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AUMEGA METALS LTD
ACN 612 912 393

NOTICE OF SPECIAL MEETING

Notice is given that the Meeting will be held at:

TIME:	**9:00am (AWST)**
DATE:	**Friday, 10 April 2026**
PLACE:	**Forrest Centre, Suite 1, Level 14, 221 St Georges Terrace, Perth WA 6000**

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9:00am (AWST) on Wednesday, 8 April 2026.

Shareholders are encouraged to attend the Meeting in person or vote by lodging the proxy form attached to the Notice.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE ONE SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,675,318 Shares, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE ONE SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 78,701,271 Shares, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF TRANCHE ONE WARRANTS – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 98,376,589 Warrants, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – ISSUE OF TF SHARES TO DIRECTOR – MR SAM PAZUKI

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 851,064 Shares to Mr Sam Pazuki (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – ISSUE OF HD SHARES & WARRANTS TO DIRECTOR – DR NICOLE ADSHEAD-BELL

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 HD Units (comprising 1,000,000 Shares and 1,000,000 Warrants) to Dr Nicole Adshead-Bell (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – ISSUE OF HD SHARES & WARRANTS TO DIRECTOR – MR JAMES WITHALL

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 350,000 HD Units (comprising 350,000 Shares and 350,000 Warrants) to Mr James Withall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

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7. RESOLUTION 7 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO CONDIRE

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 190,998,412 HD Units (comprising 190,998,412 Shares and 190,998,412 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO B2GOLD

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 65,625,000 HD Units (comprising 65,625,000 Shares and 65,625,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

9. RESOLUTION 9 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO FRANKLIN

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 75,000,000 HD Units (comprising 75,000,000 Shares and 75,000,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

10. RESOLUTION 10 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO SCHRODERS PLC

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 50,000,000 HD Units (comprising 50,000,000 Shares and 50,000,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

11. RESOLUTION 11 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO DUNDEE CORPORATION

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 11,250,000 HD Units (comprising 11,250,000 Shares and 11,250,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

12. RESOLUTION 12 – APPROVAL TO ISSUE CF SHARES & WARRANTS

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 135,000,000 CF Units (comprising 135,000,000 Shares and 135,000,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

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13. RESOLUTION 13 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO CADIZ CAPITAL ADVISORS

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 7,500,000 HD Units (comprising 7,500,000 Shares and 7,500,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

14. RESOLUTION 14 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO NERO FUNDS

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 6,250,000 HD Units (comprising 6,250,000 Shares and 6,250,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

15. RESOLUTION 15 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO ZURI-INVEST AG

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 1,000,000 HD Units (comprising 1,000,000 Shares and 1,000,000 Warrants) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

16. RESOLUTION 16 – APPROVAL TO ISSUE TF SHARES TO NINEPOINT PARTNERS LP

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 21,276,596 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

BY ORDER OF THE BOARD

CAROL MARINKOVICH
Director and Company Secretary

Dated: 4 March 2026

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Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Tranche One Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Tranche One Shares – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 – Ratification of Prior Issue of Tranche One Warrants – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 4 – Issue of TF Shares to Director – Mr Sam Pazuki	Mr Sam Pazuki (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Issue of HD Shares & Warrants to Director – Dr Nicole Adshead-Bell	Dr Nicole Adshead-Bell (or her 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 6 – Issue of HD Shares & Warrants to Director – Mr James Withall	Mr James Withall (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue HD Shares & Warrants to Condire	A 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) (namely Condire (or its nominee(s))) or an associate of that person (or those persons).
Resolution 8 – Approval to Issue HD Shares & Warrants to B2Gold	A 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) (namely B2Gold (or its nominee(s))) or an associate of that person (or those persons).
Resolution 9 – Approval to Issue HD Shares & Warrants to Franklin	A 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) (namely Franklin (or its nominee(s))) or an associate of that person (or those persons).
Resolution 10 – Approval to Issue HD Shares & Warrants to Schroders plc	A 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) (namely Schroders (or its nominee(s))) or an associate of that person (or those persons).
Resolution 11 – Approval to Issue HD Shares & Warrants to Dundee Corporation	A 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) (namely Dundee (or its nominee(s))) or an associate of that person (or those persons).
Resolution 12 – Approval to Issue CF Shares & Warrants	A 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 HD Shares & Warrants to Cadiz Capital Advisors	A 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) (namely Cadiz (or its nominee(s))) or an associate of that person (or those persons).
Resolution 14 – Approval to Issue HD Shares & Warrants to Nero Funds	A 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) (namely Nero (or its nominee(s))) or an associate of that person (or those persons).
Resolution 15 – Approval to Issue HD Shares & Warrants to Zuri-Invest AG	A 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) (namely Zuri (or its nominee(s))) or an associate of that person (or those persons).
Resolution 16 – Approval to Issue TF Shares to Ninepoint Partners LP	A 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) (namely Ninepoint (or its nominee(s))) or an associate of that person (or those persons).

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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EXPLANATORY STATEMENT

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

1. INTRODUCTION

The Explanatory Memorandum dated 4 March 2026 has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 9:00am (AWST) on Friday, 10 April 2026 at Forrest Centre, Suite 1, Level 14, 221 St George's Terrace, Perth, Western Australia.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

1.1 *Time and Place of Meeting*

Notice is given that the Meeting will be held at 9:00am (AWST) on Friday, 10 April 2026 at Forrest Centre, Suite 1, Level 14, 221 St George's Terrace, Perth, Western Australia.

1.2 *Your Vote is Important*

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

1.3 *Voting Eligibility*

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on Wednesday, 8 April 2026.

1.4 *Defined Terms*

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in the Glossary or where the relevant term is first used.

1.5 *Responsibility*

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

1.6 *ASX and TSXV*

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX and filed with the TSXV on SEDAR+ with applicable Canadian securities regulatory authorities. Neither ASX, TSXV nor any of their respective officers take any responsibility for the contents of this document.

1.7 *No Internet Site is Part of this Document*

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site (www.aumegametals.com). Any reference in this document to this internet site is a textual reference only and does not form part of this document.

2. INFORMATION FOR SHAREHOLDERS ON THE AUSTRALIAN REGISTER

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 *Voting in Person*

A shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

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2.2 *Voting by Corporate Representative*

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

2.3 *Proxies*

(a) Voting by Proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, they are encouraged to sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(ii) a proxy need not be a member of the Company; and

(iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) *Proxy vote if appointment specifies way to vote*

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:

(i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(iii) 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

(iv) 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).

