



---

## ENERGY TRANSITION MINERALS LTD

ACN 118 463 004

---

### NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Wednesday, 22 April 2026 at 3.00 pm (AWST).**

*Shareholders may vote by directed proxy rather than attend the Meeting in person. Proxy Forms for the Meeting should be lodged before 3.00 pm (AWST) on Monday, 20 April 2026.*

*If the above arrangements with respect to the Meeting change, Shareholders will be updated via the Company's ASX Market Announcements Platform and website at <https://etransmin.com/>.*

*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 accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9382 2322.***

For personal use only

---

# ENERGY TRANSITION MINERALS LTD

ACN 118 463 004

---

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Energy Transition Minerals Ltd (**Company**) will be held at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005, on Wednesday, 22 April 2026 at 3.00 pm (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

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 as Shareholders at 5:00pm (AWST) on Monday, 20 April 2026.

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

## AGENDA

---

### 1 Financial Statements and Reports

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2025, which includes the declaration of the Directors, the Director's Report, the Financial Report and the Auditor's Report.

**Note:** There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

---

### 2 Resolution 1 – Adoption of the Remuneration Report

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

*“That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 December 2025 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. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

#### Voting Prohibition

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.

---

### **3 Resolution 2 – Re-election of Mr Mark Saxon as a Director**

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

*“That, pursuant to and in accordance with Listing Rule 14.4, clause 15.2 of the Constitution and for all other purposes, Mr Mark Saxon, a Director, retires, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”*

---

### **4 Resolution 3 – Election of Ms Amy Jiang as a Director**

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

*“That, pursuant to and in accordance with Listing Rule 14.4, clauses 15.2 and 15.4 of the Constitution and for all other purposes, Ms Amy Jiang, a Director, retires, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”*

---

### **5 Resolution 4 – Election of Ms Gan Lu as a Director**

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

*“That, pursuant to and in accordance with Listing Rule 14.4, clauses 15.2 and 15.4 of the Constitution and for all other purposes, Ms Gan Lu, a Director, retires, and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”*

---

### **6 Resolution 5 – Ratification of issue of Shares to OCJ Investment (Australia) Pty Ltd – Listing Rule 7.1**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 82,954,372 Shares, issued under Listing Rule 7.1, to OCJ Investment (Australia) Pty Ltd (OCJ) (and/or its nominee(s)) on the terms and conditions in the Explanatory Memorandum.'*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of OCJ investment (Australia) Pty Ltd (and/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 this 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 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 Shareholder to vote in that way.

## **7 Resolution 6 – Ratification of issue of Shares to OCJ Investment (Australia) Pty Ltd Shares – Listing Rule 7.1A**

---

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 155,140,867 Shares, issued under Listing Rule 7.1A, to OCJ Investment (Australia) Pty Ltd (OCJ) (and/or its nominee(s)) on the terms and conditions in the Explanatory Memorandum.'*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of OCJ investment (Australia) Pty Ltd (and/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 this 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 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 Shareholder to vote in that way.

---

## 8 Resolution 7 – Ratification of issue of Performance Rights – Ms Amy Jiang

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 2,666,668 Performance Rights, issued under Listing Rule 7.1, to Ms Amy Jiang (and/or her nominee(s)) on the terms and conditions in the Explanatory Memorandum.'*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Ms Amy Jiang (and/or her nominee(s)) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this 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 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 Shareholder 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 by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

---

## 9 Resolution 8 – Ratification of issue of Performance Rights- Ms Gan Lu

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 2,666,668 Performance Rights, issued under Listing Rule 7.1, to Ms Gan Lu (and/or her nominee(s)) on the terms and conditions in the Explanatory Memorandum.'*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Ms Gan Lu (and/or her nominee(s)) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of this 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 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 Shareholder 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 by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (d) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (e) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

---

## 10 Resolution 9 – Approval of 10% Placement Facility

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

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue, who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person (or those persons).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Note:** *As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 9 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Facility. Accordingly, no Shareholders are excluded from voting on Resolution 9.*

Dated: 16 March 2026

**By order of the Board**



Ryan Sebbes

Company Secretary

# ENERGY TRANSITION MINERALS LTD

ACN 118 463 004

## EXPLANATORY MEMORANDUM

---

### 1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Financial Statements and Reports
Section 4	Resolution 1 – Adoption of the Remuneration Report
Section 5	Resolution 2 – Re-election of Mr Mark Saxon as a Director
Section 6	Resolution 3 – Election of Ms Amy Jiang as a Director
Section 7	Resolution 4 – Election of Ms Gan Lu as a Director
Section 8	Resolutions 5 and 6 – Ratification of issue of Shares to OCJ Investment (Australia) Pty Ltd
Section 9	Resolution 7 – Ratification of issue of Performance Rights to Amy Jiang
Section 10	Resolution 8 – Ratification of issue of Performance Rights to Gan Lu
Section 11	Resolution 9 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Performance Rights

A Proxy Form is located at the end of this Explanatory Memorandum.

---

### 2 Action to be taken by Shareholders

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

The Company advises that a poll will be conducted for all Resolutions.

#### 2.1 Proxies

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 and

encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the 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).

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 3.00 pm (AWST) on Monday, 20 April 2026, being at least 48 hours before the Meeting.

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

## 2.2 Attendance at Meeting

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at <https://etransmin.com/>.

---

# 3 Financial Statements and Report

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company for the financial year ended 31 December 2025 together with the declaration of the Directors, the Directors' Report, the Financial Report and the Auditor's Report.

