

LEGEND MINING LIMITED
ABN 22 060 966 145

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Friday, 1 May 2026

Time of Meeting

2.00 pm (WST)

Place of Meeting

The Quest Kings Park, 54 Kings Park Road, West Perth WA 6005

The Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting, by no later than 2.00pm (WST) on Wednesday, 29 April 2026.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.legendmining.com.au.

The Company has determined that all Resolutions will be decided on a poll.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

The 2025 Annual Report may be viewed on ASX and on the Company's website at www.legendmining.com.au

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LEGEND MINING LIMITED
ABN 22 060 966 145

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Legend Mining Limited (**Company**) will be held at the Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on 1 May 2026 at 2.00pm (WST) for the purpose of transacting the following business. The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting. The attached proxy form and Explanatory Memorandum form part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company, containing the Directors' report, the remuneration report and auditor's reports for the financial year ended 31 December 2025.

RESOLUTION 1 – ELECTION OF MR. TONY WALSH AS A DIRECTOR

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

“That, for the purpose of Listing Rule 14.5 and article 7.3(j) of the Constitution and for all other purposes, Mr. Tony Walsh, who retires as a Director following his appointment since the last announcement, and being eligible, having offered himself for election, is re-elected as a Director.”

RESOLUTION 2 – RE-ELECTION OF MS HILARY MACDONALD AS A DIRECTOR

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

“That, for the purpose of Listing Rule 14.5 and article 7.3(c) of the Constitution and for all other purposes, Ms. Hilary Macdonald, who retires by rotation as a Director, and being eligible, having offered herself for election, is re-elected as a Director.”

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition:

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (**the voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 4 – ADOPTION OF EMPLOYEE INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, Shareholders approve the Employee Incentive Plan and for the grant of Employee Incentives under the Employee Incentive Plan, on the terms and conditions in the Explanatory Memorandum.”

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Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the Employee Incentive Plan or any associates of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition: In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; or
- (b) a person appointed as a proxy, where that person is either a member of Key Management Personnel or a Closely Related Party of such member.

However, a person (**the voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

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

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

OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

EXPLANATORY MEMORANDUM

The accompanying Explanatory Memorandum forms part of this Notice of Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Memorandum.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary.

PROXIES

A Proxy Form is attached to the Notice of Meeting. 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 and encouraged to participate in the Meeting (see details below) or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions on the form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person (subject to the voting exclusions detailed in the Notice of Meeting).

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- 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.

Proxy forms for the meeting should be lodged before 2.00 pm (WST) on 29 April 2026:

- by email to meetings@automicgroup.com.au
- in person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- by post to Automic, GPO Box 5193, Sydney NSW 2001
- by facsimile +61 2 8583 3040
- by online lodgement <https://investor.automic.com.au/#/loginsah>

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company determines that members holding Shares at 5.00 pm (WST) on 29 April 2026 will be entitled to participate and vote at the Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

REVOCAION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it 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 authorised 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.

ATTENDANCE AT MEETING

The Company has determined that Shareholders may participate in the Meeting by attending in person.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.legendmining.com.au.

Shareholders can also submit any questions in advance of the Meeting by emailing the questions to info@legendmining.com.au by no later than 5.00 PM (WST) 29 April 2026.

In addition to taking questions at the Meeting, written questions to the Company's auditor about the content of the auditor's report; and the conduct of the audit, may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.


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VOTING OF PROXIES

The Proxy Form accompanying this Explanatory Memorandum 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.

Shareholders must mark the boxes directing its proxy 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).

By order of the Board



Tony Walsh, Company Secretary

Dated: 12 March 2026

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at the Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Friday, 1 May 2026 commencing at 2.00pm (WST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Memorandum are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- discuss the Annual Report which is available online from the Company's website www.legendmining.com.au;
- ask questions about, or comment on, the management of the Company; and
- ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about the content of the Auditor's Report and the conduct of the audit may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

RESOLUTION 1 – ELECTION OF TONY WALSH AS A DIRECTOR

1.1 General

Mr. Tony Walsh was first appointed as a Director, at the conclusion of the 2025 AGM on 2 May 2025. Pursuant to article 7.3(j) of the Constitution, Mr. Walsh must retire at the next AGM, and is eligible for re-election at that meeting.

