaning given to that term in Chapter 19 of ASX Listing Rules;

**ASX** means the Australian Securities Exchange or ASX Limited as the context requires;

**ASX Listing Rules** means the listing rules of ASX;

**Board** means the board of Directors;

**Business Day** means any day which is not a Saturday, Sunday or public holiday in Melbourne, Victoria.

**Caltirc Holdings** means Caltirc Holdings Pty Ltd ACN 663 577 857;

**Caltirc Shares** has the meaning given to it in section 2.1 of the Explanatory Statement;

**Closely Related Party** (of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage);

**Company** means MRG Metals Limited ACN 148 938 532;

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

**Deysel Options** has the meaning given to it in section 6.1 of the Explanatory Statement;

**Deysel Shares** has the meaning given to it in section 6.1 of the Explanatory Statement;

**Director(s)** means the directors of the Company from time to time;

**Director Placement Securities** has the meaning given to it in section 5.1 of the Explanatory Statement;

**Egan Options** has the meaning given to it in section 6.1 of the Explanatory Statement

**Egan Shares** has the meaning given to it in section 6.1 of the Explanatory Statement;

**Equity Security** has the meaning given to it in the ASX Listing Rules;

**Explanatory Statement** means the explanatory statement that accompanies this Notice;

**Gregory Options** has the meaning given to it in section 5.1 of the Explanatory Statement;

**Gregory Shares** has the meaning given to it in section 5.1 of the Explanatory Statement;

**Key Management Personnel** or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including any director (whether executive or otherwise) of that entity;

**Meeting** means the meeting of the Company to be held on 19 March 2026 at 12.00pm AEDST;

**Notice** means the notice convening the Meeting;

**Option** means an option to subscribe for a Share in the Company;

**Peak Asset Management** means CoPeak Corporate Pty Ltd ACN 632 277 144 as Trustee for Peak Asset Management Unit Trust ABN 81 891 265 739, trading as Peak Asset Management;

**Peak Options** has the meaning given to it in section 4.1 of the Explanatory Statement;

**Peak Securities** has the meaning given to it in section 4.1 of the Explanatory Statement;

**Peak Shares** has the meaning given to it in section 4.1 of the Explanatory Statement;

**Pinnacle Equities** means Pinnacle Equities Pty Ltd ACN 112 517 905;

**Pinnacle Options** has the meaning given to it in section 3.1 of the Explanatory Statement;

**Pinnacle Securities** has the meaning given to it in section 3.1 of the Explanatory Statement;

**Pinnacle Shares** has the meaning given to it in section 3.1 of the Explanatory Statement;

**Placement** has the meaning given to it in section 1.1 of the Explanatory Statement;

**Placement Issue Price** means the issue price for the Placement Shares, being \$0.005 per Placement Share;

**Placement Options** has the meaning given to it in section 1.1 of the Explanatory Statement;

**Placement Participants** has the meaning given to it in section 1.1 of the Explanatory Statement;

**Placement Shares** has the meaning given to it in section 1.1 of the Explanatory Statement;

**Proxy Form** means the proxy form accompanying this Notice;

**Related Party** has the meaning given to it in the Corporations Act;

**Resolution** means a resolution to be voted on at the Meeting, the details of which are set out in the Notice;

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

**Shareholder** means a holder of a Share;

**Sheerartar** means Sheerartar Minerals Pty Ltd ACN 663 580 612;

**Sheerartar Director Placement Securities** has the meaning given to it in section 6.1 of the Explanatory Statement;

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules;

**Turner Options** has the meaning given to it in section 5.1 of the Explanatory Statement;

**Turner Shares** has the meaning given to it in section 5.1 of the Explanatory Statement;

**Van Der Zwan Options** has the meaning given to it in section 5.1 of the Explanatory Statement;

**Van Der Zwan Shares** has the meaning given to it in section 5.1 of the Explanatory Statement;



apply for official quotation by the ASX of all Shares issued upon the exercise of the options. Any option that has not been exercised prior to the relevant expiry date automatically lapses on the expiry date.

8. The Company will advise optionholders at least 20 Business Days before the impending expiry of their options and will advise such other details as the ASX Listing Rules then prescribe, so as to enable optionholders to determine whether or not to exercise their options.
9. If, prior to the expiry date, the Company makes a bonus issue of shares to shareholders of the Company, then, upon the exercise of the options, the options holders would be entitled to have issued to them, in addition to the shares which would otherwise be issued to them upon exercise of their options, the shares which would have been issued under that bonus issue (**Bonus Shares**). If, on the record date applicable to the Bonus Shares, they had been registered as the holder of the shares to be issued to them upon exercise of the options, such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Shares.
10. The optionholder may exercise any number of the options without prejudice to the optionholder's ability to subsequently exercise any remaining options.
11. Subject to any escrow conditions, the options are freely transferable.
12. The Company will apply for official quotation by the ASX of the options in accordance with ASX Listing Rules.
13. Each option will expire on 19 August 2027 ("expiry date").
14. There is no right to vary the expiry date, the exercise price or the underlying securities over which the options can be exercised.
15. The parties agree that, in so far as the ASX Listing Rules are applicable to the options, the parties shall do all acts, matters and things necessary to comply with the ASX Listing Rules in respect of the treatment of the options and the rights of the optionholder.



MRG Metals Limited | ABN 83 148 938 532

# Proxy Voting Form

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

Your proxy voting instruction must be received by **12:00pm (AEDT) on Tuesday, 17 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### 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](mailto: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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