



Dear Shareholder,

Annual General Meeting – Letter to Shareholders

Minbos Resources Limited (ASX: MNB) (“**Minbos**” or the “**Company**”) advises that an Annual General Meeting will be held at 10:00AM (AWST) on Friday, 29 May 2026 at Level 5, 191 St Georges Terrace Perth WA 6000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (“**Notice**”) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://minbos.com/asx-announcements/>.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important. To vote in person, attend the Annual General Meeting on the date and at the place set out above. To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant, or other professional adviser.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Harry Miller
Company Secretary

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MINBOS RESOURCES LIMITED
ACN 141 175 493
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am WST

DATE: 29 May 2026

PLACE: Level 5, 191 St Georges Terrace Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 27 May 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2025.”

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

2. RESOLUTION 2 – RE-ELECTION DIRECTOR – LINDSAY REED

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

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Lindsay Reed, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION DIRECTOR – VALENTINE CHITALU

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

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Valentine Chitalu, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 4 – RE-ELECTION DIRECTOR – CHANGBO (FRANK) SI

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

“That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Changbo (Frank) Si, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

5. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

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

6. RESOLUTION 6 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - PAUL MCKENZIE

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

“That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 New Options to Paul McKenzie (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - LINDSAY REED

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

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 New Options to Lindsay Reed (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - VALENTINE CHITALU

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

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 New Options to Valentine Chitalu (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - GRAEME ROBERTSON

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

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 New Options to Graeme Robertson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTY - CHANGBO (FRANK) SI

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

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 New Options to Changbo (Frank) Si (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – ADOPTION OF SALARY SACRIFICE SHARE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 57,791,879 Shares under the employee incentive scheme titled Salary Sacrifice Share Plan, on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – ISSUE OF SHARES IN LIEU OF SALARY TO DIRECTOR – PAUL MCKENZIE

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Paul McKenzie (or his nominee), which, when multiplied by the VWAP, will raise up to \$48,000 under the Salary Sacrifice Share Plan, on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – ISSUE OF SHARES IN LIEU OF SALARY TO DIRECTOR – LINDSAY REED

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Lindsay Reed (or his nominee), which, when multiplied by the VWAP, will raise up to \$24,000 under the Salary Sacrifice Share Plan, on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – ISSUE OF SHARES IN LIEU OF SALARY TO DIRECTOR – VALENTINE CHITALU

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Valentine Chitalu (or his nominee), which, when multiplied by the VWAP, will raise up to \$24,000 under the Salary Sacrifice Share Plan, on the terms and conditions set out in the Explanatory Statement.”

15. RESOLUTION 15 – ISSUE OF SHARES IN LIEU OF SALARY TO DIRECTOR – GRAEME ROBERTSON

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Graeme Robertson (or his nominee), which, when multiplied by the VWAP, will raise up to \$24,000 under the Salary Sacrifice Share Plan, on the terms and conditions set out in the Explanatory Statement.”

16. RESOLUTION 16 – ISSUE OF SHARES IN LIEU OF SALARY TO DIRECTOR – CHANGBO (FRANK) SI

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Changbo (Frank) Si (or his nominee), which, when multiplied by the VWAP, will raise up to \$24,000 under the Salary Sacrifice Share Plan on the terms and conditions set out in the Explanatory Statement.”

17. RESOLUTION 17 – ADOPTION OF NEW EMPLOYEE SECURITIES INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 57,791,879 Securities under the employee incentive scheme titled Employee Securities Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”

18. RESOLUTION 18 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (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. <p>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:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (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.
<p>Resolution 6 – Approval to issue New Options to Related Party - Paul Mckenzie</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 7 – Approval to issue New Options to Related Party - Lindsay Reed</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 8 – Approval to issue New Options to Related Party - Valentine Chitalu</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and

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	<p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 9 – Approval to issue New Options to Related Party - Graeme Robertson</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 10 – Approval to issue New Options to Related Party - Changbo (Frank) Si</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 11 – Adoption of Salary Sacrifice Share Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 12 – Issue of Shares in lieu of salary to Director - Paul Mckenzie</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though his Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 13 – Issue of Shares in lieu of salary to Director - Lindsay Reed</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p>

	<p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though his Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 14 – Issue of Shares in lieu of salary to Director - Valentine Chitalu</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though his Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 15 – Issue of Shares in lieu of salary to Director - Graeme Robertson</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though his Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 16 – Issue of Shares in lieu of salary to Director - Changbo (Frank) Si</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though his Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 17 – Adoption of new Employee Securities Incentive Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 6 – Approval to issue New Options to Related Party - Paul Mckenzie	Paul Mckenzie (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue New Options to Related Party - Lindsay Reed	Lindsay Reed (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to issue New Options to Related Party - Valentine Chitalu	Valentine Chitalu (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue New Options to Related Party - Graeme Robertson	Graeme Robertson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue New Options to Related Party - Changbo (Frank) Si	Changbo (Frank) Si (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 - Adoption of Salary Sacrifice Share Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 12 – Issue of Shares in lieu of salary to Director - Paul Mckenzie	Paul Mckenzie (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 13 – Issue of Shares in lieu of salary to Director - Lindsay Reed	Lindsay Reed (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 14 – Issue of Shares in lieu of salary to Director - Valentine Chitalu	Valentine Chitalu (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 15 – Issue of Shares in lieu of salary to Director - Graeme Robertson	Graeme Robertson (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 16 – Issue of Shares in lieu of salary to Director - Changbo (Frank) Si	Changbo (Frank) Si (or his nominees) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 17 – Adoption of new Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

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

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Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 (08) 6219 7171.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

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

2. RESOLUTION 1– ADOPTION OF REMUNERATION REPORT

2.1 General

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

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

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.