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting (at least one director must stand for election or re-election). Pursuant to article 7.3(c) of the Constitution, one third of the Company's directors (excluding Directors required to retire under article 7.3(j)) must retire at each annual general meeting.

These requirements for a Director to retire do not apply to a Managing Director.

Article 7.3(j) of the Constitution states that a Director appointed since the last annual general meeting shall be eligible for election. Accordingly, Resolution 1 provides that Mr. Walsh will retire at this Meeting and, being eligible, offers himself for election.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

The Chair intends to exercise all available proxies in favour of Resolution 1.

1.2 Director's Biography

Tony Walsh (Company Secretary and Director) was appointed Company Secretary effective on 12 December 2016 and Director on 2 May 2025. Mr. Walsh has over 35 years' experience in dealing with listed companies, ASX, ASIC and corporate transactions including over 14 years with the ASX in Perth where he acted as ASX liaison with the JORC committee, four years as Chairman of an ASX listed mining explorer and as a director of a London AIM listed explorer. Tony is also currently Company Secretary of Great Western Exploration Limited. Mr. Walsh is a member of the Australian Institute of Company Directors, a Fellow of the Governance Institute of Australia, the Institute of Chartered Secretaries and the Institute of Chartered Accountants in Australia.

Following enquiry, the Board have determined that Mr. Walsh is not an independent director.

1.3 Directors' Recommendation

The Directors, except Mr. Walsh, recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF HILARY MACDONALD AS A DIRECTOR

2.1 General

Ms. Hilary Macdonald was first appointed as a Director, on 6 September 2022 and was last re-elected as a Director on 2 May 2025. Pursuant to article 7.3(c) of the Constitution, Ms. Macdonald must stand for re-election.

In accordance with Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting (at least one director must stand for election or re-election). Pursuant to article 7.3(c) of the Constitution, one third of the Company's directors (excluding Directors required to retire under article 7.3(j)) must retire at each annual general meeting.

These requirements for a Director to retire do not apply to a Managing Director.

Article 7.3(f) of the Constitution states that a retiring Director shall be eligible for re-election.

Accordingly, Resolution 2 provides that Ms. Macdonald will retire by rotation at this Meeting and, being eligible, offers herself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

The Chair intends to exercise all available proxies in favour of Resolution 2.

2.2 Director's Biography

Hilary Macdonald LLB (HONS), FGIA is a lawyer with 30 years' experience in private practice and industry in the UK and Australia, with particular focus on corporate and mining law. A law graduate of Bristol University, England, Ms. Macdonald qualified as a solicitor in London and was admitted to the Supreme Court of England and Wales in 1990, and to the Supreme Court of Western Australia in 1995. Ms. Macdonald was Legend Mining's external legal adviser from 2005-2016, prior to her current, continuing role as Northern Star Resources Ltd's Chief Legal Officer and Company Secretary. Ms. Macdonald has been instrumental in many project and company acquisitions, divestments and capital raisings. Hilary also brings extensive ASX listed company experience in leadership, safety culture, risk and governance, executive remuneration, people & culture, sustainability and stakeholder relationships. Ms. Macdonald has not held any other former public company directorships in the last three years.

Following enquiry, the Board have determined that Ms. Macdonald is an independent director.

2.3 Directors' Recommendation

The Directors, except Ms. Macdonald, recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

3.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Annual Report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Remuneration Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's website www.legendmining.com.au.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 3 is advisory only and does not bind the Directors. If Resolution 3 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. If the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board except the Managing Director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting (in respect of the financial year ending 31 December 2024). Accordingly, a Spill Resolution is not relevant for this Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting (in respect of the financial year ending 31 December 2026), this will result in another meeting being held within 90 days at which resolutions will be

put to Shareholders for the re-election of the Directors other than the Managing Director and any director appointed since the Remuneration Report was approved by the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 3, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 4 – ADOPTION OF EMPLOYEE INCENTIVE PLAN

4.1 General

Resolution 4 seeks Shareholder approval, under and for the purposes of Listing Rule 7.2 (Exception 13), to renew the approval of the employee incentive scheme titled "Employee Incentive Plan Rules" (**Employee Incentive Plan**) to enable the Performance Rights, Options, and Shares upon the exercise or conversion of those Performance Rights and Options to be issued under the Employee Incentive Plan to eligible employees (including Directors) (**Employee Incentives**) to be exempt from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 4 is passed.