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

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

- (a) discuss the Annual Report, which is available online at [https://investorhub.etransmin.com/announcements](https://investorhub.etransmin.com/announcements;);
- (b) ask questions about, or make comments on, the management of the Company;
- (c) ask questions about, or make comments on, the Remuneration Report; and
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;

- (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (iv) the independence of the auditor in relation to the conduct of the audit.

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:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 3.00pm (AWST) on Wednesday, 15 April 2026) to the Company Secretary at the Company's registered office or by email to [info@etransmin.com](mailto:info@etransmin.com)

Please note that if you have elected to continue to receive a hard copy of the Annual Report, it will be mailed to you no later than 28 days before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Annual Report and now (or at some time in the future) wish to receive a hard copy of the Annual Report, please contact the Company, who will arrange to mail you a hard copy.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://etransmin.com/>.

---

## 4 Resolution 1 – Adoption of the Remuneration Report

### 4.1 Background

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report.

The Board is committed to an appropriately structured remuneration framework, underpinned by guiding remuneration principles, focused on driving a performance culture over the short, medium and long term to deliver satisfactory returns to Shareholders.

The Remuneration Report:

- (a) sets out the components of executive and non-executive Director's remuneration, including any associated performance conditions (if any);
- (b) defines the Company's remuneration objectives and structure for fixed and variable short and long term remuneration frameworks; and
- (c) confirms the remuneration of the Directors and other members of Key Management Personnel for the year ended 31 December 2025.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Resolution 1 is a non-binding ordinary resolution.

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

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by 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 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel.

The Chair must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

#### 4.2 **Voting consequences**

The Corporations Act provides that a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 4.3 **Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this Meeting.

#### 4.4 **Board recommendation**

The Board abstains, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

## **5 Resolution 2 – Re-election of Mr Mark Saxon as a Director**

---

### 5.1 **General**

Clause 15.2 of the Constitution provides that, except a Managing Director, no Director shall hold office past the third annual general meeting following their appointment or three years, whichever is longer, without submitting themselves for re-election.

Clause 15.2 of the Constitution further provides that, where the Listing Rules apply to the Company, there must be an election of Directors at each general meeting of the Company.

Mr Mark Saxon was appointed as a Director on 24 August 2022 and sought re-election as a Director at the Company's annual general meeting held on 30 May 2023.

Accordingly, pursuant to Resolution 2, Mr Saxon resigns as a Director at this Meeting and, being eligible and offering himself up for re-election, seeks approval to be re-elected as a Director.

Resolution 2 provides that, pursuant to and in accordance with Listing Rule 14.4 and clause 15.2 of the Constitution (and for all other purposes), Mr Saxon, retires and being eligible, is re-elected as a Director.

If Resolution 2 is passed, Mr Saxon will be re-elected and will continue to act as a Director, subject to retirement or certain other events, for the next three years.

If Resolution 2 is not passed, Mr Saxon will not be re-elected and will cease to act as a Director.

Resolution 2 is an ordinary resolution.

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

## 5.2 **Qualifications and other material directorships - Mr Saxon**

Mr Saxon has over 30 years of industry experience with a strong geological and technical background. Mr Saxon is an Honours BSc graduate in Geology from the University of Melbourne and received a Graduate Diploma of Applied Finance and Investment through the Financial Services Institute of Australasia. Mr Saxon is a Fellow of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists.

Mr Saxon is presently executive director of Canadian-listed Gabo Mining Ltd (formerly Medallion Resources Ltd), focused on the development of REE processing technologies; Mr Saxon is the CEO of T2 Metals Corp (formerly Aguila Copper Corp) a Canadian public company dedicated to copper exploration in North America. Mr Saxon is part time Executive Director of ACDC Metals Ltd (an ASX listed company), a Director of Military Metals Corp (CSE:MILI), and Non-Executive Director of NorTech Strategic Minerals Ltd (an unlisted company).

## 5.3 **Board recommendation**

The Board (excluding Mr Saxon) recommends that Shareholders vote in favour of Resolution 2.

# **6 Resolution 3 – Election of Ms Amy Jiang as a Director**

---

## 6.1 **General**

Clause 15.2 of the Constitution provides that, where the Listing Rules apply to the Company, there must be an election of Directors at each general meeting of the Company. This can be satisfied by, amongst other matters, any Director who was appointed under clause 15.4 of the Constitution standing for election as a Director.

Clause 15.4(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 15.4(a) of the Constitution and Listing Rule 14.4 also provide that any Director appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment. A Director who retires in accordance with clause 15.4(a) holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Ms Amy Jiang was appointed as a Director on 12 August 2025.

Accordingly, pursuant to Resolution 3, Ms Jiang resigns as a Director at this Meeting and, being eligible and offering herself up for election, seeks approval to be elected as a Director.

Resolution 3 provides that, pursuant to and in accordance with Listing Rule 14.4 and clauses 15.2 and 15.4 of the Constitution (and for all other purposes), Ms Jiang, retires and being eligible, is re-elected as a Director.

If Resolution 3 is passed, Ms Jiang will be re-elected and will continue to act as a Director, subject to retirement or certain other events, for the next three years.

If Resolution 3 is not passed, Ms Jiang will not be re-elected and will cease to act as a Director.

Resolution 3 is an ordinary resolution.