(c) *Transfer of non-chair proxy to chair in certain circumstances*

Section 250BC of the Corporations Act provides that, if:

(i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a Meeting of the Company's members;

(ii) the appointed proxy is not the chair of the Meeting;

(iii) at the Meeting, a poll is duly demanded on the resolution; and

(iv) either the proxy is not recorded as attending the Meeting or the proxy does not vote on the resolution,

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.

2.4 *Chair's Voting Intentions*

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

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2.5 *Lodgement of Proxy Documents*

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below by 9:00am (AWST) on 8 April 2026. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxies should be returned as follows:

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your Proxy Form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.6 *Voting Exclusions*

Pursuant to the requirements of the ASX Listing Rules, certain voting exclusions apply in relation to the Resolutions. Please refer to the Notice and to discussion of the relevant Resolutions below for details of the applicable voting exclusions.

3. INFORMATION FOR SHAREHOLDERS ON THE CANADIAN REGISTER

3.1 *Solicitation of Proxies*

This Notice including the Explanatory Memorandum is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting.

The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the Directors, officers and employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the Shareholders of the Company in favour of the matters set forth in this Notice. The Company may pay brokers or other persons holding Shares of the Company in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and proxy materials to beneficial owners of Shares and obtaining proxies therefrom. The cost of the solicitation will be borne directly by the Company.

No person is authorized to give any information or to make any representation other than those contained in this Notice and Explanatory Memorandum and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Notice and Explanatory Memorandum shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

3.2 *Proxy Form*

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received by 9:00am (AWST) on 8 April 2026, by mail to Computershare Investor Services Inc., Proxy Dept., 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, online at www.investorvote.com and follow the instructions on the screen, or by phone at 1-866-732-VOTE (8683) Toll Free. A Proxy Form received after that time will not be valid.

3.3 *Appointment of Proxy*

Enclosed herewith is the form of proxy for use at the Meeting. You have the right to appoint a person (who need not be a Shareholder) to attend and act on your behalf at the Meeting other than the person designated in the form of proxy and may exercise such right by inserting the full name of the desired person in the blank space provided in the form of proxy.

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A proxy will not be valid unless it is signed by you or by your attorney duly authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer in accordance with the instructions attached on the enclosed form of proxy.

3.4 *Revocation of Proxies*

You have the power to revoke a proxy in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

3.5 *Voting of Proxies*

The form of proxy confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the time of printing this Notice of Meeting, management knows of no such amendment, variation or other matter.

You must mark the boxes directing your proxy on how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

3.6 *Advice for Beneficial Holders*

Shares may not be registered in the Shareholder's name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). A non-registered shareholder cannot be recognized at the Meeting for the purpose of voting their Shares unless such holder is appointed by the applicable intermediary as a proxyholder.

In Canada, non-registered owners who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners (**NOBOs**). Those non-registered owners who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners (**OBOs**).

Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company is sending proxy-related materials directly through Computershare Services Inc. these materials will include a scannable Voting Instruction Form (a "VIF"). These VIFs are to be completed and returned by mail to Computershare Investor Services Inc., Proxy Dept., 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, online at www.investorvote.com and follow the instructions on the screen, or by phone at 1-866-732-VOTE (8683) Toll Free..

The Company has distributed copies of the Meeting materials to intermediaries for distribution to all OBOs who have not waived their rights to receive these materials. Often, intermediaries will use a service company to forward these meeting materials to OBOs. With those meeting materials the intermediaries will provide OBOs with a form of VIF. When properly completed, this VIF will constitute voting instructions which the intermediary must follow.

The purpose of these procedures is to allow non-registered Shareholders to direct the voting of the shares that they own but that are not registered in their name. Should a non-registered Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on his behalf), the non-registered Shareholder should carefully follow the instructions provided on the VIF.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the non-registered Shareholder with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such broker "non-votes" will, however, be counted in determining whether there is a quorum.

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3.7 *Voting entitlement (record date)*

For the purposes of determining voting and notice entitlements in respect of the Meeting, Shares will be taken to be held by the persons who are registered on the Canadian register as holding the Shares at the close of business (Toronto time) on 5 March 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to receive notice of and vote at the Meeting.

3.8 Listings

The Company is listed on the ASX and the TSXV, and the Shares are quoted on the OTCQB Market. Because the Company is a reporting issuer in Canada, it must comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (**NI 51-102**) of the Canadian Securities Administrators. As a result, the Company must include disclosure required in a management information circular pursuant to NI 51-102, which is set out in Schedule 3 of the Explanatory Memorandum.

4. BACKGROUND TO RESOLUTIONS

4.1 Financing

On 18 February 2026, the Company announced it had received firm commitments of approximately C$30.1 million through a private placement financing of (i) "flow-through" units and "flow-through" shares having certain attributes pursuant to applicable Canadian tax law and (ii) traditional hard dollar units placements to institutions and accredited investors (together, the **Financing**).

As confirmed in the Company's announcement dated 25 February 2026, the Financing comprises the issuance of a total of 664,477,660 Shares and 642,350,000 Warrants as follows:

(a) **Tranche One**: 19,675,318 Shares and 98,376,589 Warrants issued pursuant to the Company's ASX Listing Rule 7.1 placement capacity and 78,701,271 Shares issued pursuant to the Company's ASX Listing Rule 7.1A placement capacity.

(b) **Tranche Two**: 566,101,071 Shares and 543,973,411 Warrants that require Shareholder approval at this Meeting.

The Financing is comprised of three components, being:

(c) **Premium Flow Through (or Charity Flow Through) Units**: 233,376,589 CF Units (comprising 233,376,589 Shares (**CF Shares**) and 233,376,589 Warrants) priced at C$0.0544 (approximately A$0.0562 at the Exchange Rate) each (**CF Offer**). The issue of up to 135,000,000 of the CF Shares and 135,000,000 of the Warrants is subject to Shareholder approval being obtained at this Meeting.

(d) **Traditional Flow Through Shares**: 22,127,660 Shares (**TF Shares**) priced at C$0.047 (approximately A$0.049 at the Exchange Rate) per Share (**TF Offer**). The issue of all of the TF Shares is subject to Shareholder approval being obtained at this Meeting.

(e) **Hard Dollar Units**: 408,973,412 HD Units (comprising 408,973,412 Shares (**HD Shares**) and 408,973,412 Warrants) priced at C$0.040 (approximately A$0.0413 at the Exchange Rate) each (**HD Offer**). The issue of all of the HD Shares and Warrants is subject to shareholder approval being obtained at this Meeting.