A summary of the Employee Incentive Plan, to be adopted pursuant to Resolution 4, is set out in Schedule 1. In addition, a copy of the Employee Incentive Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Employee Incentive Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

The objective of the Plan is to attract, motivate and retain Eligible Participants and the Company considers that the adoption of the Employee Incentive Plan and the future issue of Employee Incentives will provide selected Eligible Participants with the opportunity to participate in the future growth of the Company. Resolution 4 also seeks to align the Employee Incentive Plan with recent changes made to the Corporations Act and the rules relating to employee incentive plans.

4.2 Listing Rule 7.1 and Listing Rule 7.2 (Exception 13)

Broadly speaking, Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Listing Rule 7.2 (Exception 13) sets out an exception to Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

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

If Resolution 4 is passed, the Company will be able to issue Employee Incentives under the Employee Incentive Plan to Eligible Participants over a period of 3 years (up to the maximum number of Employee Incentives stated in Section 4.3 below) without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

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

If Shareholder approval for Resolution 4 is not passed, the Company will be able to proceed with the issue of Employee Incentives under the Employee Incentive Plan to Eligible Participants, but any issues of Employee Incentives will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of Employee Incentives.

The Chair intends to exercise all available proxies in favour of Resolution 4

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4.3 Specific information required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2 (Exception 13), the following information is provided:

- (a) a summary of the material terms of the Employee Incentive Plan is detailed in Schedule 2 and forms part of this Notice;
- (b) no securities have been issued under the Employee Incentive Plan since it was last approved by Shareholders under Listing Rule 7.2 (Exception 13) in May 2023;
- (c) the maximum number of Employee Incentives permitted to be issued under the Plan following Shareholder approval is 291,447,719, being 10% of the issued capital on a fully diluted basis; and
- (d) a voting exclusion statement in respect of Resolution 4 has been included in the Notice.

4.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

5.1 General

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 period (**15% Placement Capacity**).

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to issue Equity Securities of up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**7.1A Mandate**). The 7.1A Mandate is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes. As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$30 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 24 February 2026).

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval.

Under the Company's Constitution, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting to be voted in favour of the resolution.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

The Chair intends to exercise all available proxies in favour of Resolution 5.

5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

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Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for a cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate on exploration on the Company's current assets, general working capital, and towards any possible acquisition of new assets or investments (including expenses associated with such acquisitions).

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 24 February 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)			\$0.005	\$0.01	\$0.015
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current Variable A	2,914,477,185 Shares	291,447,719 Shares	\$1,457,239	\$2,914,477	\$4,371,716
50% increase in current Variable A	4,371,715,778 Shares	437,171,578 Shares	\$2,914,477	\$4,371,716	\$6,557,574
100% increase in current Variable A	5,828,954,370 Shares	582,895,437 Shares	\$2,914,477	\$5,828,954	\$8,743,432

Notes:

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,914,477,185 Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 24 February 2026 (being \$0.01).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The issue of Equity Securities under the 7.1A Mandate consists only of Shares.
5. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 7.1A Mandate, the existing Shareholders' voting power in the Company will be diluted as shown in the above table. Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its 2025 annual general meeting held on 2 May 2025. In the 12 months preceding the date of the Meeting, the Company has not issued any Equity Securities under Listing Rule 7.1A.2.

(g) **Voting Exclusion Statement**

A voting exclusion statement is not included in this Notice for Resolution 5.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities.

