



ALTAIR MINERALS LIMITED
ACN 149 026 308

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 19 June 2026

Time of Meeting:
11:00am (AEST)

Location:
Virtual meeting

The business of the Meeting affects your shareholding and your vote is important. This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

ALTAIR MINERALS LIMITED

ACN 149 026 308

Registered office: Level 21, 459 Collins Street, Melbourne Victoria 3000

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of shareholders of Altair Minerals Limited (the “Company”) will be held as a virtual meeting on Friday, 19 June 2026 at 11:00am (AEST) (“General Meeting” or “Meeting”).

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 7:00pm on Wednesday 17 June 2026.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the Meeting.

The virtual meeting can be attended using the following details:

When: Friday, 19 June 2026 at 11:00am (AEST)

Topic: Altair Minerals Limited: General Meeting

Register in advance for the virtual meeting:

https://us06web.zoom.us/webinar/register/WN_uuCyXP6tRjWtHP4uLbrYRQ

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to admin@altairminerals.com.au. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the Meeting should monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: ALR) and on its website at www.altairminerals.com.au.

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AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification of prior issue of Shares pursuant to Tranche 1 of the April Placement – ASX Listing Rule 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 1,000,000 Shares to Endeavour Mining Plc, at \$0.043 per Share, on the terms and conditions set out in the Explanatory Statement.”

Resolution 2: Ratification of prior issue of Shares pursuant to Tranche 1 of the April Placement – ASX Listing Rule 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 397,000,000 Shares to Endeavour Mining Plc, at \$0.043 per Share, on the terms and conditions set out in the Explanatory Statement.”

Resolution 3: Approval to Issue Shares pursuant to Tranche 2 of the April Placement

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 258,264,364 Shares to Endeavour Mining Plc (or its nominees) at \$0.043 per Share, on the terms and conditions set out in the Explanatory Statement.”

Resolution 4: Approval of Employee Securities Incentive Plan

To consider and, if thought fit, pass 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 adopt an employee incentive scheme titled ‘Employee Securities Incentive Plan’ and for the issue of a maximum of 150,000,000 securities under the Plan, on the terms and conditions set out in the Explanatory Statement.”

Resolution 5: Approval to increase the Company's Non-Executive Directors' Fee Pool

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

“That, for the purposes of Listing Rule 10.17, Article 13.8 of the Constitution and for all other purposes, Shareholders approve an increase in the total aggregate amount of fees payable to the non-executive Directors from \$250,000 per annum to \$500,000 per annum, effective from the conclusion of the Meeting and in accordance with the terms and conditions set out in the Explanatory Statement.”

Resolution 6: Ratification of prior issue of Shares under the November Placement – ASX Listing Rule 7.1

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

“That the prior issue of 700,000,000 Shares at \$0.016 per Share to the Placement Participants, on the terms and conditions set out in the Explanatory Statement which accompanied and formed part of this Notice.”

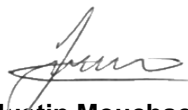
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Resolution 7: Ratification of prior issue of Shares under the November Placement – ASX Listing Rule 7.1A

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

“That the prior issue of 112,500,000 Shares at \$0.016 per Share to the Placement Participants, on the terms and conditions set out in the Explanatory Statement which accompanied and formed part of this Notice.”

By order of the Board



Justin Mouchacca
Company Secretary

Dated: 21 May 2026

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Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

3. **Proxies**

All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to 17 June 2026 at 11:00am (AEST) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly encouraged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. **Asking questions**

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to admin@altairminerals.com.au. We will attempt to address the more frequently asked questions at the Meeting.

5. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. **How the Chair will vote undirected proxies**

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

7. **Voting Exclusion Statements:**

The Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

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

- (a) Resolution 1: Endeavour Mining plc or any other person who participated in the issue or an associate of that person or those persons.
- (b) Resolution 2: Endeavour Mining plc or any other person who participated in the issue or an associate of that person or those persons.
- (c) Resolution 3: Endeavour Mining plc or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
- (d) Resolution 4: A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
- (e) Resolution 5: A director of the Company or an associate of that person or persons.
- (f) Resolution 6: The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
- (g) Resolution 7: The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolutions by:

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

8. Voting prohibition Statements

The following voting prohibition statements apply to Resolutions 4 and 5:

Resolution 4: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (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.