Each Share purchase warrant (**Warrant**) issued under the CF Offer and HD Offer entitles the holder to acquire one Share at a price of C$0.055 for a period of 30 months from the closing date of Tranche One. The terms of the Warrants are set out in Schedule 1.

Closing of Tranche One of the Financing is expected to occur on or about 5 March 2026 (Toronto time).

The CF Units and the TF Shares (but not the Shares issued on exercise of the Warrants forming part of the CF Units) will be issued as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the **Tax Act**). The tax benefits associated with such CF Units and TF Shares are available only to the initial Canadian subscribers. The Company is expected to use an amount equal to the gross proceeds from

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the sale of the TF Shares and the gross proceeds from the sale of the CF Units to incur eligible "Canadian exploration expenses" (as defined in the Tax Act) that will qualify as "flow-through mining expenditures" (as defined in the Tax Act) (the **Qualifying Expenditures**) related to the Company's exploration activities in Canada on or before 31 December 2027. All Qualifying Expenditures will be renounced in favour of the Canadian applicable subscribers effective 31 December 2026.

The term "flow-through share" is defined under Canadian tax legislation and does not represent a special class of shares under corporate law. Shares issued under the Financing will rank pari passu with existing Shares.

All Securities issued will be subject to a statutory hold period of four months and one day in accordance with applicable Canadian securities laws. All Shares and Warrants issued will be subject to a hold period of four months plus a day from the date of issuance (including Shares issued on exercise of the Warrants, whereby the hold period will commence on the date of issuance of the Warrants), and resale rules will apply in accordance with applicable Canadian securities laws. All Securities will be issued on a private placement basis to institutional, professional and accredited investors.

4.2 Director participation

Tranche Two is inclusive of the following Securities which are proposed to be subscribed for by Directors, comprising:

(a) Mr Sam Pazuki, Managing Director & CEO: up to 851,064 TF Shares and at an issue price of C$0.047;

(b) Dr Nicole Adshead-Bell, Non-Executive Director: up to 1,000,000 HD Units (comprising 1,000,000 HD Shares and 1,000,000 Warrants) at an issue price of C$0.040 each; and

(c) Mr James Withall – Non-Executive Director: up to 350,000 HD Units (comprising 350,000 HD Shares and 350,000 Warrants) at an issue price of C$0.040 each.

The issue of these Securities is subject to Shareholder approval being obtained pursuant to Resolutions 4 to 6.

4.3 Use of funds

The proceeds from the Financing will be used primarily to advance the Company's exploration program in Newfoundland and Labrador, which is expected to include an expanded drill program across the Company's Cape Ray, Cape Ray West (including Isle aux Morts Granite), and Bunker Hill Projects.

Additionally, the Company will continue to invest in early-stage exploration activities to further define and advance new and existing targets including Hermitage and Intersection. Finally, proceeds from the Financing will also be used for working capital and general corporate purposes.

An amount equal to the aggregate gross proceeds raised from the issuance of the CF Units and the TF Shares (the **Commitment Amount**) will be used on or before 31 December 2027 for general exploration expenditures, which will constitute Canadian exploration expenses (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (**Tax Act**), that will qualify as "flow through mining expenditures" within the meaning of subsection 127(9) of the Tax Act (the **Qualifying Expenditures**). The Company shall renounce the Qualifying Expenditures so incurred to the subscribers of the CF Units and the TF Shares, on a pro rata basis, such that the aggregate Commitment Amount shall be deductible against each such subscriber's income for the calendar year ended 31 December 2026.

In the event that the Company fails to renounce an amount equal to the Commitment Amount as described above, the Company will fully and promptly indemnify each CF Unit and TF Share subscriber for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures in accordance with the terms of the CF Subscription Agreements and the TF Subscription Agreements to be entered into between each subscriber (or an agent on behalf of the relevant subscribers) and the Company on or prior to the closing of Tranche Two of the Financing.

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4.4 Advisers

Clarus Securities Inc. as Sole Bookrunner, with Canaccord Genuity Corp. acting as Co-Lead Agent, on behalf of a syndicate including BMO Capital Markets (together, the **Agents**).

In connection with the Financing, the Agents will be paid a broker fee equivalent to 6% on the gross proceeds of the Financing, excluding funds raised from Condire, B2Gold and others in the President's List (including the Director Participation), where the broker fee will be reduced to 3% or less of the gross proceeds received from subscribers on the President's List.

With respect to Condire's participation in the Financing, the Company will pay a finder's fee equivalent to 6% of Condire's subscription amount to a third party.

4.5 Relevant resolutions

Pursuant to this Notice of Meeting, the Company is seeking the following Shareholder approvals and ratifications in respect of the Financing:

(a) Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 19,675,318 Shares issued under Tranche One pursuant to the Company's Listing Rule 7.1 placement capacity on closing of Tranche One of the Financing (**Resolution 1**);

(b) Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 78,701,271 Shares issued under Tranche One pursuant to the Company's Listing Rule 7.1A placement capacity on closing of Tranche One of the Financing (**Resolution 2**);

(c) Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 98,376,589 Warrants issued under Tranche One pursuant to the Company's Listing Rule 7.1 placement capacity on closing of Tranche One of the Financing (**Resolution 3**);

(d) Shareholder approval pursuant to Listing Rule 10.11 for the issue of an aggregate of up to 2,201,064 Shares and 1,350,000 Warrants to Directors participating in the Financing (**Resolutions 4 to 6**);

(e) Shareholder approval pursuant to Listing Rule 7.1 for the issue of an aggregate of up to 190,998,412 Shares and 190,998,412 Warrants to Condire (or its nominee(s)), who will participate in Tranche Two (**Resolution 7**);

(f) Shareholder approval pursuant to Listing Rule 7.1 for the issue of an aggregate of up to 65,625,000 Shares and 65,625,000 Warrants to B2Gold (or its nominee(s)), who will participate in Tranche Two (**Resolution 8**);

(g) Shareholder approval pursuant to Listing Rule 7.1 for the issue of an aggregate of up to 75,000,000 Shares and 75,000,000 Warrants to Franklin (or its nominee(s)), who will participate in Tranche Two (**Resolution 9**); and

(h) Shareholder approval pursuant to Listing Rule 7.1 for the issue of an aggregate of up to 232,276,596 Shares and 211,000,000 Warrants to other institutions or accredited investors (or their respective nominee(s)) and under the Premium Flow Through Component of Tranche Two (**Resolutions 10 to 16**).