2.3 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, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – LINDSAY REED

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Lindsay Reed, who has held office without re-election since 14 December 2023 and being eligible retires by rotation and seeks re-election.

Further information in relation to Lindsay Reed is set out below.

Qualifications, experience and other material directorships	<p>Mr Reed is an accomplished mining executive with over 30 years of experience in senior management roles in Australia and overseas. Mr Reed has extensive experience in managing mining projects in a wide range of commodities and countries. He was previously director and chief executive officer of resource development company Aviva Corporation Limited (Aviva) which divested its West Kenyan gold and base metals assets in late 2012 to Acacia Mining Plc (previously African Barrick Plc) for \$20m cash and a further resource milestone payment of \$10m.</p> <p>Mr Reed was responsible for joint venturing into the asset with Lonmin Plc and overseeing funding and exploration activities until the divestment of the asset. Mr Reed also oversaw the environmental approval of two power station projects in Australia and Botswana and attracted global industry leaders GDF Suez and AES Corporation as Joint Development Partners.</p> <p>Prior to joining Aviva, Mr Reed was Corporate Development Manager at Murchison United Limited which acquired the Renison Bell Tin mine from RGC Limited. During his involvement, Murchison grew from a market capitalisation of \$5m to over \$100m.</p> <p>Mr Reed is a Mining Engineer and has extensive experience in international mine development, minerals marketing and project funding.</p>
Term of office	<p>Mr Reed was appointed to the Board as Managing Director 14 December 2023.</p> <p>Mr Reed stepped down as Managing Director on 13 February 2026 and continued to serve on the Board as a Non-Executive Director.</p>
Independence	<p>If re-elected, the Board does not consider that Mr Reed will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Mr Reed that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Reed since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Reed) recommend that Shareholders vote in favour of this Resolution.</p>

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Reed will be re-elected to the Board as a Non-Executive Director.

If Resolution 2 is not passed, Mr Reed will not continue in his role as a Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified

candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – CHANGBO (FRANK) SI

4.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Changbo (Frank) Si, who has held office without re-election since 31 May 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Changbo (Frank) Si is set out below.

Qualifications, experience and other material directorships	<p>Mr Si joins the Board as Non-Executive Director. Mr Si is currently the Chairman of numerous subsidiaries of Shanghai Jayson and a Non-Executive Director of subsidiaries of Vitasoy International Holdings. Mr Si brings a diverse range of experience including lithium-ion battery manufacturing, chemistry and agriculture processing with senior operational and management roles in China, Australia, USA, Singapore and the Philippines. His experience covers every part of the manufacturing process including plant design and project management.</p> <p>Prior to joining Shanghai Jayson, Mr Si spent ten years working for Vitasoy and Associated British Foods managing supply chains. Operation and construction of soybean processing facilities in China, Hong Kong, Australia and the USA.</p> <p>Mr Si is not a director of any other ASX listed companies.</p>
Term of office	<p>Mr Si has served as a Director since 14 December 2023 and was elected by Shareholders at the AGM on 31 May 2024.</p>
Independence	<p>If re-elected, the Board does not consider that Mr Si will be an independent Director.</p>
Board recommendation	<p>Having received an acknowledgement from Mr Si that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Si since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Si) recommend that Shareholders vote in favour of this Resolution.</p>

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Si will be re-elected to the Board as Non-Executive Director.

If Resolution 3 is not passed, Mr Si will not continue in his role as Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – VALENTINE CHITALU

5.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Valentine Chitalu, who has held office without re-election since 31 May 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Valentine Chitalu is set out below.

Qualifications, experience and other material directorships	<p>Mr Chitalu is the co-founder and Chairman of Phatisa Group, an African-focused private equity fund with ~US\$400 million in funds under management and a well-respected track record of delivering for clients and communities. Phatisa is a proud signatory of the Principles on Responsible Investment which is implemented through a comprehensive ESG framework.</p> <p>A qualified Accountant with a Masters in Economics from Cambridge University, Mr Chitalu has previously served as Chairman of the Zambia Venture Capital Fund, as a board member of Commonwealth Africa Investments, and a Director of the CDC Group Plc, the UK's premier development finance institution.</p> <p>Mr Chitalu was also previously Chairman of Zambian Breweries, Stanbic Zambia Ltd, and ASX listed Albidon Ltd. Mr Chitalu is currently the Chairman of Choppies Supermarkets Ltd, MTN Ltd and Deputy Chairman of AgDevCo (UK) Ltd, an agribusiness focused on African investment.</p> <p>Mr Chitalu is also currently a non-executive director of Alma Metals Limited (formerly African Energy Resources Ltd).</p>
Term of office	Mr Chitalu has served as a Director since 7 December 2020 and was last re-elected on 31 May 2024.
Independence	If re-elected, the Board considers that Mr Chitalu will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Chitalu that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Chitalu since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Chitalu) recommend that Shareholders vote in favour of this Resolution.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Mr Chitalu will be re-elected to the Board as an independent Director.