However, the above prohibition does not apply if:

- (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.

Resolution 5: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (iii) a member of the Key Management Personnel; or
 - (iv) 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.

However, the above prohibition does not apply if:

- (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.

9. Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

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EXPLANATORY STATEMENT

Resolutions 1 and 2: Ratification of prior issue of Shares pursuant to Tranche 1 of the April Placement

Background

On 27 April 2026, the Company announced that it had received a firm commitment from an unrelated new strategic investor, Endeavour Mining Plc (**Endeavour**) for a placement of 656,264,364 Shares at an issue price of \$0.043 per Share to raise up to an aggregate of \$28.2 million (before costs) (**April Placement**).

The April Placement was conducted in two tranches, comprising:

- (a) **Tranche 1:** an aggregate of 398,000,000 Shares which were issued on 1 May 2026 utilising the Company's existing placement capacity under ASX Listing Rule 7.1 and 7.1A (**Tranche 1**), ratification of which is sought under Resolutions 1 and 2; and
- (b) **Tranche 2:** subject to Shareholder approval sought under Resolution 3, a further 258,264,364 Shares (**Tranche 2**).

The Company engaged 62 Capital Pty Ltd (**62 Capital**) and Argonaut Securities Pty Limited (**Argonaut**) to act as joint lead managers (**Joint Lead Managers**). The Company agreed to pay the Joint Lead Managers a capital raising fee of 6% of the amount raised under the April Placement which will be settled through cash (under the same terms of the April Placement).

General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 398,000,000 Shares to Endeavour to raise up to \$17,114,000 under Tranche 1 of the April Placement.

On 1 May 2026, 1,000,000 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 397,000,000 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 24 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue or agreement to issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

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

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

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The following information is provided for Resolutions 1 and 2 in accordance with ASX Listing Rule 7.5:

- The Company issued the Shares to Endeavour, who were identified by the Joint Lead Managers.

- The Company confirms that no related parties, key management personnel, substantial holders, advisors or an associate of these persons were issued more than 1% of the issued capital of the Company.
- 398,000,000 Shares were issued, comprising 1,000,000 Shares which were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1) and 397,000,000 Shares which were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
- The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- The Shares were issued on 1 May 2026.
- The Shares were issued at \$0.043 per Share pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
- The purpose of the issue was to raise capital, which the Company intends to apply towards the expansion and acceleration of the Company's drilling and geochemical programs at Greater Oko, funding regional targeting initiatives, and providing long-term exploration optionality across its Guyanese greenstone tenements, pay costs of the offer and for working capital purposes.
- The Shares were issued under a customary placement agreement between the Company and Endeavour.
- A voting exclusion statement as set out in the Notice applies to Resolutions 1 and 2.
- The issue did not breach Listing Rule 7.1.

Resolution 3: Approval to Issue Shares pursuant to Tranche 2 of the April Placement

As set out in the background section to Resolutions 1 and 2, this Resolution seeks Shareholder approval for the issue of 258,264,364 Shares to Endeavour to raise an additional \$11,105,368 under Tranche 2 of the April Placement.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Shares under Tranche 2 of the April Placement. In addition, the issue of the Shares will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not raise the additional funds and may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Shares:

- The Company intends to issue the Shares under Tranche 2 of the April Placement to Endeavour (or its nominees), an unrelated new strategic investor.
- There are no related parties, key management personnel, substantial holders, advisors or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 3.
- The number of Shares to be issued is 258,264,364.
- The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- The 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 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- The issue price of the Shares will be \$0.043 per Share issued under Tranche 2 of the April Placement.
- Funds raised from the issue will be used to fund the activities set out in Resolutions 1 and 2.
- The Shares are being issued under a customary placement agreement between the Company and Endeavour.
- A voting exclusion statement as set out in the Notice applies to Resolution 3.

Resolution 4: Adoption of Employee Securities Incentive Plan

Resolution 4 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Securities Incentive Plan" (**Plan**) and for the issue of up to a maximum of 150,000,000 securities under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

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

A summary of Listing Rule 7.1 is set out in Resolutions 1 and 2 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.

If Resolution 4 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated 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 4 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 those securities.

Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 4:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure A;
- (b) 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.
- (c) 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 150,000,000 securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. 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.
- (d) A voting exclusion statement applies to this Resolution.
- (e) A voting prohibition statement applies to this Resolution.