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

## 6.2 **Qualifications and other material directorships - Ms Jiang**

Ms Jiang has more than 18 years' experience in the mining and resources sector. Ms Jiang is currently the Chief Operating Officer and Company Secretary of OCJ Investment (Australia) Pty Ltd.

Ms Jiang served as a Non-Executive Director of Red Hawk Mining Ltd (ASX: RHK) from March 2021 to February 2025. During Ms Jiang's time on the RHK Board, the company focused on the development of its iron ore project in the Pilbara, Western Australia, before being acquired for \$254 million by a subsidiary of Fortescue Ltd (ASX: FMG) in early 2025. Ms Jiang was also a member of the Audit & Risk Committee and the Nominations & Remuneration Committee.

Ms Jiang is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia. She holds a Bachelor of Arts and a Juris Doctor, both from The University of Sydney.

## 6.3 **Board recommendation**

The Board (excluding Ms Jiang) recommends that Shareholders vote in favour of Resolution 3.

# 7 **Resolution 4 – Election of Ms Gan Lu as a Director**

---

## 7.1 **General**

Clause 15.2 of the Constitution provides that, where the Listing Rules apply to the Company, there must be an election of Directors at each general meeting of the Company. This can be satisfied by, amongst other matters, any Director who was appointed under clause 15.4 of the Constitution standing for election as a Director.

Clause 15.4(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 15.4(a) of the Constitution and Listing Rule 14.4 also provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment. A Director who retires in accordance with clause 15.4(a) holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Ms Gan Lu was appointed as a Director on 11 August 2025 as a nominee representative director of Le Shen Shenghe Rare Earth Company Limited (**Shenghe**) under a 2016 Subscription Deed. The 2016 Subscription Deed granted Shenghe the right to appoint a representative to the Board subject to Shenghe maintaining a minimum interest of 6.5% of the issued Shares in the Company.

As at the date of this Notice, Shenghe holds 5.95% Voting Power in the Company.

Pursuant to Resolution 4, Ms Gan Lu resigns as a Director at this Meeting and, being eligible and offering herself up for election, seeks approval to be elected as a Director.

Resolution 4 provides that, pursuant to and in accordance with Listing Rule 14.4 and clauses 15.2 and 15.4 of the Constitution (and for all other purposes), Ms Gan Lu, retires and being eligible, is re-elected as a Director.

If Resolution 4 is passed, Ms Gan Lu will be re-elected and will continue to act as a Director, subject to retirement or certain other events, for the next three years.

If Resolution 4 is not passed, Ms Gan Lu will not be re-elected and will cease to act as a Director.

Resolution 4 is an ordinary resolution.

The Chair intends to direct all available undirected proxies against Resolution 4 for the reasons detailed in Section 7.3.

## 7.2 **Qualifications and other material directorships - Ms Gan Lu**

Ms. Gan Lu holds a Master of Laws degree awarded by Vanderbilt University, Nashville, TN, USA. She once worked at several reputable law firms in China, engaging in corporate and securities legal services. Ms Gan Lu joined Shenghe Resources Holding Co., Ltd. as Legal Manager in 2021, and has served as the Investment Director of Shenghe Resources since May 2025, being in charge of the company's strategic planning and investment management.

## 7.3 **Board recommendation**

The Board (excluding Ms Gan Lu) recommends that Shareholders vote against Resolution 4 given that Shenghe's Voting Power has fallen below the minimum threshold required under 2016 Subscription Deed to continue to be entitled to a nominee director on the Board. Refer to Section 7.1 for further information.

# 8 **Resolutions 5 and 6 – Ratification of issue of Shares to OCJ Investment (Australia) Pty Ltd**

---

## 8.1 **Background**

On 7 August 2025, the Company announced:

- (a) that it had been confirmed as the successful bidder for the Penouta tin-tantalum niobium mine and processing plant in Spain (**Penouta Mine**);
- (b) it has entered into a subscription agreement with OCJ Investment (Australia) Pty Ltd (**OCJ**) pursuant to which the Company agreed to issue OCJ up to 238,095,239 Shares (**OCJ Shares**) at an issue price of \$0.042 per Share to raise approximately \$10 million (before costs) (**Subscription Agreement**); and
- (c) the share purchase plan inviting existing shareholders in Australia or New Zealand to subscribe for Shares at an issue price of \$0.042 per Share to raise \$3 million (before costs), subject to the Company accepting over-subscriptions (**SPP**).

Funds raised from the issue of the OCJ Shares and the SPP were intended to be used to support the Company's acquisition and development of the Penouta Mine and to strengthen the Company's balance sheet as it advances its broader development portfolio. Refer to the Company's ASX announcement titled "ETM Secures Penouta in Spain, Europe's Only Tin-Tantalum-Niobium Mine and Raises \$10m via Strategic Placement" dated 7 August 2025 for further information regarding the Penouta Mine, the issue of OCJ and the SPP.