4.6 Commitments and Subscription Agreements for Tranche Two

The Company has received firm commitments from various institutions and accredited investors for the full amount of Tranche Two. Pursuant to those commitments, the Company expects to enter into subscription agreements as follows:

(a) **Premium Flow Through (or Charity Flow Through)**: subscription agreements with various Canadian charity investors identified by the CF Provider (each a **T2 CF Subscription Agreement**), for the issue of up to of up to 135,000,000 CF Units (comprising 135,000,000 CF Shares and 135,000,000 Warrants) at an issue price of C$0.0544 each. Immediately on issue, these CF Units will be on sold to the T2 CF End Purchasers (defined in Section 12.4 below);

(b) **Traditional Flow Through:** traditional flow through placement subscription agreements with institutions and accredited investors for the issue of up to

22,127,660 TF Shares priced at C$0.047 per Share (each a **TF Subscription Agreement**); and

(c) **Hard Dollar:** hard dollar placement subscription agreements with institutions and accredited investors for the issue of up to 408,973,412 HD Units (comprising 408,973,412 HD Shares and 408,973,412 Warrants) priced at C$0.040 each (each a **HD Subscription Agreement**).

Each of the CF Subscription Agreements, each of the TF Subscription Agreements and each of the HD Subscription Agreements (respectively) will be on the same commercial terms (being the key commercial terms outlined above), and otherwise contain customary terms and conditions (including indemnities, representations and warranties) for an agreement of its nature.

In relation to the Premium Flow Through (or Charity Flow Through) component of Tranche Two, in the event that the CF Provider and the Company are unable to identify donors for this issue, these 135,000,000 CF Units or a portion of these 135,000,000 CF Shares may be re-allocated to the Hard Dollar component of Tranche Two.

In relation to the Traditional Flow Through and Hard Dollar components of Tranche 2, in the event that any of the relevant institutions or accredited investors do not fulfil their commitment in full by executing a subscription agreement for the full amount of their commitment, the Company reserves the right to re-allocate the Securities the subject of their commitment to other institutions and accredited investors who are either:

(a) existing Shareholders of the Company;

(b) identified by the Company;

(c) identified by the Agents,

(all of whom will be non-related parties of the Company) who will enter into subscription agreements with the Company for the shortfall. This may result in the pricing for the relevant Securities increasing if HD Shares are re-allocated to the TF Offer.

If HD Shares are re-allocated to the TF Offer, they will be issued without the attaching Warrants, as Warrants are not included in the TF Offer.

TF Shares will not be able to be re-allocated to the HD Offer, as the HD Offer includes Warrants which are not being offered to participants in the TF Offer.

For the avoidance of doubt, any re-allocations will not impact the maximum number of Shares and the maximum number of Warrants to be issued pursuant to the Resolutions.

5. RESOLUTIONS 1 TO 3 – RATIFICATION OF PRIOR ISSUE OF TRANCHE ONE SHARES & WARRANTS - LISTING RULES 7.1 AND 7.1A

5.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 98,376,589 Shares and 98,376,589 Warrants under Tranche One of the Financing, comprising:

(a) 19,675,318 Shares to be issued pursuant to the Company's Listing Rule 7.1 placement capacity (**Resolution 1**);

(b) 78,701,271 Shares issued pursuant to the Company's Listing Rule 7.1A placement capacity (**Resolution 2**); and

(c) 98,376,589 Warrants issued pursuant to the Company's Listing Rule 7.1 placement capacity (**Resolution 3**),

on closing of Tranche One of the Financing (expected to be on or about 5 March 2026 (Toronto time).

These Securities will be issued pursuant to subscription agreements between the Company and Canadian charity investors identified by the charity flow through provider appointed by the Company (**CF Provider**) (**T1 CF Subscription Agreements**), pursuant to which, those

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investors agreed to subscribe for an aggregate of 98,376,589 CF Units (comprising 98,376,589 CF Shares and 98,376,589 Warrants) at an issue price of C$0.0544 each to raise a total of $5,351,686 (before costs).

Each of the T1 CF Subscription Agreements otherwise contains customary terms and conditions (including indemnities, representations and warranties) for an agreement of its nature.

Immediately on issue, the 98,376,589 CF Units will be on-sold by a charitable organization to Condire as back end buyer.

Condire will become a substantial holder of the Company on completion of Tranche One of the Financing, but is not a related party of the Company, nor has it nominated a director to the Board of the Company.

On completion of Tranche Two of the Financing, Condire is expected to have voting power of approximately 19.9% in the Company. The Warrants issued to Condire are subject to a blocker provision that prevents exercise if such exercise would result in Condire holding 20% or more of the Company's issued and outstanding common shares.

Prior to closing of Tranche One of the Financing, the Company intends to lodge a prospectus with ASIC and ASX under which the 98,376,589 CF Units (comprising 98,376,589 CF Shares and 98,376,589 Warrants) will be issued and those CF Shares (and the Shares to be issued on exercise of those Warrants) will be cleansed to facilitate any future secondary trading of those Shares.

For further information with respect to the Financing, refer to Section 4.

5.2 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 obtained this approval at its annual general meeting held on Tuesday, 27 May 2025.

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.

5.3 Listing Rule 7.4

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

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

5.4 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of

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equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	98,376,589 CF Units (comprising 98,376,589 CF Shares and 98,376,589 Warrants) will be issued under the T1 CF Subscription Agreements to Canadian charity investors identified by the CF Provider, and then on-sold to Condire as back end buyer. Condire will become a substantial holder of the Company on completion of Tranche One of the Financing, but is not a related party of the Company, nor has it nominated a director to the Board of the Company. On completion of Tranche Two of the Financing, Condire is expected to have voting power of approximately 19.9% in the Company. The Warrants issued to Condire are subject to a blocker provision that prevents exercise if such exercise would result in Condire holding 20% or more of the Company's issued and outstanding common shares.
Number and class of Securities issued	The Securities will be issued under Tranche One on the following basis: (a) 19,675,318 Shares to be issued pursuant to the Company's Listing Rule 7.1 placement capacity (ratification which is sought pursuant to Resolution 1); (b) 78,701,271 Shares to be issued pursuant to the Company's Listing Rule 7.1A placement capacity (ratification which is sought pursuant to Resolution 2); and (c) 98,376,589 Warrants to be issued pursuant to the Company's Listing Rule 7.1 placement capacity (ratification which is sought pursuant to Resolution 3).
Terms of Securities	The Tranche One 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 Warrants will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities were issued	On closing of Tranche One of the Financing (expected to be on or about 5 March 2026 (Toronto time), and in any event prior to the date of the Meeting.
Price or other consideration the Company received for the Securities	C$0.0544 per CF Unit (comprising one Share and one Warrant) (approximately A$0.0562 at the Exchange Rate).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3. Refer to Section 4.1 for further explanation as to the strucuring of this component of the Financing as a charity or premium flow through offering under Canadian law.
Summary of material terms of agreement to issue	The Tranche One Shares and Warrants were issued pursuant to the T1 CF Subscription Agreements, the key terms of which are summarised in Section 5.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