Resolution 5: Approval to increase the Company's Non-Executive Directors' Fee Pool

This Resolution seeks Shareholder approval for the purposes of article 13.8 of the Constitution and Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors from \$250,000 to \$500,000.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable (**Fee Pool**) to all of its non-executive directors without the approval of holders of its ordinary securities.

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Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Article 13.8 of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting

The Board considers that the proposed increase in the Fee Pool will provide the Company with greater flexibility in providing remuneration for non-executive directors that is consistent with current market based payments. In particular, the Company expects that an increased Fee Pool will enable it to:

- (a) maintain market competitiveness by enabling future increases to be made to the remuneration of non-executive directors;
- (b) maintain a sufficient reserve in the Fee Pool in order to continue to attract new and appropriately skilled and qualified non-executive directors to the Company;
- (c) recruit high calibre non-executive directors to fill any casual vacancies which arise on the Board from time to time; and
- (d) allows the Board to increase the number of independent directors and expand the board committees as the Company continues to increase in complexity and market capitalisation.

If this Resolution is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by \$250,000 to \$500,000.

If this Resolution is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at \$250,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

Listing Rule 10.17

The following disclosures are made for the purposes of Listing Rule 10.17:

- (a) This Resolution seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by an amount of \$250,000 to \$500,000

This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to:

- (i) fairly remunerate both existing and any new non-executive directors joining the Board;
 - (i) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
 - (iii) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company. the maximum aggregate amount of directors' fees that may be paid to all of the Company's Non-Executive Directors is A\$500,000;
1. in the three years before the date of this Notice, the below securities have been issued to Non-Executive Directors with the approval of Shareholders under Listing Rule 10.11 or 10.14:

Name of Non-Executive Directors	Number of Securities issued	Issue date	Purpose of issue
Mordechai Benedikt	6,250,000 Fully paid ordinary shares	14/10/2025	Issue of shares pursuant to a placement as approved at General Meeting of Shareholders held on 6 October 2025.
	83,333,333 Fully paid ordinary shares 41,666,667 Unquoted options exercisable at \$0.003 (0.3 cents) on or before 16 May 2027	16/05/2024	Participation in a placement as approved by shareholders at the 10 May 2024 general meeting.
Bilal Ahmad	37,500,000 Fully paid ordinary shares	14/10/2025	Issue of shares pursuant to a placement as approved at General Meeting of Shareholders held on 6 October 2025.
Jamie Larmont	6,250,000 Fully paid ordinary shares	14/10/2025	Issue of shares pursuant to a placement as approved at General Meeting of Shareholders held on 6 October 2025.

2. a voting exclusion statement is included in the Notice.
3. A voting prohibition statement applies to this Resolution.

Board Recommendation

Given the interest of the Non-Executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolutions 6 and 7: Ratification of prior issue of Shares under the November Placement

On 10 November 2025, the Company announced that it had received commitments from unrelated new strategic investors (**Placement Participants**) for a placement of 812,500,000 Shares at an issue price of \$0.016 per Share to raise up to \$13,000,000 (before costs) (**November Placement**).

On 14 November 2025, 700,000,000 Shares were issued utilising the Company's existing placement capacity under ASX Listing Rule 7.1 (ratification of which is sought under Resolution 6). and 112,500,000 Shares were issued utilising the Company's existing placement capacity under ASX Listing Rule 7.1A (ratification of which is sought under Resolution 7).

The Company engaged the Joint Lead Managers to act as joint lead manager to the November Placement pursuant to which the Company agreed to pay the Joint Lead Managers a capital raising fee of 6% of the amount raised under the November Placement which can be settled through cash or shares (under the same terms of the November Placement).

Resolutions 6 and 7 seek shareholder approval to ratify the prior issue of an aggregate of 812,500,000 Shares to the Placement Participants.

ASX Listing Rules

A summary of Listing Rule 7.1 is set out in Resolutions 1 and 2, above.

A summary of Listing Rule 7.4 is set out in Resolutions 1 and 2 above.