The material terms of the Subscription Agreement are as follows:

- (d) OCJ to subscribe for 238,095,239 Shares at an issue price of \$0.042 per Share to raise approximately \$10 million (before costs). The issue price represented a 15% discount to the 20-day volume weighted average price of Shares on the ASX up to the last trading day prior to 29 July 2025 (being, the last trading day prior to the announcement of the Subscription Agreement). The OCJ Shares were issued on 12 August 2025 as follows:

- (i) 82,954,372 OCJ Shares using the Company's 15% Placement Capacity under Listing Rule 7.1; and
- (ii) 155,140,867 OCJ Shares using the Company's 10% Placement Capacity under Listing Rule 7.1A,

and rank equally with the Company's existing Shares on issue;

- (e) from completion under the Subscription Agreement, OCJ will have the right, but not the obligation, to nominate and have one person appointed as a non-executive director of the Company, unless and until it allows or causes its voting power in the Company to fall below 6.5% for a continuous period of two months, with such director to be issued 2,666,668 performance rights on appointment on substantially the same terms as the performance rights issued to the existing directors of the Company on 25 March 2025, albeit not under the Company's employee incentive plan;
- (f) from completion under the Subscription Agreement, if the Company proposes to undertake an issue of shares for cash consideration that is not a pro-rata offer of shares, the Company must consult with OCJ and must use its reasonable endeavours to permit OCJ to participate in such equity offer, unless and until OCJ allows or causes its voting power in the Company to fall below 6.5% for a continuous period of two months; and
- (g) the Subscription Agreement is otherwise on customary terms and conditions.

Resolution 5 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) for the prior issue of the OCJ Shares that were issued using Placement Capacity under Listing Rule 7.1. Resolution 6 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) for the prior issue of the OCJ Shares that were issued using Placement Capacity under Listing Rule 7.1A. The issue of the OCJ Shares was made with the relevant available placement capacities and did not breach Listing Rules 7.1 and 7.1A at the time the issue was made .

Resolutions 5 and 6 are ordinary resolutions.

The Chair intends to exercise all available undirected proxies in favour of Resolutions 5 and 6.

## 8.2 Listing Rule 7.1

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 (**Placement Capacity**).

## 8.3 Listing Rule 7.1A

In addition to its 15% Placement Capacity, Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after its annual general meeting (being the **10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity and obtained shareholder approval for its 10% Placement Facility at its 2025 annual general meeting held on 29 May 2025. (The Company is seeking shareholder approval to have the 10% Placement Facility for the 12 month period following this AGM under Resolution 9.)

## 8.4 Listing Rule 7.4

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those Equity Securities will be

deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

#### 8.5 **Effect of Resolutions 5 and 6**

The issue of the OCJ Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's Placement Capacity and 10% Placement Facility, thereby 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 issue of the OCJ Shares.

If Resolution 5 is passed, the OCJ Shares issued under Listing Rule 7.1 (82,954,372 Shares) will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 and if Resolution 6 is passed the OCJ Shares issued using Listing Rule 7.1A (155,140,867 Shares) will be excluded from calculating the Company's 10% Placement Facility in Listing Rule 7.1A, respectively, effectively increasing the number of Equity Securities it can issue without Shareholder approval under the respective placement capacities over the 12-month period following the issue of the OCJ Shares. (The Company's having a 10% Placement Facility for the 12 month period following this AGM is conditional upon Resolution 9 being passed.)

If Resolution 5 is not passed, the OCJ Shares issued under Listing Rule 7.1 will continue to be included in calculating the Company's use of the 15% Placement Capacity in Listing Rule 7.1 (82,954,372 Shares), and if Resolution 6 is not passed, the OCJ Shares issued under Listing Rule 7.1A will continue to be included in calculating the use of the 10% Placement Facility in Listing Rule 7.1A (155,140,867 Shares), respectively, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the OCJ Shares.

#### 8.6 **Specific information required by Listing Rule 7.5**

The following information is provided in accordance with Listing Rule 7.5:

- (a) the Company has issued the OCJ Shares to OCJ (and/or its nominee(s));
- (b) the OCJ Shares comprise the issue of an aggregate of 238,095,239 Shares to OCJ as follows:
  - (i) 82,954,372 Shares issued pursuant to Listing Rule 7.1; and
  - (ii) 155,140,867 Shares issued pursuant to Listing Rule 7.1A;
- (c) the OCJ Shares are fully paid ordinary shares in the Company, and rank equally in all respects with the Company's existing Shares;
- (d) the OCJ Shares were issued to OCJ on 12 August 2025;
- (e) the OCJ Shares were issued at an issue price of \$0.042 per Share, raising a total of approximately \$10 million (before costs);
- (f) the funds raised from the issue of the OCJ Shares are intended to be used to support the Company's acquisition and future development of the Penouta Mine, as well as strengthen the Company's balance sheet as it advances its broader development portfolio. Refer to the Company ASX announcement titled "ETM Secures Penouta in Spain, Europe's Only Tin-Tantalum-Niobium Mine and Raises \$10m via Strategic Placement" dated 7 August 2025 for further information;
- (g) the OCJ Shares were issued pursuant to the Subscription Agreement. A summary of the material terms of the Subscription Agreement is detailed in Section 8.1; and
- (h) a voting exclusion statement is included in the Notice for Resolutions 5 and 6.

## 8.7 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 5 and 6.

# 9 Resolution 7 – Ratification of issue of Performance Rights to Ms Amy Jiang

---

## 9.1 Background

As detailed in Section 8.1, pursuant to the Subscription Agreement, OCJ is entitled to appoint a nominee to the Board. On 12 August 2025, the Company announced that it has appointed Ms Amy Jiang as a Non-Executive Director of the Company as nominee of OCJ.

Pursuant to the Subscription Agreement, the letter of appointment between the Company and Ms Jiang (**Jiang Agreement**), and an offer letter, the Company issued Ms Jiang 2,666,668 Performance Rights on substantially the same terms as the performance rights issued to the existing directors of the Company on 25 March 2025, albeit not under the Company's employee incentive plan (**Jiang Performance Rights**). The full terms and conditions of the Jiang Performance Rights are detailed in Schedule 2.