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6. RESOLUTIONS 4 TO 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN THE FINANCING

6.1 General

These Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the following Directors to participate in the Financing on the same terms as non-related party subscribers:

(a) **Resolution 4** – to permit Mr Sam Pazuki (Managing Director & CEO), to be issued up to 851,064 TF Shares at an issue price of C$0.047 per Share;

(b) **Resolution 5** – to permit Dr Nicole Adshead-Bell (Non-Executive Director), to be issued up to 1,000,000 HD Units (comprising 1,000,000 HD Shares and 1,000,000 Warrants) at an issue price of C$0.040 each; and

(c) **Resolution 6** – to permit Mr James Withall (Non-Executive Director), to be issued up to 350,000 HD Units (comprising 350,000 HD Shares and 350,000 Warrants) at an issue price of C$0.040 each,

to raise a total of up to C$94,000 (before costs) (**Director Participation**).

Mr Pazuki, Dr Adshead-Bell and Mr Withall are together referred to as the **Participating Directors**.

For further information with respect to the Financing refer to Section 4.

The Shares proposed to be issued under the Director Participation will be issued pursuant to subscription agreements on the same terms as non-related party subscribers in the relevant component of the Financing, as follows:

(a) the up to 851,064 TF Shares proposed to be issued to Mr Pazuki will be issued pursuant to a TF Subscription Agreement between the Company and Mr Pazuki (or his nominee(s)); and

(b) the aggregate of up to 1,350,000 HD Shares and 1,350,000 Warrants proposed to be issued to Dr Adshead-Bell and Mr Withall will be issued pursuant to HD Subscription Agreements between the Company and Dr Adshead-Bell and Mr Withall (respectively) (or their respective nominee(s)).

6.2 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and the Participating Directors are related parties of the Company by virtue of being Directors of the Company.

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

6.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 4.3. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and the Company will not raise the additional C$94,000 from the Director Participation.

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6.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Participating Directors, who are identified in Section 6.1.
Categorisation under Listing Rule 10.11	The Participating Directors fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. Any nominee(s) of the Participating Directors who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 2,201,064 Shares and 1,350,000 Warrants will be issued as follows: (a) Resolution 4 – Mr Sam Pazuki: up to 851,064 TF Shares; (b) Resolution 5– Dr Nicole Adshead-Bell: up to 1,000,000 HD Units (comprising 1,000,000 Shares and 1,000,000 Warrants); and (c) Resolution 6 – Mr James Withall: up to 350,000 HD Units (comprising 350,000 Shares and 350,000 Warrants).
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 Warrants 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 Shares within 5 Business days of the Meeting. In any event, the Company will not issue any Shares 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	Resolution 4 – Mr Sam Pazuki: C$0.047 per TF Share (approximately A$0.049 at the Exchange Rate). Resolutions 5 and 6 – Dr Nicole Adshead-Bell and Mr James Withall: C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3. The securities are not being issued to incentivise or remunerate the Directors under Listing Rule 10.13.8.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to subscription agreements that the Company will execute with each of the Participating Directors, the key terms of which are summarised in Sections 6.1 and 4.6.
Voting exclusion statement	Voting exclusion statements apply to these Resolution.

7. RESOLUTION 7 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO CONDIRE

7.1 General

As part of the Financing, the Company has received a firm commitment from Condire Investors, LLC (**Condire**) to subscribe for 190,998,412 HD Units (comprising 190,998,412 Shares and 190,998,412 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$7,639,936 (before costs).

Condire became a substantial holder of the Company on completion of Tranche One of the Financing, but is not a related party of the Company, nor has it nominated a director to the Board of the Company.

On completion of Tranche Two of the Financing, Condire is expected to have voting power of approximately 19.9% in the Company. The Warrants issued to Condire are subject to a blocker provision that prevents exercise if such exercise would result in Condire holding 20% or more of the Company's issued and outstanding common shares.

For further information with respect to the Financing refer to Section 4.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$7,639,936 from Condire, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Condire (or its nominee(s)). If the Resolution is passed, the Company will issue more than 1% of its current issued capital to Condire (or its nominee(s)). As stated in Section 7.1, Condire became a substantial holder of the Company on completion of Tranche One of the Financing, but is not a related party of the Company, nor has it nominated a director to the Board of the Company. On completion of Tranche Two of the Financing, Condire is expected to have voting power of approximately 19.9% in the Company. The Warrants issued to Condire are subject to a blocker provision that prevents exercise if such exercise would result in Condire holding 20% or more of the Company's issued and outstanding common shares. Refer to Section 4.6 regarding the potential for re-allocation in the event that Condire does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 190,998,412 HD Shares and 190,998,412 Warrants.
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 Warrants 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 of the 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).

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REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that Condire does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Condire, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation in the event that Condire does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 8 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO B2GOLD

8.1 General

As part of the Financing, the Company has received a firm commitment from B2Gold Corp. (**B2Gold**) to subscribe for 65,625,000 HD Units (comprising 65,625,000 HD Shares and 65,625,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$2,625,000 (before costs).

B2Gold is a substantial holder of the Company but is not a related party of the Company, nor has it nominated a director to the Board of the Company.

For further information with respect to the Financing refer to Section 4.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$2,625,000 from B2Gold, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

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8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	B2Gold (or its nominee(s)). If the Resolution is passed, the Company will issue more than 1% of its current issued capital to B2Gold (or its nominee(s)). As stated in Section 8.1, B2Gold is a substantial holder of the Company but is not a related party of the Company, nor has it nominated a director to the Board of the Company. On completion of Tranche Two of the Financing, B2Gold is expected to have voting power of approximately 9.89% in the Company, a slight reduction of B2Gold's voting power as stated in its most recent substantial holder notice prior to the announcement of the Financing (dated 10 December 2025), which stated that B2Gold's then voting power in the Company was 9.95%. Refer to Section 4.6 regarding the potential for re-allocation in the event that B2Gold does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 65,625,000 HD Shares and 65,625,000 Warrants 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 Warrants 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	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that B2Gold does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with B2Gold, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation in the event that B2Gold does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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9. RESOLUTION 9 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO FRANKLIN

9.1 General

As part of the Financing, the Company has received a firm commitment from Franklin Resources, Inc. (**Franklin**), to subscribe for 75,000,000 HD Units (comprising 75,000,000 Shares and 75,000,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$3,000,000 (before costs).