If Resolution 4 is not passed, Mr Chitalu will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 General

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

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 may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). As of the date of this Notice, the Company's market

capitalisation is \$31,207,615 (based on the number of Shares on issue and the closing price of Shares on the ASX on 21 April 2026) being less than \$300,000,000. The Company is therefore an Eligible Entity.

6.2 Technical information required by Listing Rule 14.1A

For Resolution 5 to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

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

6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) 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).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) 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 (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for development expenditure on the Cabinda Phosphate Project, continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p>

REQUIRED INFORMATION		DETAILS																																														
		<p>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 27 April 2026.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>																																														
		<table border="1"> <thead> <tr> <th colspan="2" rowspan="2">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2">Shares issued – 10% voting dilution</th> <th colspan="3">DILUTION</th> </tr> <tr> <th colspan="3">Issue Price</th> </tr> <tr> <th colspan="2"></th> <th></th> <th>\$0.014</th> <th>\$0.027</th> <th>\$0.041</th> </tr> <tr> <th colspan="2"></th> <th></th> <th>50% decrease</th> <th>Issue Price</th> <th>50% increase</th> </tr> <tr> <th colspan="2"></th> <th></th> <th colspan="3">Funds Raised</th> </tr> </thead> <tbody> <tr> <td>Current</td> <td>1,161,170,931 Shares</td> <td>116,117,093 Shares</td> <td>\$1,625,639</td> <td>\$3,135,161</td> <td>\$4,760,800</td> </tr> <tr> <td>50% increase</td> <td>1,741,756,397 Shares</td> <td>174,175,639 Shares</td> <td>\$2,438,458</td> <td>\$4,702,742</td> <td>\$7,141,201</td> </tr> <tr> <td>100% increase</td> <td>2,322,341,862 Shares</td> <td>232,234,186 Shares</td> <td>\$3,251,278</td> <td>\$6,270,323</td> <td>\$9,521,601</td> </tr> </tbody> </table>				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price						\$0.014	\$0.027	\$0.041				50% decrease	Issue Price	50% increase				Funds Raised			Current	1,161,170,931 Shares	116,117,093 Shares	\$1,625,639	\$3,135,161	\$4,760,800	50% increase	1,741,756,397 Shares	174,175,639 Shares	\$2,438,458	\$4,702,742	\$7,141,201	100% increase	2,322,341,862 Shares	232,234,186 Shares	\$3,251,278
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		<p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 1,161,170,931 Shares on issue as at the date of this Notice comprising <ol style="list-style-type: none"> 1,155,837,598 existing Shares as at the date of this Notice; and 5,333,333 Shares (calculated using a deemed issue price of \$0.027, being the Share price as at 27 April 2026) which will be issued if Resolutions 12 to 16 are passed at this Meeting.. The issue price set out above is the closing market price of the Shares on the ASX on 27 April 2026 (being \$0.027) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. 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. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. 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. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 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%. 																																														

REQUIRED INFORMATION	DETAILS				
	<p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) 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.</p>				
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) 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;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>				
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 May 2025 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, the Company issued 97,504,961 Shares pursuant to the Previous Approval (Previous Issue), which represents approximately 8.48% of the total diluted number of Equity Securities on issue in the Company on 29 May 2025, which was 1,149,445,804.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="background-color: #002060; color: white;">Date of Issue and Appendix 2A</td> <td>Date of Issue: 11 December 2025 Date of Appendix 2A: 11 December 2025</td> </tr> <tr> <td style="background-color: #002060; color: white;">Number and Class of Equity Securities Issued</td> <td>97,504,961 Shares</td> </tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 11 December 2025 Date of Appendix 2A: 11 December 2025	Number and Class of Equity Securities Issued	97,504,961 Shares
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REQUIRED INFORMATION	DETAILS						
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Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.]						

7. RESOLUTIONS 6 TO 10 – APPROVAL TO ISSUE NEW OPTIONS TO RELATED PARTIES

7.1 General

Resolutions 6 to 10 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 26,000,000 New Options to each of the Directors of the Company, Paul McKenzie, Lindsay Reed, Valentine Chitalu, Graeme Robertson and Changbo (Frank) Si (or their nominee(s)) (together, the **Related Parties**) on the terms and conditions set out below.

Further details in respect of the New Options proposed to be issued are set out in the table below.