Under the Jiang Agreement, Ms Jiang agreed to be appointed as a non-executive director. Non-executive director fees of \$60,000 p.a are payable and the Company agreed to offer the Jiang Performance Rights. The Jiang Agreement acknowledges that Ms Jiang is appointed as nominee of OCJ pursuant to the Subscription Agreement. The Jiang Agreement is otherwise on usual terms for an appointment of a non-executive director.

The Company issued the Jiang Performance Rights on 15 August 2025 under its 15% Placement Capacity under Listing Rule 7.1 and in reliance on Listing Rule 10.12, Exception 12. The issue was made within available placement capacity and did not breach Listing Rule 7.1 at the time that it was made.

Resolution 7 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) for the prior issue of the Jiang Performance Rights.

Resolution 7 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 7.

## 9.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is detailed in Sections 8.2 and 8.4.

## 9.3 Effect of Resolution 7

The issue of the Jiang Performance Rights does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Jiang Performance Rights.

If Resolution 7 is passed, the Jiang Performance Rights will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Jiang Performance Rights.

If Resolution 7 is not passed, the Jiang Performance Rights will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Jiang Performance Rights.

#### 9.4 Specific information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

- (a) the Company has issued the Jiang Performance Rights to Ms Amy Jiang (and/or her nominee(s));
- (b) 2,666,668 Performance Rights were issued to Ms Jiang;
- (c) a summary of the material terms of the Jiang Performance Rights is detailed in Schedule 2;
- (d) the Jiang Performance Rights were issued to Ms Jiang (and/or her nominee(s)) on 15 August 2025;
- (e) the Jiang Performance Rights were issued at a nil exercise price as a long-term equity based incentive component of Ms Jiang's remuneration package;
- (f) the purpose of the issue was to incentivise Ms Jiang's performance as a Non-Executive Director of the Company and to satisfy the Company's obligations under the Subscription Agreement and the Jiang Agreement;
- (g) the Jiang Performance Rights were issued pursuant to the Subscription Agreement, the Jiang Agreement and an offer letter in respect of the Performance Rights. A summary of the material terms of the Subscription Agreement is detailed in Section 8.1. A summary of the Jiang Agreement is set out in Section 9.1 ; and
- (h) a voting exclusion statement is included in the Notice for Resolution 7.

#### 9.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

## 10 Resolution 8 – Ratification of issue of Performance Rights to Ms Gan Lu

---

### 10.1 Background

On 11 August 2025, the Company announced that Mr Mr Xiaolei Guo tendered his resignation as a Director of the Company. Mr Guo was the nominee of Le Shan Shenghe Rare Earth Co. Ltd (**Le Shan**), a subsidiary of Shenghe Resources Holding Co. Ltd (**Shenghe**).

Pursuant to a subscription deed dated 20 September 2016 between the Company, Le Shan and Shenghe, Le Shan has the right to have a nominee representative appointed to the Board as a non-executive director while its shareholding in the Company remains at or above a minimum level of 6.5%. Le Shan has the right to request the appointment of a new person as nominee representative director upon Mr Guo's resignation. Accordingly, the Company appointed Ms Gan Lu as a Non-Executive Director, as Shenghe's new nominee, effective from 11 August 2025.

Pursuant to the letter of appointment between the Company and Ms Gan Lu (**Gan Lu Agreement**) and an offer letter, the Company issued Ms Gan Lu 2,666,668 Performance Rights on substantially the same terms as the performance rights issued to the existing directors of the Company on 25 March 2025, albeit not under the Company's employee incentive plan (**Gan**

**Lu Performance Rights**). The full terms and conditions of the Gan Lu Performance Rights are detailed in Schedule 2.

Under the Gan Lu Agreement, Ms Gan Lu agreed to be appointed as a non-executive director. Non-executive director fees of \$60,000 p.a are payable and the Company agreed to offer the Gan Lu Performance Rights. The Gan Lu Agreement acknowledges that Ms Gan Lu is appointed as nominee of Shenghe. The Gan Lu Agreement is otherwise on usual terms for an appointment of a non-executive director.

The Company issued the Gan Lu Performance Rights on 15 August 2025 under its 15% Placement Capacity under Listing Rule 7.1 and in reliance on Listing Rule 10.12, Exception 12. The issue was made within available placement capacity and did not breach Listing Rule 7.1 at the time that it was made.

Resolution 8 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) for the prior issue of the Gan Lu Performance Rights.

Resolution 8 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 8.

#### 10.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is detailed in Sections 8.2 and 8.4.

#### 10.3 **Effect of Resolution 8**

The issue of the Gan Lu Performance Rights does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Gan Lu Performance Rights.

If Resolution 8 is passed, the Gan Lu Performance Rights will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Gan Lu Performance Rights.

If Resolution 8 is not passed, the Gan Lu Performance Rights will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Gan Lu Performance Rights.