Franklin is a substantial holder of the Company but is not a related party of the Company, nor has it nominated a director to the Board of the Company.

For further information with respect to the Financing refer to Section 4.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$3,000,000 from Franklin, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Franklin (or its nominee(s)). If the Resolution is passed, the Company will issue more than 1% of its current issued capital to Franklin (or its nominee(s)). As stated in Section 9.1, Franklin is a substantial holder of the Company but is not a related party of the Company, nor has it nominated a director to the Board of the Company. On completion of Tranche Two of the Financing, Franklin is expected to have voting power of approximately 8.15% in the Company, an increase in Franklin's voting power as stated in its most recent substantial holder notice prior to the announcement of the Financing (dated 6 January 2025), which stated that Franklin's then voting power in the Company was 6.14%. Refer to Section 4.6 regarding the potential for re-allocation in the event that Franklin does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 75,000,000 HD Shares and 75,000,000 Warrants.
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 Warrants will be issued on the terms and conditions set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
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 of the 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	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that Franklin does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Franklin, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation in the event that B2Gold does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 10 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO SCHRODERS PLC

10.1 General

As part of the Financing, the Company has received a firm commitment from Schroders plc (**Schroders**) to subscribe for 50,000,000 HD Units (comprising 50,000,000 HD Shares and 50,000,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$2,000,000 (before costs).

Schroders is not currently a substantial holder of the Company, but is expected to become a substantial holder on completion of the Financing. Schroders is not a related party of the Company.

For further information with respect to the Financing refer to Section 4.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

10.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$2,000,000 from Schroders, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

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10.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Schroders (or its nominee(s)). If the Resolution is passed, the Company will issue more than 1% of its current issued capital to Schroders (or its nominee(s)). As stated in Section 10.1, Schroders is not currently a substantial holder of the Company, but is expected to become a substantial holder on completion of the Financing. Schroders is not a related party of the Company. On completion of Tranche Two of the Financing, Schroders is expected to have voting power of approximately 5.22% in the Company. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 50,000,000 HD Shares and 50,000,000 Warrants.
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 Warrants 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 of the 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	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3. Refer to Section 4.1 for further explanation as to the strucuring of this component of the Financing as a charity or premium flow through offering under Canadian law.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Schroders, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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11. RESOLUTION 11 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO DUNDEE CORPORATION

11.1 General

As part of the Financing, the Company has received a firm commitment from Dundee Corporation (**Dundee**) to subscribe for 11,250,000 HD Units (comprising 11,250,000 HD Shares and 11,250,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$450,000 (before costs).

Dundee is not a substantial holder or related party of the Company.

For further information with respect to the Financing refer to Section 4.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$450,000 from Dundee, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

11.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Dundee (or its nominee(s)). If the Resolution is passed, the Company will not issue more than 1% of its current issued capital to Schroders (or its nominee(s)). As stated in Section 11.1, Dundee is not a substantial holder or related party of the Company. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 11,250,000 HD Shares and 11,250,000 Warrants.
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 Warrants 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 of the 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Dundee, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

12. RESOLUTION 12 – APPROVAL TO ISSUE CF SHARES & WARRANTS

12.1 General

As part of the Financing, the Company will execute the T2 CF Subscription Agreements with various Canadian charity investors identified by the CF Provider, pursuant to which, those investors will agree to subscribe for an aggregate of up to 135,000,000 CF Units (comprising 135,000,000 CF Shares and 135,000,000 Warrants) at an issue price of C$0.0544 each to raise a total of C$7,344,000 (before costs).

Immediately on issue, these CF Units will be on sold to the T2 CF End Purchasers (defined in Section 12.4 below).

Each of the T2 CF Subscription Agreements will otherwise contain customary terms and conditions (including indemnities, representations and warranties) for an agreement of its nature.

In the event that the CF Provider and the Company are unable to identify donors for this issue, these 135,000,000 CF Units or a portion of these 135,000,000 CF Shares may be re-allocated to the Hard Dollar component of Tranche Two. For the avoidance of doubt, this will not impact the maximum number of Shares to be issued pursuant to Resolution 12.

The Company is proposing to lodge a prospectus with ASX and ASIC shortly after this Meeting under which these CF Shares will be issued and cleansed to facilitate any future secondary trading of these Shares.

For further information with respect to the Financing, refer to Section 4.

For further information with respect to the Financing refer to Section 4.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

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12.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$7,344,000 under the T2 CF Subscription Agreements, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

12.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Securities will be issued under the T2 CF Subscription Agreements to Canadian charity investors identified by the CF Provider, and then on-sold to Nokomis Capital, LLC (or its nominee(s)) as back end buyer (the **T2 CF End Purchasers**). If the Resolution is passed, the Company will issue more than 1% of its current issued capital under the T2 CF Subscription Agreements. None of the T2 CF End Purchasers is a substantial holder or related party of the Company. In the event that the CF Provider and the Company are unable to identify donors for this issue, these Securities or a portion of these Securities may be re-allocated to the Hard Dollar component of Tranche Two and issued to the T2 CF End Purchasers directly, and/or to institutions and other accredited investors who are either: (a) existing Shareholders of the Company; (b) identified by the Company; or (c) identified by the Agents, all of whom will be non-related parties of the Company.
Number of Securities and class to be issued	Up to 135,000,000 CF Shares and 135,000,000 Warrants.
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 Warrants 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 of the 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	C$0.0544 per CF Unit (each comprising one Share and one Warrant) (approximately A$0.0562 at the Exchange Rate). Refer to Section 4.6 and above regarding the potential for re-allocation and re-pricing in the event that the CF Provider and the Company are unable to identify donors for this issue.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Securities will be issued pursuant to the T2 CF Subscription Agreements that the Company will execute with Canadian charity investors identified by the CF Provider, the key terms of which are summarised in Section 12.1. Refer to Section 4.6 and above regarding the potential for re-allocation and re-pricing in the event that the CF Provider and the Company are unable to identify donors for this issue. In this event, the Securities may be issued under one or more HD Subscription Agreements, the terms of which are summarised in Section 4.6.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

13. RESOLUTION 13 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO CADIZ CAPITAL ADVISORS

13.1 General

As part of the Financing, the Company has received a firm commitment from Cadiz Capital Advisors (**Cadiz**) to subscribe for 7,500,000 HD Units (comprising 7,500,000 HD Shares and 7,500,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$300,000 (before costs).