5.3 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

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GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

7.1A Mandate	has the meaning given in Section 5.1 of this Notice of Meeting.
15% Placement Capacity	has the meaning given in Section 5.1 of this Notice of Meeting.
Annual Report	means the Directors' report, the annual financial report and auditor's report in respect of the financial year ended 31 December 2025.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Auditor's Report	means the auditor's report in the Financial Report.
Board	means the board of Directors of the Company.
Chair	means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice of Meeting.
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none">• a spouse or child of the member;• a child of the member's spouse;• a dependent of the member or the member's spouse;• anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;• a company the member Controls; or• a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	means Legend Mining Limited ABN 22 060 966 145.
Constitution	means the Company's constitution, as amended from time to time.
Control	has the meaning given to that term in the Corporations Act.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Employee Incentive	has the meaning given in Section 4.1 of this Notice of Meeting.
Employee Incentive Plan	has the meaning given in Section 4.1 of this Notice of Meeting.
Explanatory Memorandum	means this explanatory memorandum, which accompanies and forms part of this Notice of Meeting.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Listing Rules	means the listing rules of ASX.
Meeting	means the annual general meeting of the Company convened by the Notice of Meeting.
Notice or Notice of Meeting	means the notice of annual general meeting accompanying this Explanatory Memorandum.
Proxy Form	means the proxy form enclosed with this Notice of Meeting.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution contained in this Notice of Meeting.
Section	means a section of this Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Spill Resolution	has the meaning given in Section 3.1 of this Notice of Meeting.
Strike	has the meaning given in Section 3.1 of this Notice of Meeting.
WST	means Australian Western Standard Time.

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SCHEDULE 1: SUMMARY OF TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE PLAN

The Company has adopted an Employee Incentive Plan (**Plan**) on the terms and conditions as set out below:

- (a) **Eligible Participant:** Means a person that:
- (i) is an 'ESS participant' (as that term is defined in section 1100L(2) of the Corporations Act) of the Company or member of the Group; or
 - (ii) any other person who is declared by the Board to be eligible to receive grants of Employee Incentives under the Plan.
- (b) **Invitation:** Following determination that an Eligible Participant may participate in the Plan, the Board may make an invitation to the Eligible Participant to apply for Employee Incentives on such terms and conditions as the Board decides from time to time (**Invitation**).
- (c) **Limits on Entitlement:**
- (i) An Invitation for Monetary Consideration may only be made under the Plan if the Company has reasonable grounds to believe that:
 - (A) the total number of Shares that may be issued or acquired on exercise of the Options or conversion of Performance Rights under an Invitation; and
 - (B) the total number of Shares issued or may be issued (if each outstanding Option and Performance Right were exercised or converted (as applicable) pursuant to the Plan or any other Group employee incentive scheme during the previous 3 years,when aggregated, does not exceed 5% (of such other maximum permitted under any applicable law) of the total number of Shares on issue at the time of the proposed issue.
 - (ii) When making an Invitation for No Monetary Consideration, the maximum number of Shares that may be issued, or acquired upon exercise or conversion of the Employee Incentives offered is 275,924,269, being 10% of the issued capital on a fully diluted basis.
 - (iii) For the avoidance of doubt, where an Employee Incentive lapses without being exercised, the Employee Incentive concerned shall be excluded from any calculation under this clause.
- (d) **Cashless Exercise:** Subject to cashless exercise being permitted by the Board, a Participant may elect to pay the exercise price for each Option by setting off the total exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the exercise price has been set off.
- (e) **Good Leaver:**
- (i) Unless an Invitation provides otherwise, the Board shall, within 20 business days of a Participant becoming a Good Leaver, issue a written notice to a Participant notifying the Participant (**Retention Notice**) that the following unvested Employee Incentives held by the Participant shall not be forfeited, to the extent determined by the Board in its absolute discretion.
 - (ii) All unvested Employee Incentives held by a Participant that is a Good Leaver other than those the subject of the Retention Notice will be forfeited immediately on the date of the Retention Notice.
 - (iii) Subject to the Corporations Act, the Listing Rules (where applicable) and any other applicable laws, the Board may determine in its discretion that some or all of the Employee Incentives retained by a Good Leaver are deemed to have vested.
- A **Good Leaver** is a Participant who ceases to be an Eligible Participant in any of the following circumstances:
- (i) the Participant and Board have agreed in writing that the Participant has entered into bona fide retirement;
 - (ii) the Board has determined that the Participant is no longer able to perform their duties under their engagement arrangement due to poor health, injury or disability;
 - (iii) the Participant's death; or
 - (iv) any other circumstance determined by the Board in writing.
- (f) **Bad Leaver:** Unless otherwise stated in the Invitation, determined that a Participant is a Good Leaver or as otherwise determined by the Board in its discretion, every Participant who ceases to be an Eligible Participant is deemed to be a Bad Leaver and all unvested Employee Incentives held by a Bad Leaver will lapse on the date the Participant ceases to be an Eligible Participant. In addition, the Board may determine to exercise the right to buy-back any Employee Incentives in accordance with the Plan.