#### 10.4 **Specific information required by Listing Rule 7.5**

The following information is provided in accordance with Listing Rule 7.5:

- (a) the Company has issued the Gan Lu Performance Rights to Ms Gan Lu (and/or her nominee(s));
- (b) 2,666,668 Performance Rights were issued to Ms Gan Lu;
- (c) a summary of the material terms of the Gan Lu Performance Rights is detailed in Schedule 2;
- (d) the Gan Lu Performance Rights were issued to Ms Gan Lu (and/or her nominee(s)) on 15 August 2025;
- (e) the Gan Lu Performance Rights were issued at a nil exercise price as a long-term equity based incentive component of Ms Gan Lu's remuneration package;

- (f) the purpose of the issue was to incentivise Ms Gan Lu's performance as a Non-Executive Director of the Company and to satisfy the Company's obligations under the Gan Lu Agreement;
- (g) the Gan Lu Performance Rights were issued pursuant to the Gan Lu Agreement. A summary of the material terms of the Gan Lu Agreement is set out in Section 10.1; and
- (h) a voting exclusion statement is included in the Notice for Resolution 8.

#### 10.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

## 11 Resolution 9 – Approval of 10% Placement Facility

---

### 11.1 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**).

Listing Rule 7.1A enables an Eligible Entity (term defined below) to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility 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. As at the date of this Notice, the Company is an "Eligible Entity" for these purposes as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$219.8 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 5 March 2026).

Pursuant to Resolution 9, the Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c)).

If Resolution 9 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12-month period after the annual general meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% Placement Capacity under Listing Rule 7.1.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available undirected proxies in favour of Resolution 9.

### 11.2 Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares and listed Options expiring 4 August 2026.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

**A** is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - (I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- (C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - (I) the agreement was entered into before the commencement of the relevant period; or
  - (II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4
- (D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (E) plus the number of partly paid ordinary shares that became fully paid in the relevant period; and
- (F) less the number of Shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 2,198,100,556 Shares and therefore has a capacity to issue:

- (i) 326,365,083 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 9, 219,810,055 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same 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; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 11.2(e)(i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the date and time of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

**11.3 Effect of Resolution**

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

**11.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

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

The 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting and will 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**

Any Equity Securities issued under the 10% Placement Facility must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the VWAP 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 11(b)(i), the date on which the Equity Securities are issued.

**(c) Use of funds raised under the 10% Placement Facility**

The Company intends to use funds raised from issues of Equity Securities under the 10% Placement Facility for:

- (i) the acquisition of new resources, assets, and investments (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (iii) the development of the Company's current business; and
- (iv) general working capital.

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

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, 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 5 March 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 10% Placement Facility.

Dilution				
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price		
		\$0.05	\$0.10	\$0.15
		50% decrease	Issue Price	50% increase

			Funds Raised		
<b>Current</b>	2,198,100,556 Shares	219,810,055 Shares	\$10,990,503	\$21,981,006	\$32,971,508
<b>50% increase</b>	3,297,150,834 Shares	329,715,083 Shares	\$16,485,754	\$32,971,508	\$49,457,262
<b>100% increase</b>	4,396,201,112 Shares	439,620,111 Shares	\$21,981,006	\$43,962,011	\$65,943,017

\*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:

- (i) There are currently 2,198,100,556 Shares on issue.
- (ii) The issue price set out above is the closing market price of the Shares on the ASX on 5 March 2026 (being \$0.10).
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It is assumed that no Options are exercised, or Performance Rights are converted, 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.
- (vi) 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.
- (vii) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- (viii) 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%.
- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (x) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
  - (xi) the Shares 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 10% Placement Facility**

The recipients of the Equity Securities to be issued under the 10% Placement Facility 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 10% Placement Facility, 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.2**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 May 2025, which approval expires at this AGM.

During the 12-month period preceding the date of the Meeting, being on and from 29 May 2025, the Company has issued a total of 174,605,659 Equity Securities under its 10% Placement Facility (the **Previous Approval Shares**). The Company utilised the 10% Placement Facility on two occasions.

The Previous Approval Shares formed parts of the separate capital raisings of:

- \$10m announced on 7 August 2025 (the **August 2025 Capital Raising**) and
- \$24.7m announced on 30 January 2026 (**February 2026 Capital Raising**).

The issue of the August 2025 Capital Raising Shares is the subject of Resolutions 5 and 6 on this Notice (i.e., the OCJ Shares). The issue of securities pursuant to the February 2026 Capital Raising (including the Shares using the 10% Placement Facility) is subject of resolutions for ratification at an EGM to be held on 7 April 2026.

The Company discloses the following information as required by Listing Rule 7.3A.6 in relation to the Previous Approval Shares:

- (i) The total number of Equity Securities issue or agreed to be issued under Listing Rule 7.1A.2 since the Previous Approval was 174,605,659 Shares consisting of:
  - 155,140,867 Shares in the August 2025 Capital Raising, and
  - 19,464,792 Shares in the February 2026 Capital Raising.

This represents 11.26% of the number of Shares on issue as at the date of the Previous Approval (which was 1,550,208,678).

- (ii) The Shares issued using the 10% Placement Facility were issued:
  - to OCJ Investment (Australia) Pty Ltd in the August 2025 Capital Raising, and

- to sophisticated and professional investors introduced by the Lead Manager to the February 2026 Capital Raising.
- (iii) The Previous Approval Shares issued using the 10% Placement Facility were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (iv) The Previous Approval Shares issued using the 10% Placement Facility were issued at an issue price of:
- \$0.042 each in the August 2025 Capital Raising, which represented a discount of 15% discount to the 20-day volume weighted average price of Shares on the ASX up to the last trading day prior to 29 July 2025 (being, the last trading day prior to the announcement of the Subscription Agreement); and
  - \$0.13 each in the February 2026 Capital Raising, which represented a discount of 23.5% to the latest trading price of \$0.17 on 27 January 2026 (being the latest trading day on which sales were recorded before the trading halt preceding the announcement of the February 2026 Capital Raising,

and in each case the issue price was at less than a 25% discount to the 15 day VWAP as at that date.