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

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The following information is provided for Resolutions 6 and 7 in accordance with ASX Listing Rule 7.5:

- The Placement Participants, comprising professional and sophisticated investors who were identified through a bookbuild process, which involved 62 Capital and Argonaut seeking expressions of interest to participate in the capital raising from non-related parties of the Company
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who were issued more than 1% of the issued capital of the Company through this issue.
- An aggregate of 812,500,000 Shares were issued comprising 700,000,000 Shares pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 6) and 112,500,000 Shares which were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 7);
- The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- The Shares were issued on 14 November 2025.
- The issue price was \$0.016 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
- Funds raised from the issue of Shares the subject of these Resolutions were applied towards funding the Geochemical and geophysical programs at the Greater Oko Project, Phase I diamond drilling at North Peters (3,000m) and South Oko (12,000m), permanent camp construction, working capital and other associated costs.
- A voting exclusion statement as set out in the Notice applies to Resolutions 6 and 7.
- The issue did not breach Listing Rule 7.1.

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GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time;

“**April Placement**” has the meaning given in Resolution 1 of the Notice;

“**Argonaut**” means Argonaut Securities Pty Limited;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chairman** shall have a corresponding meaning;

“**Company**” means Altair Minerals Limited ABN 72 149 026 308;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Joint Lead Managers**” means 62 Capital Pty Ltd (**62 Capital**) and Argonaut Limited (**Argonaut**).

“**Listing Rules**” means the Listing Rules of the ASX and **ASX Listing Rules** shall have a corresponding meaning;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**November Placement**” has the meaning given in Resolution 6 of the Notice;

“**Option**” means an option which, subject to its terms, could be exercised into a Share;

“**Plan**” has the meaning given in Resolution 4 of the Notice;

“**Placement Participants**” has the meaning given in Resolution 6;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Tranche 1**” has the meaning given in Resolution 1 of the Notice;

“**Tranche 2**” has the meaning given in Resolution 1 of the Notice; and

“**62 Capital**” means 62 Capital Pty Ltd.

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ANNEXURE A

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

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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.
Purpose	The purpose of the Plan is to: <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 securities.
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	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) Options and Performance Rights provided under the 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. 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.
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.
Rights attaching to securities	Prior to an Option or Performance Right being exercised, the holder: <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject 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).
Vesting of convertible securities	Any vesting conditions applicable to the Options or Performance Rights 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 securities have vested. Unless and until the vesting notice is issued by the Company, the securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option or Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.

<p>Exercise of convertible securities and cashless exercise</p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise 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 Option or Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Options may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>An Option or a Performance Right 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>
<p>Timing of issue of Shares and quotation of Shares on exercise</p>	<p>As soon as practicable after the valid exercise of an Option or a Performance Right 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 securities held by that Participant.</p>
<p>Restrictions on dealing with securities</p>	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option or a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option or a Performance Right that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with convertible securities granted to them under the Plan with the consent of the Board.</p>
<p>Listing of convertible securities</p>	<p>An Option or a Performance Right 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 an Option granted under the Plan on the ASX or any other recognised exchange.</p>
<p>Forfeiture of convertible securities</p>	<p>Options and Performance Rights will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) where a Participant who holds Options or Performance Rights ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested convertible securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (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 Options or Performance Rights.
<p>Change of control</p>	<p>If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options or Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.</p>

Adjustment of convertible securities	<p>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 Options or Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>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 holder of Options or Performance Rights is entitled, upon exercise of those 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 Options or Performance Rights are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Options or Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Rights attaching to Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of an Option or a Performance Right, will rank equally 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 Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option or a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.</p>
Disposal restrictions on Shares	<p>If the invitation provides that any Shares issued upon the valid exercise of an Option or a Performance Right 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>For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <ul style="list-style-type: none"> (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Shares	<p>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 an Option or a Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are 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. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Shares issued to a holder upon exercise of an Option or a Performance Right shall be subject to the terms of the Company's Securities Trading Policy.</p>
Buy-Back	<p>Subject to applicable law, the Company may at any time buy-back Options or Performance Rights and Shares issued upon exercise of Options or Performance Rights in accordance with the terms of the Plan.</p>
Employee Share Trust	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.</p>

<p>Maximum number of securities</p>	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options or Performance Rights 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 Plan during the 3 year period ending on the day of the invitation, will exceed 150,000,000 securities (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 4.</p>
<p>Amendment of Plan</p>	<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>
<p>Plan duration</p>	<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>
<p>Income Tax Assessment Act</p>	<p>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.</p>

Your proxy voting instruction must be received by **11:00am (AEST) on Wednesday, 17 June 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://portal.automic.com.au/investor/home> 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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