RECIPIENT	RESOLUTION	NEW OPTIONS
Paul McKenzie (or his nominee(s))	6	6,000,000
Lindsay Reed (or his nominee(s))	7	5,000,000
Valentine Chitalu (or his nominee(s))	8	5,000,000
Graeme Robertson (or his nominee(s))	9	5,000,000
Changbo (Frank) Si (or his nominee(s))	10	5,000,000
Total		26,000,000

7.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 6 to 10 on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

7.5 Technical information required by Listing Rule 14.1A

If Resolutions 6 to 10 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 10 are not passed, the Company will not be able to proceed with the issue. Consequently, the Company may need to consider alternative remuneration or incentive arrangements for the Directors, although no alternative arrangements have presently been determined.

7.6 Technical Information required by Listing Rule 10.13 and Section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The New Options will be issued to the Related Parties (or their nominee(s)), as set out in Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of New Options to be issued (being the nature of the financial benefit proposed to be given) is 26,000,000 which will be allocated as set out in the table included at Section 7.1 above.
Terms of Securities	The New Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the New Options within 5 Business Days of the Meeting. In any event, the Company will not issue any New Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The New Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide an equity-based incentive component in the remuneration package for the proposed recipients, to align the interests of the proposed recipients with those of Shareholders and to incentivise the proposed recipients to act in a manner that seeks to enhance the value of the Company. The New Options will only have intrinsic value if the Company's share price exceeds the exercise price, thereby providing an incentive for the proposed recipients to increase Shareholder value. The issue also provides a cost effective way for the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative

REQUIRED INFORMATION	DETAILS																		
	cash forms of remuneration were given to the proposed recipients.																		
Consideration of type of Security to be issued	<p>The Company has agreed to issue the New Options to the Related Parties for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the New Options has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of New Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the New Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the New Options on the terms proposed. 																		
Consideration of quantum of Securities to be issued	<p>In determining the number of New Options proposed to be issued to the Directors, the Board considered the Company's existing capital structure and potential dilution, the scope of each Director's role and time commitment, prevailing market practice for comparable listed companies, and the need to align Directors' interests with shareholders through an equity-based incentive. The Board also considered the Company's cash position and the appropriateness of the New Options' terms (including exercise price and expiry). On that basis, the Board considers the proposed issue reasonable and in the best interests of the Company.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the New Options upon the terms proposed.</p>																		
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #002060; color: white;">RELATED PARTY</th> <th style="background-color: #002060; color: white;">CURRENT FINANCIAL YEAR ENDING 2026</th> <th style="background-color: #002060; color: white;">PREVIOUS FINANCIAL YEAR ENDED 2025</th> </tr> </thead> <tbody> <tr> <td>Paul McKenzie</td> <td>\$207,681¹</td> <td>\$96,000⁶</td> </tr> <tr> <td>Lindsay Reed</td> <td>\$141,067²</td> <td>\$455,590⁷</td> </tr> <tr> <td>Valentine Chitalu</td> <td>\$141,067³</td> <td>\$48,000⁸</td> </tr> <tr> <td>Graeme Robertson</td> <td>\$141,067⁴</td> <td>\$48,000⁹</td> </tr> <tr> <td>Changbo (Frank) Si</td> <td>\$141,067⁵</td> <td>\$48,000¹⁰</td> </tr> </tbody> </table>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 2026	PREVIOUS FINANCIAL YEAR ENDED 2025	Paul McKenzie	\$207,681 ¹	\$96,000 ⁶	Lindsay Reed	\$141,067 ²	\$455,590 ⁷	Valentine Chitalu	\$141,067 ³	\$48,000 ⁸	Graeme Robertson	\$141,067 ⁴	\$48,000 ⁹	Changbo (Frank) Si	\$141,067 ⁵	\$48,000 ¹⁰
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Valuation	The value of the Securities and the pricing methodology is set out in Schedule 2.																																																
Summary of material terms of agreement to issue	The New Options are not being issued under an agreement.																																																
Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1" data-bbox="660 1205 1386 1507"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES¹</th> <th>OPTIONS</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Paul McKenzie</td> <td>4,304,820</td> <td>2,725,275</td> <td>0.47%</td> </tr> <tr> <td>Lindsay Reed</td> <td>20,203,846</td> <td>2,153,846</td> <td>1.48%</td> </tr> <tr> <td>Valentine Chitalu</td> <td>7,866,283</td> <td>5,512,819</td> <td>0.89%</td> </tr> <tr> <td>Graeme Robertson</td> <td>23,907,031</td> <td>11,227,107</td> <td>2.33%</td> </tr> <tr> <td>Changbo (Frank) Si</td> <td>Nil</td> <td>Nil</td> <td>0.00%</td> </tr> </tbody> </table> <p>Post issue</p> <table border="1" data-bbox="660 1559 1386 1861"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES¹</th> <th>OPTIONS</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Paul McKenzie</td> <td>4,304,820</td> <td>8,725,275</td> <td>0.85%</td> </tr> <tr> <td>Lindsay Reed</td> <td>20,203,846</td> <td>7,153,846</td> <td>1.79%</td> </tr> <tr> <td>Valentine Chitalu</td> <td>7,866,283</td> <td>10,512,819</td> <td>1.20%</td> </tr> <tr> <td>Graeme Robertson</td> <td>23,907,031</td> <td>16,227,107</td> <td>2.62%</td> </tr> <tr> <td>Changbo (Frank) Si</td> <td>Nil</td> <td>5,000,000</td> <td>0.32%</td> </tr> </tbody> </table> <p>Note:</p> <ol style="list-style-type: none"> 1. Fully paid ordinary shares in the capital of the Company (ASX: MNB). 	RELATED PARTY	SHARES ¹	OPTIONS	FULLY DILUTED	Paul McKenzie	4,304,820	2,725,275	0.47%	Lindsay Reed	20,203,846	2,153,846	1.48%	Valentine Chitalu	7,866,283	5,512,819	0.89%	Graeme Robertson	23,907,031	11,227,107	2.33%	Changbo (Frank) Si	Nil	Nil	0.00%	RELATED PARTY	SHARES ¹	OPTIONS	FULLY DILUTED	Paul McKenzie	4,304,820	8,725,275	0.85%	Lindsay Reed	20,203,846	7,153,846	1.79%	Valentine Chitalu	7,866,283	10,512,819	1.20%	Graeme Robertson	23,907,031	16,227,107	2.62%	Changbo (Frank) Si	Nil	5,000,000	0.32%
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Dilution	If the New Options issued under these Resolutions are exercised, a total of 26,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,155,837,598 (being the total number of Shares on																																																