- (v) The Company received total cash consideration of \$8,462,395 (before costs of the offer) from the issue of the Previous Approval Shares issued using the 10% Placement Facility, which it is used (along with the other funds raised in the respective Capital Raisings) to provide capital for:
- in the case of the August 2025 Placement, to support the Company's acquisition and future development of the Penouta Mine, as well as strengthen the Company's balance sheet as it advances its broader development portfolio; and
  - in the case of the February 2026 Placement:
    - extending activities in-country in Greenland, including re-establishment of permanent local representation and infrastructure, exploration activities and updating of resource parameters;
    - completing the Penouta acquisition and commencing a detailed review of operations to assess the optimal way forward;
    - continued technical review and due diligence for potential acquisition opportunities of complementary assets and expansion of portfolio of projects, including in Greenland and Nordic countries;
    - progressing the Company's planned US engagement strategy, including a potential Nasdaq listing and engagement of additional US advisors;
    - maintaining cash reserves for arbitration and litigation costs, including required cash reserves to comply with security for costs guarantee required by the governments of Greenland and Denmark, the payment of any adverse cost orders in the litigation or arbitration proceedings; and
    - general working capital

Funds raised by the issue of the Previous Additional Placement Shares have not yet all been spent, and they are expected to be spent on the above purposes over the coming months.

(g) **Voting Exclusion Statement**

A voting exclusion statement is included in the Notice for Resolution 9.

At the date of the Notice, the Company is not proposing to make an issue of the Equity Securities and 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. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**11.5 Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 9.

For personal use only

## Schedule 1

### Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

**10% Placement Facility** has the meaning given in Section 11.1 .

**10% Placement Period** has the meaning given in Section 11.2.

**15% Placement Capacity** has the meaning given in Section 8.2 .

**A\$** means Australian Dollars.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial period ended 31 December 2025.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**AWST** means Australian Western Standard Time, being the time in Perth, Australia.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** means Energy Transition Minerals Ltd (ACN 118 463 004).

**Constitution** means the constitution of the Company, as amended from time to time.

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

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**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, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Option** means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.

**Performance Right** means a right to receive a given number of Shares if and when a nominated performance milestone is achieved.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

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

**Shareholder** means a registered holder of a Share.

**Spill Meeting** has the meaning given in Section 4.2.

**Spill Resolution** has the meaning given in Section 4.2.

**Trading Days** has the meaning given in the Listing Rules.

**Voting Power** has the meaning given in the Corporations Act.

**VWAP** means volume weighted average price.

## Schedule 2

### Terms and Conditions of the Jiang Performance Rights and Gan Lu Performance Rights

1. **(Entitlement)**: Each Performance Right, once vested, entitles the holder subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon the exercise of each Performance Right.
2. **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions)**: Subject to the terms and conditions set out below, the Performance Rights will have the following vesting conditions (**Vesting Conditions**):

Class	No. of Performance Rights	Vesting Condition
O	666,667	The price of the Company's Shares as trading on the ASX achieving a VWAP of \$0.10 per Share or more over 20 consecutive trading days on which Shares have actually traded during the period commencing from the date of issue and ending on 25 March 2027
P	666,667	The price of the Company's Shares as trading on the ASX achieving a VWAP of \$0.15 per Share or more over 20 consecutive trading days on which Shares have actually traded during the period commencing from the date of issue and ending on 25 March 2028
Q	666,667	The price of the Company's Shares as trading on the ASX achieving a VWAP of \$0.20 per Share or more over 20 consecutive trading days on which Shares have actually traded during the period commencing from the date of issue and ending on 25 March 2029
R	666,667	The favourable completion of the arbitration against the governments of Greenland and Denmark resulting in either the award of an exploitation licence for the Kvanefjeld Project or of compensation to the Company or its related bodies corporate within during the period commencing from the date of issue and ending on 25 March 2030

4. **(Vesting)**: Subject to the satisfaction of the Vesting Conditions, the Company will notify the Holder in writing (**Vesting Notice**) that the relevant Vesting Conditions have been satisfied. For the avoidance of doubt, there are no additional vesting conditions that apply to the exercise of the Performance Rights.
5. **(Expiry Date)**: The Performance Rights will expire and lapse on the first to occur of the following:
  - a. the Performance Rights are not exercised in accordance with these terms before 5:00pm (Melbourne time) on 25 March 2030; and
  - b. the Vesting Conditions becoming incapable of satisfaction as determined by the Board in its discretion,