Cadiz is not a substantial holder or related party of the Company.

For further information with respect to the Financing refer to Section 4.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

13.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$300,000 from Cadiz, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

13.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Cadiz (or its nominee(s)). If the Resolution is passed, the Company will not issue more than 1% of its current issued capital to Cadiz. As stated in Section 13.1, Cadiz is not a substantial holder or related party of the Company. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 7,500,000 HD Shares and 7,500,000 Warrants.

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REQUIRED INFORMATION	DETAILS
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 Warrants 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 of the 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	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Cadiz, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTION 14 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO NERO FUNDS

14.1 General

As part of the Financing, the Company has received a firm commitment from Nero Funds (**Nero**) to subscribe for 6,250,000 HD Units (comprising 6,250,000 HD Shares and 6,250,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$250,000 (before costs).

Nero is not a substantial holder or related party of the Company.

For further information with respect to the Financing refer to Section 4.

14.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

14.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$250,000 from Nero, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

14.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Nero (or its nominee(s)). If the Resolution is passed, the Company will not issue more than 1% of its current issued capital to Nero. As stated in Section 14.1, Nero is not a substantial holder or related party of the Company. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 6,250,000 HD Shares and 6,250,000 Warrants.
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 Warrants 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 of the 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	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Nero, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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15. RESOLUTION 15 – APPROVAL TO ISSUE HD SHARES & WARRANTS TO ZURI-INVEST AG

15.1 General

As part of the Financing, the Company has received a firm commitment from Zuri-Invest AG (**Zuri**) to subscribe for 1,000,000 HD Units (comprising 1,000,000 HD Shares and 1,000,000 Warrants) at an issue price of C$0.040 each to raise a total of approximately C$40,000 (before costs).

Zuri is not a substantial holder or related party of the Company.

For further information with respect to the Financing refer to Section 4.

15.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

15.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$40,000 from Zuri.

15.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Zuri (or its nominee(s)). If the Resolution is passed, the Company will not issue more than 1% of its current issued capital to Zuri. As stated in Section 15.1, Zuri is not a substantial holder or related party of the Company. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 1,000,000 HD Shares and 1,000,000 Warrants.
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 Warrants 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 of the 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	C$0.040 per HD Unit (each comprising one Share and one Warrant) (approximately A$0.0413 at the Exchange Rate). Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3.
Summary of material terms of agreement to issue	The Securities will be issued pursuant to a HD Subscription Agreement that the Company will execute with Zuri, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation and re-pricing in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation. In this event, the Securities may be issued under one or more subscription agreements executed with other investors, on the same terms as other participants in the relevant component of Tranche Two of the Financing.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

16. RESOLUTION 16 – APPROVAL TO ISSUE TF SHARES TO NINEPOINT PARTNERS LP

16.1 General

As part of the Financing, the Company has received a firm commitment from Ninepoint Partners LP (**Ninepoint**) to subscribe for 21,276,596 TF Shares at an issue price of C$0.047 each to raise a total of approximately C$1,000,000 (before costs).

The subscription agreement otherwise contains customary terms and conditions (including indemnities, representations and warranties) for an agreement of its nature.

Ninepoint is not a substantial holder or related party of the Company.

For further information with respect to the Financing refer to Section 4.

16.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 (being an issue under an agreement to issue Shares which is conditional on Shareholder approval under Listing Rule 7.1). It therefore requires the approval of Shareholders under Listing Rule 7.1.

16.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise additional funds which will be used in the manner set out in Section 4.3. 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 and the Company will not raise the additional C$1,000,000 from Ninepoint, which may affect the Company's ability to complete the work program contemplated in Section 4.3 in full.

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16.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Ninepoint (or its nominee(s)). If the Resolution is passed, the Company will issue more than 1% of its current issued capital to Ninepoint. As stated in Section 16.1, Ninepoint is not a substantial holder or related party of the Company. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation.
Number of Securities and class to be issued	Up to 21,276,596 TF Shares
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any of the 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	C$0.047 per Share (approximately A$0.049 at the Exchange Rate).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards the activities set out in Section 4.3. Refer to Section 4.1 for further explanation as to the strucuring of this component of the Financing as a flow through offering under Canadian law.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to a TF Subscription Agreement that the Company will execute with Ninepoint, the key terms of which are summarised in Section 4.6. Refer to Section 4.6 regarding the potential for re-allocation in the event that this investor does not sign a subscription agreement for the full amount of its committed allocation. In this event, the TF Shares may be issued under one or more subscription agreements executed with other investors, on the same terms as the other TF Subscription Agreements.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

Agents has the meaning given in Section 4.4.

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.

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

B2Gold has the meaning given in Section 8.1.

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.

Cadiz has the meaning given in Section 13.4.

CF Offer has the meaning given in Section 4.1.

CF Provider has the meaning given in Section 5.1.

CF Shares has the meaning given in Section 4.1.

CF Unit means a CF Share and a Warrant.

Chair means the chair of the Meeting.

Company means AuMEGA Metals Ltd (ACN 612 912 393).

Condire has the meaning given in Section 7.1.

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

Directors means the current directors of the Company.

Dundee has the meaning given in Section 11.1.

Exchange Rate means the exchange rate for converting Canadian dollars into Australian dollars of C$1 = A$1.0330549 as posted by xe.com on 12 February 2026, being the exchange rate used in the Company's announcement for the Financing.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financing has the meaning given in Section 4.1.

Franklin has the meaning given in Section 9.1.

HD Offer has the meaning given in Section 4.1.

HD Shares has the meaning given in Section 4.1.

HD Subscription Agreement has the meaning given in Section 4.6.

HD Unit means a HD Share and a Warrant.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Nero has the meaning given in Section 14.1.

Ninepoint has the meaning given in Section 16.1.

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

Proxy Form means the proxy form accompanying the Notice.

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

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Schroders has the meaning given in Section 10.1.

Section means a section of the Explanatory Statement.

Security means a Share or Warrant (as applicable).

