



**Midas Minerals Limited**  
**ACN 625 128 770**

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held as follows:**

- Time and date:** 9.30am (AWST) on Wednesday, 27 May 2026
- In-person:** Offices of the Company at Level 2, 8 Richardson Street, West Perth  
WA 6005

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6383 6595.

**Shareholders are urged to attend or vote by lodging the proxy form made available with this Notice**

**Midas Minerals Limited**  
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**(Company)**

**Chair's voting intentions**

The Chair intends to exercise all available proxies as illustrated below, unless the Shareholder has expressly indicated a different voting intention.

Resolution	For	Against	Abstain
Resolution 1 – Remuneration Report	<input checked="" type="checkbox"/>		
Resolution 2 – Election of Director – Michael Bohm	<input checked="" type="checkbox"/>		
Resolution 3 – Approval of 10% Placement Facility	<input checked="" type="checkbox"/>		
Resolution 4 – Non-Board Endorsed Election of Director – Stephen Mayne		<input checked="" type="checkbox"/>	
Resolution 5(a) – Ratification of agreement to issue Placement Shares under Listing Rule 7.1	<input checked="" type="checkbox"/>		
Resolution 5(b) – Ratification of agreement to issue Placement Shares under Listing Rule 7.1A	<input checked="" type="checkbox"/>		

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

**Midas Minerals Limited**  
**ACN 625 128 770**  
**(Company)**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Shareholders of Midas Minerals Limited (**Company**) will be held at the offices of the Company at Level 2, 8 Richardson Street, West Perth WA 6005 on Wednesday, 27 May 2026 at 9.30am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the 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 on Monday, 25 May 2026 at 5.00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

**1. Agenda**

**Annual Report**

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

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

**2. Resolutions**

**Resolution 1 – Remuneration Report**

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

*'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'*

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

**Resolution 2 – Election of Director – Michael Bohm**

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

*'That, in accordance with Article 7.2(b)(ii) of the Constitution, Listing Rule 14.4 and for all other purposes, Michael Bohm retires and, being eligible and offering himself for election, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 3 – Approval of 10% Placement Facility

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

*'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling 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 on the terms and conditions in the Explanatory Memorandum.'*

### Resolution 4 – Non-Board Endorsed Election of Director – Stephen Mayne

<b>The Board unanimously recommends Shareholders vote AGAINST Resolution 4</b>
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To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*'That, in accordance with Article 7.2(b)(i) of the Constitution and for all other purposes, Mr Stephen Mayne, having been nominated to stand for election as a new Director, and being eligible, is elected as a Director of the Company.'*

### Resolution 5 – Ratification of agreement to issue Placement Shares

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify issue of or agreement to issue up to 37,333,334 Placement Shares as follows:*

(a) up to 17,028,925 Placement Shares under Listing Rule 7.1; and

(b) up to 20,304,409 Placement Shares under Listing Rule 7.1A,

*on the terms and conditions in the Explanatory Memorandum.'*

### 3. Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 3:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(b) **Resolution 5(a) and (b):** by or on behalf of a person who participated in the issue of the Placement Shares or is a counterparty to the agreement being approved, or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant 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;

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

#### 4. Voting prohibitions

**Resolution 1:** In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

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

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**BY ORDER OF THE BOARD**



**Maddison Cramer  
Joint Company Secretary  
Midas Minerals Limited**

Dated: 20 April 2026

**Midas Minerals Limited**  
**ACN 625 128 770**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company at Level 2, 8 Richardson Street, West Perth WA 6005 on Wednesday, 27 May 2026 at 9.30am (AWST).

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

The 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	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director – Michael Bohm
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 – Non-Board Endorsed Election of Director – Stephen Mayne
Section 8	Resolution 5 – Ratification of agreement to issue Placement Shares
Schedule 1	Definitions

A Proxy Form is made available with this Notice.

**2. Action to be taken by Shareholders**

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

**2.1 Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

**2.2 Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

**2.3 Voting by proxy**

A Proxy Form is made available with this 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, complete and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 9.30am (AWST) on Monday, 25 May 2026, being not later than 48 hours before the commencement of the Meeting.

## **2.4 Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Joint Company Secretaries at [cosec@midasminerals.com](mailto:cosec@midasminerals.com) by 5.00pm on 22 May 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

### **3. Annual Report**

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

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

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

- (a) discuss the Annual Report which is available online at <https://www.midasminerals.com/investors/asx-announcements/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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 preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Joint Company Secretaries at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

### **4. Resolution 1 – Remuneration Report**

#### **4.1 General**

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

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

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

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

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

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

#### **4.2 Additional information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

### **5. Resolution 2 – Election of Director – Michael Bohm**

#### **5.1 General**

Article 7.2(b)(ii) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

Article 7.3 of the Constitution provides that a retiring Director holds office until the conclusion of the Meeting but is eligible for re-election.