REQUIRED INFORMATION	DETAILS												
	issue as at the date of this Notice) to 1,181,837,598 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.25%, comprising 0.53% by Paul McKenzie, 0.43% by Lindsay Reed, 0.43% by Valentine Chitalu, 0.43% by Graeme Robertson and 0.43% by Changbo (Frank) Si.												
Market price	The market price for Shares during the term of the New Options would normally determine whether or not the Options are exercised. If, at any time any of the New Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the New Options, there may be a perceived cost to the Company.												
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.074</td> <td>25 August 2025</td> </tr> <tr> <td>Lowest</td> <td>\$0.010</td> <td>13 February 2026</td> </tr> <tr> <td>Last</td> <td>\$0.03</td> <td>21 April 2026</td> </tr> </tbody> </table>		PRICE	DATE	Highest	\$0.074	25 August 2025	Lowest	\$0.010	13 February 2026	Last	\$0.03	21 April 2026
	PRICE	DATE											
Highest	\$0.074	25 August 2025											
Lowest	\$0.010	13 February 2026											
Last	\$0.03	21 April 2026											
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to Resolutions 6 to 10.												
Voting prohibition statements	Voting prohibition statements apply to Resolutions 6 to 10.												

8. RESOLUTION 11 – ADOPTION OF SALARY SACRIFICE SHARE PLAN

8.1 General

Resolution 11 seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 57,791,879 Securities under the employee incentive scheme titled "Salary Sacrifice Share Plan" (**Share Plan**).

The objective of the Share Plan is to enable employees to invest in the Company by contributing a portion of their salary to acquire Shares. The Company considers that encouraging employee share ownership will strengthen the alignment between employees and Shareholders, and reward employees for their ongoing contribution to the Company.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

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

8.2 Technical Information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to issue Shares under the Share Plan to eligible participants over a period of 3 years. The issue of any Shares to eligible participants under the Share Plan (up to the maximum number of Shares stated in Section 8.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

If Resolution 11 is not passed, the Company will be able to proceed with the issue of Shares under the Share Plan to eligible participants, but any issues of Shares will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Shares.

8.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Share Plan	A summary of the material terms and conditions of the Share Plan is set out in Schedule 3.
Number of Shares previously issued under the Share Plan	The Company has not issued any Shares under the Share Plan as this is the first time that Shareholder approval is being sought for the adoption of the Share Plan.
Maximum number of Securities proposed to be issued under the Share Plan	<p>The maximum number of Shares proposed to be issued under the Share Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 57,791,879 Shares. It is not envisaged that the maximum number of Shares for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Shares under the Share Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to Resolution 11.
Voting prohibition statement	A voting prohibition statement applies to Resolution 11.

9. RESOLUTIONS 12 TO 16 – APPROVAL TO SHARES IN LIEU OF SALARY TO RELATED PARTIES

9.1 General

Resolutions 12 to 16 seek Shareholder approval for the purposes of Listing Rule 10.14 for the issue of that number of Shares to the Related Parties (or their nominees) pursuant to the Share Plan in lieu of Directors' fees for the 12-month period commencing 29 May 2026 and ending 28 May 2027 (**Relevant Period**). The number of Shares to be issued will be calculated using the volume weighted average price of the Company's Shares over the 20 trading days prior to the date of issue (**VWAP**), to raise up to an aggregate of \$144,000. The Board proposes to issue the Shares to the Related Parties in order to maximise the availability of cash of the Company and to attract, motivate and retain key employees in accordance with the terms of the Share Plan.

Further details in respect of the Shares proposed to be issued to the Related Parties under the Share Plan are set out in the table below.