A **Bad Leaver** is a Participant who ceases to be an Eligible Participant and does not meet the Good Leaver criteria, or establishes, or becomes employed by, an entity or business that is in direct competition with the Company or group member in which the Participant was formerly employed, or meets the Good Leaver criteria but the Board has determined in writing that they be treated as a Bad Leaver.

- (g) **Fraudulent or Dishonest Conduct:** Where the Board determines that a Participant has:
- (i) acted fraudulently or dishonestly;
 - (ii) wilfully breached his or her duties to the Group;
 - (iii) has, by any act or omission, in the opinion of the Board brought the Group, its business or reputation into disrepute or is contrary to the interest of the Group;
 - (iv) commits any material breach of the provisions of any employment contract entered into by the Participant with any member of the Group;
 - (v) commits any material breach of any of the policies of the Group or procedures or any laws, rules or regulations applicable to the Group; or
 - (vi) has committed serious or gross misconduct, wilful disobedience or any other conduct justifying termination of employment without notice,
- the Board may in its discretion determine that some or all of the vested (but not yet exercised) and/or unvested Employee Incentives held by that Participant will be forfeited on a date determined by the Board.
- (h) **Buy-back:** Employee Incentives issued pursuant to the Plan will be subject to the Company's right to buy-back and may at any time be immediately bought-back by the Company if, amongst other things, the Participant is a Bad Leaver, has acted fraudulently or dishonestly, becomes insolvent or fails to satisfy vesting conditions by the relevant date. Unless otherwise determined by the Board, the total price on which all Employee Incentives may be bought-back by the Company is an aggregate of \$1.00 for all the relevant Employee Incentives.
- (i) **Change of Control:** Unless otherwise stated in the Invitation, if a Change of Control Event occurs, or the Board determines such event is likely to occur:
- (i) all unvested Employee Incentives will automatically vest and a Participant may exercise any or all of their Employee Incentives, regardless of whether the vesting condition and/or performance condition have been satisfied, provided that no Employee Incentives are capable of exercise later than the Expiry Date; and
 - (ii) if the Board has procured an offer for all holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event and the Board has specified (in its absolute discretion) a period during which the holders of Options may elect to accept the offer and, if the Participant has not so elected at the end of that offer period, the Options, if not exercised within 10 days of the end of that offer period, shall expire.
- A **Change in Control Event** is defined to include:
- (i) a change in Control of the Company;
 - (ii) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - (iii) a Takeover Bid:
 - (A) is announced;
 - (B) has become unconditional; and
 - (C) the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;
 - (iv) any person acquires a Relevant Interest in fifty and one-tenth percent (50.1%) or more of the issued Shares by any other means; or
 - (v) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.
- (j) **Holding Lock:** The Board may at any time request that the Company's share registry to impose a holding lock on any Employee Incentives issued pursuant to the Plan where the Board determines or reasonably believes (in its absolute discretion) that a Participant has or may breach the Plan.
- (k) **Contravention of Plan:** The Board may at any time, in its sole and absolute discretion, take any action it deems reasonably necessary in relation to any Employee Incentives if it determines or reasonably believes a Participant has breached the Plan or the terms of issue of any Employee Incentives, including but not limited to, signing transfer forms in relation to Employee Incentives, placing a holding lock on Employee Incentives, signing any and all documents and doing all acts necessary to effect a buy-back, accounting for the proceeds of the sale of forfeited Employee Incentives, refusing to transfer any Employee Incentives and/or refusing to issue any Shares.

Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 29 April 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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