Michael Bohm was appointed as Non-Executive Director of the Company on 25 June 2025. Accordingly, Mr Bohm must retire at this Meeting and, being eligible, seeks election pursuant to this Resolution 2.

If Resolution 2 is passed, Mr Bohm will retire at the conclusion of the Meeting and will be immediately elected as a Director.

If Resolution 2 is not passed, Mr Bohm will retire at the conclusion of the Meeting and will not be elected as a Director at this Meeting.

#### **5.2 Michael Bohm**

Mr Michael Bohm is a seasoned mining professional with significant corporate and operations experience in Australia, South-East Asia, Africa, Chile, Canada and Europe. A Mining Engineering graduate of WA School of Mines, Mr Bohm has worked in numerous operational and corporate roles, and has been directly involved in multiple new mine developments across the gold, nickel and diamond sectors.

Mr Bohm is currently a director of ASX-listed company Sarama Resources Ltd, and a former Director of Perseus Mining Limited, Ramelius Resources Limited, Mincor Resources NL, Cygnus Metals Limited, Riedel Resources Ltd and Argyle Diamonds Mines Pty Ltd. Mr Bohm does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Bohm is considered by the Board (with Mr Bohm abstaining) to be an independent Director, notwithstanding the fact that he holds 1,000,000 Performance Rights in the Company. Mr Bohm is not considered by the Board (with Mr Bohm abstaining) to hold any interest, position or relationship that might influence, or reasonably be perceived to influence in a material respect, his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than the interests of an individual Security holder or other party.

Mr Bohm has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Bohm's background and experience prior to his appointment and confirms that these checks did not identify any information or areas of concern.

### **5.3 Board recommendation**

The Board (with Mr Bohm abstaining) recommends that Shareholders vote in favour of Resolution 2. Mr Bohm's extensive experience with mining operations and mine development in both Australia and overseas is considered to be an important addition to the Board's existing skills and experience.

### **5.4 Additional information**

Resolution 2 is an ordinary resolution.

## **6. Resolution 3 – Approval of 10% Placement Facility**

### **6.1 General**

Listing Rule 7.1A enables an eligible entity 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% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). 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 6.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

### **6.2 Listing Rule 7.1A**

#### **(a) Is the Company an eligible entity?**

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 as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$181 million, based on the closing price of Shares \$0.89 on 20 April 2026.

(b) **What Equity Securities can be issued?**

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 eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

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

- (A) plus the number of fully paid 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 fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - (2) 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 Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - (1) the agreement was entered into before the commencement of the Relevant Period; or
  - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

**D =** is 10%.

**E =** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is 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 by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.2(e)(i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date 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),

**(10% Placement Period).**

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

### 6.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

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

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options or Performance Rights, only if these Equity Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (**Variable A**), with:

- (iii) two examples where Variable A has increased, by 50% and 100%; and
- (iv) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.45 50% decrease in Current Market Price	\$0.89 Current Market Price	\$1.78 100% increase in Current Market Price
<b>203,544,093 Shares</b>	10% Voting Dilution	20,354,409 Shares	20,354,409 Shares	20,354,409 Shares
<b>Variable A</b>	Funds raised	\$9,057,712	\$18,115,424	\$36,230,848
<b>305,316,140 Shares</b>	10% Voting Dilution	30,531,614 Shares	30,531,614 Shares	30,531,614 Shares
<b>50% increase in Variable A</b>	Funds raised	\$13,586,568	\$27,173,136	\$54,346,273

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.45 50% decrease in Current Market Price	\$0.89 Current Market Price	\$1.78 100% increase in Current Market Price
<b>407,088,186 Shares</b>	10% Voting Dilution	40,708,819 Shares	40,708,819 Shares	40,708,819 Shares
<b>100% increase in Variable A</b>	Funds raised	\$18,115,424	\$36,230,849	\$72,461,698

**Notes:**

1. The table has been prepared on the following assumptions:
  - (a) The issue price is the current market price (\$0.89), being the closing price of the Shares on ASX on 20 April 2026, being the latest practicable date before this Notice was signed.
  - (b) Variable A comprises of 203,544,093 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
  - (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
  - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Equity Securities which are convertible into Shares, it is assumed that those quoted Equity Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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%. 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.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

**(e) Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 27 May 2025.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued, or agreed to issue, a total of 49,578,677 Equity Securities under Listing Rule 7.1A, as detailed in the table below. This represented ~39.9% of the total number of Equity Securities on issue at the commencement of the 12-month period preceding the date of the Meeting.