RELATED PARTY	RESOLUTION	DIRECTOR'S FEE/SALARY	
		\$	ACCRUAL PERIOD
Paul McKenzie	12	\$48,000	29 May 2026 to 28 May 2027
Lindsay Reed	13	\$24,000	29 May 2026 to 28 May 2027
Valentine Chitalu	14	\$24,000	29 May 2026 to 28 May 2027
Graeme Robertson	15	\$24,000	29 May 2026 to 28 May 2027
Changbo (Frank) Si	16	\$24,000	29 May 2026 to 28 May 2027

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.3 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director. However, the Board (other than the relevant Director in respect of their own issue) considers that the proposed issues fall within the exception in section 211 of the Corporations Act, on the basis that the financial benefits are reasonable remuneration given to the Directors as part of their remuneration packages, having regard to the Company's circumstances and the Director's duties and responsibilities. The Directors (other than Paul McKenzie who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Paul McKenzie, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Lindsay Reed) who has a material personal interest in Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Lindsay Reed, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Valentine Chitalu who has a material personal interest in Resolution 14) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Valentine Chitalu, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Graeme Robertson who has a material personal interest in Resolution 15) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Graeme Robertson, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Changbo (Frank) Si who has a material personal interest in Resolution 16) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Shares, reached as part of the remuneration package for Changbo (Frank) Si, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or

- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

9.4 Technical information required by Listing Rule 14.1A

If Resolutions 12 to 16 are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 12 to 16 are not passed, the Company will not be able to proceed with the issue. Accordingly, the Directors will not be able to sacrifice a portion of their salary for Shares.

9.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS																		
Name of the persons to whom Securities will be issued	The Related Parties (or their nominees).																		
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.																		
Number of Shares and class to be issued	The maximum number of Shares to be issued is that number of Shares which, when multiplied by the VWAP equals \$144,000. Please refer to Section 9.7 for a worked example of the number of Shares that may be issued.																		
Remuneration package	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table border="1" data-bbox="662 1462 1390 1800"> <thead> <tr> <th>RELATED PARTY</th> <th>CURRENT FINANCIAL YEAR ENDING 2026</th> <th>PREVIOUS FINANCIAL YEAR ENDED 2025</th> </tr> </thead> <tbody> <tr> <td>Paul McKenzie</td> <td>\$207,681¹</td> <td>\$96,000⁶</td> </tr> <tr> <td>Lindsay Reed</td> <td>\$141,067²</td> <td>\$455,590⁷</td> </tr> <tr> <td>Valentine Chitalu</td> <td>\$141,067³</td> <td>\$48,000⁸</td> </tr> <tr> <td>Graeme Robertson</td> <td>\$141,067⁴</td> <td>\$48,000⁹</td> </tr> <tr> <td>Changbo (Frank) Si</td> <td>\$141,067⁵</td> <td>\$48,000¹⁰</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> Comprising director fees & salary of \$96,000 and \$111,681 in equity-based payments (being the value of the New Options the subject of Shareholder approval under Resolution 6). Comprising director fees & salary of \$48,000 and \$93,067 in equity-based payments (being the value of the New Options the subject of Shareholder approval under Resolution 7). Comprising director fees & salary of \$48,000 and \$93,067 in equity-based payments (being the value of the New Options the subject of Shareholder approval under Resolution 8). 	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 2026	PREVIOUS FINANCIAL YEAR ENDED 2025	Paul McKenzie	\$207,681 ¹	\$96,000 ⁶	Lindsay Reed	\$141,067 ²	\$455,590 ⁷	Valentine Chitalu	\$141,067 ³	\$48,000 ⁸	Graeme Robertson	\$141,067 ⁴	\$48,000 ⁹	Changbo (Frank) Si	\$141,067 ⁵	\$48,000 ¹⁰
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REQUIRED INFORMATION	DETAILS
	<ol style="list-style-type: none"> 4. Comprising director fees & salary of \$48,000 and \$93,067 in equity-based payments (being the value of the New Options the subject of Shareholder approval under Resolution 9). 5. Comprising director fees & salary of \$48,000 and \$93,067 in equity-based payments (being the value of the New Options the subject of Shareholder approval under Resolution 10). 6. Comprising salary and fees & salary. 7. Comprising salary & fees and superannuation. 8. Comprising salary & fees. 9. Comprising salary & fees.
Securities previously issued to the recipient/(s) under the Plan	As this is the first time that the Shareholder approval is being sought for the adoption of the Share Plan, no Securities have been previously issued under the Share Plan.
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Consideration of quantum of Shares to be issued	<p>The Shares represent the Related Parties foregoing the cash payment of Director fees to which they are entitled.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed.</p>
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Issue Price of Shares	Each Share will be issued at a deemed issue price equal to the VWAP.
Material terms of the Plan	A summary of the material terms and conditions of the Salary Sacrifice Share Plan is set out in Schedule 3.
Material terms of any loan	No loan is being made in connection with the acquisition of the Shares.
Additional Information	<p>Details of any Shares issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Shares under the Plan after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
Voting exclusion statements	Voting exclusion statements apply to Resolutions 12 to 16.
Voting prohibition statements	Voting prohibition statements apply to Resolutions 12 to 16.