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

Shareholder means a registered holder of a Share.

T2 CF Subscription Agreement has the meaning given in Section 4.6.

TF Offer has the meaning given in Section 4.1.

TF Shares has the meaning given in Section 4.1.

TF Subscription Agreement has the meaning given in Section 4.6.

Warrant means a Share purchase warrant on the terms set out in Schedule 1.

Zuri has the meaning given in Section 15.1.

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SCHEDULE 1 – TERMS AND CONDITIONS OF WARRANTS

(a) Entitlement

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

(b) Exercise Price

The exercise price of each Warrant is C$0.0550 (5.5 Canadian cents).

(c) Expiry Date

Each Warrant will expire at 5.00pm (Toronto time) on the date that is 30 months from the date on which the Warrants were issued (**Expiry Date**). A Warrant not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Notice of Exercise

The Warrants may be exercised in whole or in part at any time prior to the Expiry Date by notice in writing to the Company (**Notice of Exercise**) and payment of the relevant Exercise Price for each Warrant being exercised.

(e) Exercise Date

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

(f) Timing of issue of Shares on exercise

Within 3 Business Days after the Exercise Date, the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Warrants specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) lodge an Appendix 2A or 3G (as applicable) with the ASX in relation to relation to the issue of such Shares.

(g) Shares issued on exercise

Shares issued on exercise of the Warrants rank equally with the then issued shares of the Company (subject to any applicable hold periods or legends under Canadian or US securities laws as contemplated by the Warrant Indenture).

(h) Quotation of Shares/CDIs issued on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Warrants on TSX-V.

(i) Exercise Limitations

The Warrants may not be exercised, and the Company will have no obligation to issue any Shares, where a consequence of the issuance of such Shares would result in any person's voting power (as defined in Chapter 6 of the Corporations Act exceeding 20% (**Proscribed Outcome**).

In assessing whether an issue of Shares on exercise of any Warrant would result in a Proscribed Outcome:

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(i) a Warrantholder may give written notification if it considers that the issue of such Shares may result in a Proscribed Outcome. The absence of such written notification from the Warrantholder will entitle the Company and the Warrant Agent to assume the issue of such Shares will not result in any Proscribed Outcome; and

(ii) the Company and/or the Warrant Agent may (but is not obliged to) by written notice to the Warrantholder request that the Warrantholder provide the written notice referred to in sub-paragraph (i) above within 5 days of request if the Company and/or the Warrant Agent considers that the issue of any Shares on exercise of any Warrants may result in a Proscribed Occurrence. The absence of such written notification from the Warrantholder will entitle the Company and the Warrant Agent to assume the issue of such Shares will not result in any Proscribed Outcome.

(j) Participation Rights

There are no participation rights or entitlements inherent in the options. Warrant holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the Warrants.

(k) Reconstruction of capital

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

(l) Adjustment to Exercise Price for pro rata issue

in the event that a pro rata issue (except a Bonus Issue) of Shares or securities convertible into or exercisable or exchangeable for Shares is made to shareholders of the Company, the Exercise Price will be reduced according to the following formula as amended in accordance with the ASX Listing Rules from time to time (provided that if the application of the formula results in a number that is less than zero, the Exercise Price will be reduced to zero):

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

O'	=	the new Exercise Price
O	=	the old Exercise Price.
E	=	the number of underlying Shares into which one Warrant is exercisable.
P	=	the volume weighted average market price per Share of the Shares in the Company calculated over the five Trading Days ending on the day before the ex rights date or ex entitlements date.
S	=	the subscription price for a Share under the pro rata issue.
D	=	the dividend due but not yet paid on the existing Shares (except those to be issued under the pro rata issue).
N	=	the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

(m) Bonus Issues

the number of Shares to be issued pursuant to the exercise of Warrants will be adjusted for Bonus Issues made prior to exercise of Warrants. The number of Shares the subject of the Warrants will be increased so that upon exercise of the Warrants the number of Shares issued to a Warrantholder will include the number of bonus Shares that would have been issued if the Warrants had been exercised and Shares allotted prior to the record date for the Bonus Issue. The Exercise Price shall not change as a result of any such Bonus Issue.

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(n) Change in exercise price

Other than as set out above, a Warrant does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Warrant can be exercised.

(o) Unquoted

The Company will not initially apply for quotation of the Warrants on either TSX-V or ASX.

(p) Transferability

The Warrants may be transferred in the manner contemplated by the Warrant Indenture.

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AuMEGA METALS

ABN 45 612 912 393

Need assistance?

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

Online:
www.investorcentre.com/contact

AAM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Wednesday, 8 April 2026.**

Proxy Form

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How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form: XX

Online:

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

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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

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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of AuMEGA Metals Ltd hereby appoint

☐ **the Chair of the Meeting** **OR** ☐

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Special Meeting of AuMEGA Metals Ltd to be held at Forrest Centre, Suite 1, Level 14, 221 St Georges Terrace, Perth WA 6000 on Friday, 10 April 2026 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
1	Ratification of Prior Issue of Tranche One Shares – Listing Rule 7.1	☐	☐	☐
2	Ratification of Prior Issue of Tranche One Shares – Listing Rule 7.1A	☐	☐	☐
3	Ratification of Prior Issue of Tranche One Warrants – Listing Rule 7.1	☐	☐	☐
4	Issue of TF Shares to Director – Mr Sam Pazuki	☐	☐	☐
5	Issue of HD Shares & Warrants to Director – Dr Nicole Adshead-Bell	☐	☐	☐
6	Issue of HD Shares & Warrants to Director – Mr James Withall	☐	☐	☐
7	Approval to Issue HD Shares & Warrants to Condire	☐	☐	☐
8	Approval to Issue HD Shares & Warrants to B2Gold	☐	☐	☐
9	Approval to Issue HD Shares & Warrants to Franklin	☐	☐	☐
10	Approval to Issue HD Shares & Warrants to Schroders plc	☐	☐	☐
11	Approval to Issue HD Shares & Warrants to Dundee Corporation	☐	☐	☐
12	Approval to Issue CF Shares & Warrants	☐	☐	☐
13	Approval to Issue HD Shares & Warrants to Cadiz Capital Advisors	☐	☐	☐
14	Approval to Issue HD Shares & Warrants to Nero Funds	☐	☐	☐
15	Approval to Issue HD Shares & Warrants to Zuri-Invest AG	☐	☐	☐
16	Approval to Issue TF Shares to Ninepoint Partners LP	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number **Email Address**

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