<b>Date of Issue</b>	25 September 2025
<b>Number of Securities</b>	16,866,301
<b>Type of Security</b>	Shares
<b>Recipient of Securities</b>	Shares were issued to sophisticated and professional investors pursuant to a placement. The participants in the placement were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited (as lead manager) with Euroz Hartleys Limited (as co-lead manager) seeking expressions of interest to participate in the Placement from their respective existing clients and contacts of the Company.
<b>Issue price per Security</b>	\$0.37
<b>Discount to market price</b>	The issue price represented an 8.6% discount to the closing market price on 15 September 2025.
<b>Cash consideration received</b>	\$6,240,531 (before costs)
<b>Amount of cash consideration spent</b>	\$6,240,531
<b>Use of cash spent to date and intended use for remaining amount of cash (if any)</b>	Proceeds have been used towards its acquisition of the Otavi Project in Namibia, and to accelerate exploration activities at the Otavi and South Otavi Projects, plus working capital and costs of the placement.

<b>Date of Issue</b>	28 May 2025
<b>Number of Securities</b>	12,407,967
<b>Type of Security</b>	Shares
<b>Recipient of Securities</b>	Shares were issued to sophisticated and professional investors pursuant to a placement. The participants in the placement were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the Placement from new and existing contacts of the Company.
<b>Issue price per Security</b>	\$0.15
<b>Discount to market price</b>	The issue price represented a 6.25% discount to the closing market price on 15 May 2025.
<b>Cash consideration received</b>	\$1,861,195 (before costs)

<b>Amount of cash consideration spent</b>	\$1,861,195
<b>Use of cash spent to date and intended use for remaining amount of cash (if any)</b>	Proceeds have been used towards its acquisition of the Otavi Project in Namibia, and exploration programs at the Otavi and South Otavi Projects, as well as the Company's Newington Lithium-Gold and Challa Gold-Copper-PGE Projects in Western Australia, plus working capital and costs of the placement.

<b>Date of Agreement to Issue</b>	15 April 2026
<b>Number of Securities</b>	20,304,409
<b>Type of Security</b>	Shares
<b>Recipient of Securities</b>	Refer to Section 8.4(a) below.
<b>Issue price per Security</b>	\$0.75
<b>Discount to market price</b>	The issue price represented a 3.8% discount to the closing market price on 13 April 2026.
<b>Cash consideration to be received</b>	\$20,000,000 (before costs)
<b>Amount of cash consideration spent</b>	Nil
<b>Intended use for cash consideration to be received</b>	Refer to Section 8.4(f) below.

(g) **Voting exclusion statement**

At the date of the Notice, and excluding the 20,304,409 Shares agreed to be issued pursuant to the Placement, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or Security holder or an identifiable class of existing Security holder to participate in any such issue. In the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

**6.4 Additional information**

Resolution 3 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 Board recommends that Shareholders vote in favour of Resolution 3.

**7. Resolution 4 – Non-Board Endorsed Election of Director – Stephen Mayne**

On 4 April 2026, the Company received a notice of nomination from Mr Stephen Mayne nominating himself for appointment as a Director of the Company.

The following information was provided by Mr Mayne for inclusion in the Notice. It has not been independently verified by the Company.

*“Stephen Mayne, 56. BCom (Melb). GAICD.*

*Stephen is a Walkley Award-winning business journalist and Australia’s best known retail shareholder advocate. He was the founder of [www.crikey.com.au](http://www.crikey.com.au), publishes the corporate governance website [www.maynereport.com](http://www.maynereport.com), writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler.*

*His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne’s eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders’ Association board and asking questions at more than 1300 ASX listed company AGMs since 1998.*

*Stephen nominated for the Midas Minerals board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it very difficult for east coast shareholders to participate. The company has a market capitalisation of more than \$160 million and with 1,269 shareholders, it should be offering hybrid AGMs with both the physical location in Perth and the ability for shareholders to vote and ask questions live online during proceedings.*

*Mr Mayne is also concerned that Midas Minerals completed a \$11.5m institutional placement at 37c in September 2025 with no opportunity for retail shareholders to participate on the same terms through a Share Purchase Plan. With the stock having soared to 80c by the Easter break, non-participating retail shareholders have been badly diluted and the big end of town placement recipients have collectively more than doubled their money.*