9.6 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolutions 12 to 16 based on assumed issue prices of \$0.015, \$0.03 and \$0.045 per Share, being the closing Share price as at 21 April 2026 and the prices which are 50% higher and 50% lower than that price.

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE ²	DILUTION EFFECT ON EXISTING SHAREHOLDERS
\$0.015	9,600,000	1,155,837,598	0.83%
\$0.03	4,800,000	1,155,837,598	0.42%
\$0.045	3,200,000	1,155,837,598	0.28%

Notes:

1. There are currently 1,155,837,598 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolutions 12 to 16 (based on the assumed issue prices set out in the table).
2. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the issue price under Resolutions 12 to 16 are linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

10. RESOLUTION 17 – ADOPTION OF NEW EMPLOYEE SECURITIES INCENTIVE PLAN

10.1 General

Resolution 17 seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 57,791,879 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 6.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

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

10.2 Technical Information required by Listing Rule 14.1A

If Resolution 17 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated 10.3 in Section below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

If Resolution 17 is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

10.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 4.
Number of Securities previously issued under the Plan	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 57,791,879 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to Resolution 17.
Voting prohibition statement	A voting prohibition statement applies to Resolution 17.

11. RESOLUTION 18 – REPLACEMENT OF CONSTITUTION

11.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 18 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

A summary of the proposed material changes is set out in Section 11.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.minbos.com and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6219 7171). Shareholders are invited to contact the Company if they have any queries or concerns.

11.2 Summary of material proposed changes

Employee incentive securities plan (Clause 2.4)	<p>Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.</p> <p>The Proposed Constitution has set the issue cap at 5%.</p>
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Poll	Clause 13.16 of the Proposed Constitution has been updated to reflect current requirements under the Corporations Act. The clause now provides that any resolution set out in the notice of general meeting, or of which notice has been given under section 249O of the Corporations Act, must be decided by poll rather than by a show of hands. The existing provisions governing when a poll may be demanded by the chairperson or Shareholders, and the chairperson's obligation to demand a poll where proxy and direct votes may affect the outcome, are otherwise retained.
Rotation of Directors	<p>Clause 15.2 of the Proposed Constitution simplifies and updates the Director rotation rules. The fixed requirement for one-third of Directors to retire at each AGM has been removed. Instead, the annual election of Directors can be satisfied through new nominations, the election of casual vacancy appointees, or retiring Directors standing for re-election. If none of these apply, the longest-serving Director must step down and seek re-election.</p> <p>Clause 15.2 also clarifies that a Director cannot avoid their retirement obligation due to Board changes that may occur after the notice of meeting has been sent to Shareholders. The exemption for one Managing Director remains, and the clause only applies while the Company is listed on ASX.</p>
Notices	Clause 27.1 of the Proposed Constitution updates the methods by which the Company may give notices to Shareholders. In addition to the existing methods of personal service, post, fax and direct electronic communication, the clause now permits the Company to notify Shareholders that a notice is available and how it may be accessed, rather than being required to transmit the full notice directly. The clause also includes a general provision allowing notices to be given by any other method permitted by the Corporations Act.

11.3 Insertion of partial (proportional) takeover provisions

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.</p> <p>A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).</p> <p>This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.1.</p>
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Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Aviva has the meaning given in Section 3.1.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Minbos Resources Limited (ACN 141 175 493).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Issue Price has the meaning given in Section 6.3.

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.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Plan has the meaning given in Section 10.1.

Previous Approval has the meaning given in Section 6.3.

Previous Issue has the meaning given in Section 6.3.

Proposed Constitution has the meaning given in Section 11.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 7.1.

Relevant Period has the meaning given in Section 9.1.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2025.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option and Performance Right.

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

Share Plan has the meaning given in Section 8.1.

Spill Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP has the meaning given in Section 9.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE NEW OPTIONS

The terms and conditions of the New Options are set out in the table below.

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option is \$0.08 (the Exercise Price).
3.	Expiry Date	The expiry date for each Option is 5:00 pm (AWST) on the date that is 4 years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of Issue of Shares on Exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with Section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy Section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy Section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on Exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company),

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		the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in New Issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in Exercise Price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF NEW OPTIONS

The New Options to be issued pursuant to Resolutions 6 to 10 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the New Options were ascribed the following value:

ASSUMPTIONS:	
Valuation date	17 April 2026
Market price of Shares	3.3 cents
Exercise price	8.0 cents
Expiry date (length of time from issue)	4 years from date of issue
Risk free interest rate	4.62%
Volatility (discount)	100%
Indicative value per Option	1.9 cents
Total Value of Options	\$483,949
- Paul McKenzie (Resolution 6)	\$111,681
- Lindsay Reed (Resolution 7)	\$93,067
- Valentine Chitalu (Resolution 8)	\$93,067
- Graeme Robertson (Resolution 9)	\$93,067
- Changbo (Frank) Si (Resolution 10)	\$93,067

Note:

1. The valuation noted above is not necessarily the market price that the New Options could be traded at and is not automatically the market price for taxation purposes.