**(Expiry Date)**.

6. **(Exercise)**: At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 6 above), the holder may apply to exercise Performance Rights in minimum parcels of 100,000 or such smaller holding remaining by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Leaver)**:
  - a. Unless the Company's board of directors determines otherwise, if the holder (or its representative director) becomes a Leaver:
    - i. unvested Performance Rights will automatically be forfeited upon termination; and
    - ii. vested, but unconverted Performance Rights will automatically be forfeited:
      - A. upon termination, in the case of Bad Leavers; and
      - B. 30 days after termination, in the case of Good Leavers.
  - b. The Board must provide written notice to the holder of the number of Performance Rights that will be retained by the holder under paragraph 8(a) (**Retention Notice**).
  - c. Subject to law and the Listing Rules, the Board may in its absolute discretion determine that some or all of the Performance Rights that will be retained by the holder the subject of the Retention Notice will vest earlier on or immediately prior to the holder (or its representative director) becoming a Leaver.
  - d. For the purposes of this paragraph 8 and these Terms:
    - i. **Bad Leaver** means a Leaver:
      - A. who voluntary terminates their Engagement Letter; or
      - B. whose Engagement Letter has been terminated by a Group member due to that Leaver:
        1. committing a serious breach of the Engagement Letter;
        2. engaging in any serious misconduct;
        3. grossly failing to discharge their duties or responsibilities;
        4. engaging in any other conduct (either inside or outside of the workplace) which is likely to affect adversely the reputation of a Group member;
        5. committing any act or engaging or failing to engage in any conduct expressly referred to in the Engagement Letter which would entitle a Group member to terminate the Leaver's employment with minimum notice required at law;
        6. committing any other act which at common law would entitle a Group member to terminate the Engagement Letter without notice or payment in lieu of notice: or
        7. becoming bankrupt of making an arrangement or composition with creditors;
    - ii. **Good Leaver** means a Leaver whose Engagement Letter is terminated by reason of redundancy, retirement, incapacitation or any other circumstances other than those set out in paragraph 8(b)(i);
    - iii. **Group** means the Company and each of its subsidiaries; and
    - iv. **Leaver** means where the holder (or its representative director) ceases to be employed by the Company or any subsidiary of the Company.

8. **(Malus and clawback):** Where, in the opinion of the Board, a holder (or its representative director):

- a. acts fraudulently or dishonestly;
- b. wilfully breaches their duties to the Company (or any other entity within the same corporate group as the Company);
- c. is responsible for: material financial misstatements; major negligence; significant legal, regulatory and/or policy non-compliance; or a significant harmful act; or
- d. breaches the Company's Code of Conduct,

then the Board may determine that:

- e. some or all of the Performance Rights will not be issued to the holder; and/or
- f. the Vesting Condition and/or vesting period applying to the Performance Rights should be reset or altered (as the case may be and subject to compliance with the Listing Rules); and/or
- g. any or all of the unvested, or vested but unconverted, Performance Rights are forfeited and lapse.

9. **(Change of Control):**

- a. If a Change of Control Event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
- b. For the purposes of this paragraph 10 and these Terms:
  - i. **Change of Control Event** means:
    - A. a change in Control of the Company;
    - B. where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its Associates) owning more than fifty per cent (50%) of Issued Capital;
    - C. where a person becomes the legal or the beneficial owner of, or has a Relevant Interest in, more than fifty per cent (50%) of Issued Capital;
    - D. where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
    - E. where a Takeover Bid is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group;

- ii. **Control** means has the same meaning as in section 50AA of the Corporations Act;

- iii. **Issued Capital** means the issued Shares from time to time;
  - iv. **Relevant Interest** has the same meaning as in the Corporations Act; and
  - v. **Takeover Bid** has the same meaning as in the Corporations Act.
10. **(Issue of Shares)**: As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
- a. issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - b. if required, issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
  - c. if required, and subject to paragraph 12 below, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - d. do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
11. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
12. **(Ranking)**: All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
13. **(Transferability of the Performance Rights)**: The Performance Rights are not transferable.
14. **(Dividend rights)**: A Performance Right does not entitle the holder to any dividends.
15. **(Voting rights)**: A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
16. **(Quotation of the Performance Rights)**: The Company will not apply for quotation of the Performance Rights on any securities exchange.
17. **(Adjustments for reorganisation)**: If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
18. **(Entitlements and bonus issues)**: Subject to the rights under paragraph 20 below, the holder will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
19. **(Bonus issues)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.


20. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
21. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
22. **(Takeovers prohibition):**
- a. the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - b. the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
23. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
24. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
25. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's constitution (as amended from time to time).




ENERGY TRANSITION MINERALS LTD  
ABN 85 118 463 004

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

## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3.00 pm (AWST) on Monday, 20 April 2026.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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 Energy Transition Minerals 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 Annual General Meeting of Energy Transition Minerals Ltd to be held at the Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Wednesday, 22 April 2026 at 3.00 pm (AWST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 7 and 8 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Mark Saxon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Ms Amy Jiang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Ms Gan Lu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of OCJ Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of OCJ Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification of issue of Performance Rights – Ms Amy Jiang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Ratification of issue of Performance Rights – Ms Gan Lu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 4 where the Chair of the Meeting intends to vote against. 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)

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

For personal use only





## Annual General Meeting – Notice and Proxy Form

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Energy Transition Minerals Ltd (ACN 118 463 004) (**Company**) will be held as follows:

**Time and date:** 3.00pm (AWST) on Wednesday, 22 April 2026  
**Location** 54 Kings Park Road, West Perth WA 6005

### **Notice of Meeting**

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://investorhub.etransmin.com/announcements>; and
- the ASX market announcements page under the Company's code "ETM".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

### **Voting at the Meeting or by proxy**

Shareholders can vote by attending the Meeting in person, by proxy or, by appointing an authorised representative. Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

**Online:** www.investorvote.com.au (control number 188666) or use your mobile device to scan the personalised QR code  
**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

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Your proxy voting instruction must be received by 10am (AWST) on Monday, 20 April 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

If you have questions about your Proxy Form or have difficulties accessing the Notice of Meeting, please contact Computershare Investor Services on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

**Ryan Sebbes**  
Company Secretary  
Energy Transition Minerals Ltd