*Mr Mayne believes Midas Minerals should offer retail shareholders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price and that electing Stephen to the board will reduce the prospect of such poor treatment being repeated in the future.*

*Contact Stephen by email at [Stephen@maynereport.com](mailto:Stephen@maynereport.com) or via [www.maynereport.com](http://www.maynereport.com).”*

As Mr Mayne’s nomination was received shortly before this Notice was finalised and Mr Mayne is not a candidate endorsed by the Board, the Company has not had an opportunity to undertake its usual appropriate checks into Mr Mayne’s background and experience as recommended by the ASX Corporate Governance Principles and Recommendations.

**The Board unanimously recommends that Shareholders vote against the election of Mr Mayne.**

Consistent with its Corporate Governance Plan and Board Charter, the Board regularly reviews its performance and composition against its Board Skills Matrix to ensure it has the right mix of skills and experience to discharge its obligations effectively and to add value for Shareholders. To this end, the Board appointed mining professional Mr Michael Bohm as a Non-Executive Director in June 2025.

The Directors have considered Mr Mayne’s stated skills and experience against the Board Skills Matrix and the current Board composition and have determined that Mr Mayne is not likely to bring additional skills in areas of priority for the Company.

The Board also considers that Mr Mayne’s concerns about the treatment of retail shareholders in previous capital raisings are not justified.

It is noted that Mr Mayne became a Shareholder of the Company on 12 March 2026 and holds a total of 667 Shares at the date of this Notice.

**Having regard to the above matters and the best interests of the Company, the Board unanimously recommends Shareholders vote against Resolution 4.**

Resolution 4 is an ordinary resolution.

## **8. Resolution 5 – Ratification of agreement to issue Placement Shares**

### **8.1 General**

On 16 April 2026, the Company announced that it had received firm commitments from institutional, sophisticated and other investors to raise up to approximately \$28,000,000 (before costs) through a placement of up to a total of 37,333,334 Shares (**Placement Shares**) at \$0.75 each (**Placement**).

The Company intends to issue the Placement Shares as follows:

- (a) up to 17,028,925 Placement Shares under Listing Rule 7.1, which are the subject of Resolution 5(a); and
- (b) up to 20,304,409 Placement Shares under Listing Rule 7.1, which are the subject of Resolution 5(b).

As at the date of this Notice, the Company has not issued the Placement Shares.

Resolution 5(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the Placement Shares.

### **8.2 Listing Rules 7.1, 7.1A and 7.4**

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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its 2025 annual general meeting.

The issue of or agreement to issue the Placement 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, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and the additional 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date the Company agreed to issue the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities after it has been made or agreed to be made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 5(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, and the additional 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

### **8.3 Technical information required by ASX Listing Rule 14.1A**

If Resolution 5(a) is passed and the Company issues up to 17,028,925 Placement Shares under Listing Rule 7.1 no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) will be excluded in calculating the Company's 15% limit 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 agreement to issue those Placement Shares.

If Resolution 5(b) is passed and the Company issues up to 20,304,409 Placement Shares under Listing Rule 7.1A no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), the agreement to issue (and the issue itself) will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the agreement to issue those Placement Shares (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

If Resolution 5(a) is not passed or up to 17,028,925 Placement Shares are issued under Listing Rule 7.1 later than 3 months after the date of the Meeting (save for a later date permitted by ASX), the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 17,028,925 Equity Securities for the 12 month period following the agreement to issue those Placement Shares.

If Resolution 5(b) is not passed or up to 20,304,409 Placement Shares are issued under Listing Rule 7.1A later than 3 months after the date of the Meeting (save for a later date permitted by ASX), the Company's ongoing capacity to issue or agree to issue Equity Securities under Listing Rule 7.1A without obtaining prior Shareholder approval will continue to be reduced to the extent of up to 20,304,409 Equity Securities for the 12 month period following the agreement to issue those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Placement Shares were agreed to be issued.

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

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of or agreement to issue the Placement Shares:

- (a) The Company has agreed to issue the Placement Shares to a range of institutional, sophisticated and other investors, none of whom are a related party of the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that Acorn Capital Ltd, a substantial holder, will be issued 3,466,667 Placement Shares, which comprises more than 1% of the Company's current issued capital. None of the other proposed recipients of Placement Shares are a Material Investor. Participants in the Placement were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited (acting as joint lead managers

to the Placement) seeking expressions of interest to participate in the Placement from their respective existing clients and contacts of the Company.