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SCHEDULE 3 – TERMS AND CONDITIONS OF SALARY SACRIFICE SHARE PLAN

A summary of the material terms of the Company's Salary Sacrifice Share Plan (**Share Plan**) is set out below.

Eligible Participant	The Board may from time to time determine that an Eligible Participant may participate in the Share Plan.
Purpose	<p>The purpose of the Share Plan is to:</p> <ul style="list-style-type: none">(a) align the interests of Eligible Participants and Shareholders by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Securities;(b) provide competitive remuneration for the retention of key Eligible Participants;(c) support a culture of share ownership by Eligible Participants;(d) provide the Company with the ability to attract employees of a high calibre;(e) allow the Company to retain cash reserves; and(f) assist with remuneration planning for Eligible Participants.
Plan administration	The Share Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Share Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Share Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Issue of Participant Shares	The Company will, to the extent that it has accepted a duly completed application form, and deduction of any salary sacrifice contribution, either issue, transfer or allocate to the Participant the prescribed number of Participant Shares, subject to the terms and conditions set out in the invitation, the rules of the Share Plan and any ancillary documentation required.
Rights attaching to Participant Shares	All issued, transferred or allotted under the Share Plan will rank <i>pari passu</i> in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Participant Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Participant Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Participant Shares. A Participant may exercise any voting rights attaching to Participant Shares.
Disposal restrictions on Participant Shares	The Board may, at its discretion, impose restrictions on dealing in respect of any Participant Shares allocated under the Share Plan and may implement any procedure it considers appropriate to enforce such restrictions including to allow for the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) to apply.

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	A Participant may, in Special Circumstances (including in the case of death or total or permanent disability of the Participant), request, in writing to the Board, to remove any restrictions on dealing, which the Board may accept or decline the request in its sole and absolute discretion.
General Restrictions on the Transfer of Participant Shares	Where required to enable Participant Shares issued to be freely tradeable on the ASX, the Company will use reasonable endeavours to issue a Cleansing Notice under Section 708A(5) of the Corporations Act, if eligible, or a cleansing prospectus under section 708A(11) of the Corporations Act, at the time Participant Shares are issued.
Change of Control	Notwithstanding any other provisions of the Rules, if a Change of Control Event occurs, or the Board determines such event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Plan Securities will be dealt with including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
Restrictions on amendments to the Share Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Share Plan rules. No amendment may be made which would affect adversely any of the subsisting rights of a Participant except either with his consent in writing or with the consent of the majority of Participants affected by the amendment or addition.
Termination of Salary Sacrifice Contributions	A Participant may, in writing to the Board, request to terminate a prior Salary Sacrifice arrangement and their participation in the Share Plan at any time. Subject to applicable law, with effect from the time the Board receives a termination notice the salary sacrifice arrangement will be terminated and no further salary sacrifice contributions for Participant Share will be made in respect of the Participant and no Participant Shares will be granted, issued, transferred or allocated to the Participant in consideration for any salary sacrifice contributions made under the Share Plan that have not at the time of receipt of the termination notice been used for or applied been used for or applied to the grant of Participant Shares and will be repaid to the Participant with any interest.
Termination of Share Plan	The Share Plan terminates and is to be wound up (as provided below) on the occurrence of any of the following events: (a) if an order is made or an effective resolution is passed for the winding up of the Company other than for the purpose of amalgamation or reconstruction; or (b) if the Board determines that the Share Plan is to be wound up.
Income Tax Assessment act	The Share Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Maximum number of Securities	The Company will not make an invitation under the Share Plan which involves monetary consideration if the number of Share Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Share Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).

<p>Amendment of Plan</p>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Share Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Share Plan and determine that any amendments to the Share Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Share Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
<p>Plan duration</p>	<p>The Share Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Share Plan for a fixed period or indefinitely and may end any suspension. If the Share Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<p>Income Tax Assessment Act</p>	<p>The Share Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>

SCHEDULE 4 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

For the purposes of this summary, any reference to the term "exercise" in relation to Performance Rights shall be read and construed as "converts".

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time, with the Board retaining discretion to determine, at any time, that the person ceases to be an Eligible Participant, which may impact the treatment of any vested or unvested Securities in accordance with the Plan.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options and Performance Rights (Securities).
Maximum number of Convertible Securities	<p>The Company will ensure that any invitations under the Plan which are made within Australia and involve monetary consideration comply with the Corporations Act (as modified by any applicable ASIC instruments).</p> <p>The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(a)), following Shareholder approval, is 57,791,879 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

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Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on exercise of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total and permanent disability of the holder) with the consent of the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Convertible Securities.
Listing of Convertible Securities	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities</p>

	<p>(if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S=O*\frac{(MVS-EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise, unless otherwise specified in an invitation.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities 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;</p> <p>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy (as set out on the Company's website)</p>
Rights attaching to Shares on exercise	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
Change of control	<p>Subject at all times to the Listing Rules, if a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's</p>

	issued capital), 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 holder's Convertible Securities 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. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.



Proxy Voting Form

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

Minbos Resources Limited | ABN 93 141 175 493

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 27 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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IN PERSON:

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