- (b) A maximum of 37,333,334 Placement Shares will be issued as follows:
  - (i) up to 17,028,925 Placement Shares were agreed to be issued within the Company's 15% placement capacity permitted under Listing Rule 7.1; and
  - (ii) up to 20,304,409 Placement Shares were agreed to be issued within the Company's additional 10% placement capacity permitted under Listing Rule 7.1A.
- (c) The Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) As at the date of this Notice, the Company has not issued the Placement Shares. However, the Placement Shares are intended to be issued prior to the date of the Meeting and, in any event, will be issued no later than three months after the date of the Meeting.
- (e) The Placement Shares will be issued at an issue price of \$0.75 each.
- (f) The proceeds from the issue of the Placement Shares are intended to be used to fund the following:
  - (i) expanded resource and exploration drilling at the Otavi Copper-Silver-Gold Project in Namibia;
  - (ii) initial feasibility work (including metallurgy) for the Otavi Project; and
  - (iii) costs of the Placement and general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

#### **8.5 Additional information**

Each of Resolution 5(a) and (b) are separate ordinary resolutions and are not inter-conditional.

The Board recommends that Shareholders vote in favour of Resolution 5(a) and (b).

## Schedule 1 Definitions

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

<b>\$ or A\$</b>	means Australian Dollars.
<b>10% Placement Facility</b>	has the meaning given in Section 6.1.
<b>10% Placement Period</b>	has the meaning given in Section 6.2(f).
<b>Annual Report</b>	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2025.
<b>Article</b>	means an article of the Constitution.
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Auditor's Report</b>	means the auditor's report on the Financial Report.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	means: <ul style="list-style-type: none"><li>(a) a spouse or child of the member; or</li><li>(b) has the meaning given in section 9 of the Corporations Act.</li></ul>
<b>Company</b>	means Midas Minerals Limited (ACN 625 128 770).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Financial Report</b>	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Key Management Personnel or KMP</b>	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.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.

<b>Minimum Issue Price</b>	has the meaning given in Section 6.2(e).
<b>Notice</b>	means this notice of annual general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Performance Right</b>	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
<b>Placement</b>	has the meaning given in Section 8.1.
<b>Placement Shares</b>	has the meaning given in Section 8.1.
<b>Proxy Form</b>	means the proxy form made available with the Notice.
<b>Relevant Period</b>	has the same meaning as in the Listing Rules.
<b>Remuneration Report</b>	means the remuneration report of the Company contained in the Directors' Report.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Strike</b>	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>Variable A</b>	has the meaning given in Section 6.3(d).
<b>VWAP</b>	has the meaning given to the term 'volume weighted average market price' in the Listing Rules.
<b>WST or AWST</b>	means Western Standard Time, being the time in Perth, Western Australia.



**Midas Minerals Ltd**  
ABN 33 625 128 770

## 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 **9.30am (AWST) on Monday, 25 May 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:

### 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: 138708**

**SRN/HIN:**

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.

**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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Midas 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 Midas Minerals Ltd to be held at the offices of the Company at Level 2, 8 Richardson Street, West Perth, WA 6005 on Wednesday, 27 May 2026 at 9.30am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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.

The Chairman of the Meeting intends to vote undirected proxies FOR Resolutions 1, 2, 3 and 5		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Michael Bohm - <b>Board Endorsed</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Chairman of the Meeting intends to vote undirected proxies AGAINST Resolution 4		For	Against	Abstain
Resolution 4	Non-Board Endorsed Election of Director – Stephen Mayne - <b>Not Board Endorsed</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5a	Ratification of agreement to issue Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5b	Ratification of agreement to issue Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
---------------------------------------	---------------------------------------

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

For personal use only

24 April 2026

Dear Shareholder

### **Annual General Meeting – Notice and Proxy Form**

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Midas Minerals Limited (ACN 625 128 770) (**Company**) will be held as follows:

**Time and date:** 9.30am (AWST) on Wednesday, 27 May 2026.  
**Location:** Offices of Midas Minerals Limited  
Level 2, 8 Richardson Street, 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://www.midasminerals.com/investors/asx-announcements/>; and
- the ASX market announcements page under the Company's code "**MM1**".

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](http://www.investorvote.com.au) (control number: 188708) 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

Your proxy voting instruction must be received by 9:30am (AWST) on Monday, 25 May 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 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:

**Maddison Cramer**  
Joint Company Secretary  
Midas Minerals Ltd