ORANGE MINERALS NL

ACN 650 435 895

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	11am WST
DATE:	Wednesday, 22 July 2026
PLACE:	Level 2 7 Havelock St West Perth WA

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

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

Should you wish to discuss any matter please do not hesitate to contact the Company on +61 8 6102 2039.

ORANGE MINERALS NL

ACN 650 435 895

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Orange Minerals NL (**Company**) will be held at Level 2, 7 Havelock Street, West Perth Western Australia on Wednesday, 22 July 2026 at 11am (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 20 July 2026 at 5pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 13.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF DECEMBER PLACEMENT

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 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 6,628,889 Shares to the December Placement Participants on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the December Placement Participants or any associates of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – APPROVAL TO GRANT PLACEMENT OPTIONS TO DECEMBER PLACEMENT PARTICIPANTS

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 7.1 and for all other purposes, Shareholders approve and authorise the grant of 3,314,445 Placement Options to the December Placement Participants on

the basis of one (1) free attaching Placement Option for every two (2) Shares subscribed for in the December Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the December Placement Participants and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – RATIFICATION OF APRIL PLACEMENT

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 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 21,000,000 Partly Paid Shares to the April Placement Participants on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the April Placement Participants or any associates of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – APPROVAL TO GRANT PLACEMENT OPTIONS TO APRIL PLACEMENT PARTICIPANTS

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 7.1 and for all other purposes, Shareholders approve and authorise the grant of 10,500,000 Placement Options to the April Placement Participants on the basis of one (1) free attaching Placement Option for every two (2) Partly Paid Shares subscribed for in the April Placement on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the April Placement Participants and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – APPROVAL FOR JOHNATHON BUSING TO PARTICIPATE IN APRIL PLACEMENT

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 10.11 and for all other purposes, Shareholders approve and authorise Johnathon Busing (or his nominees) to participate in the April Placement for 1,000,000 Partly Paid Shares together with 500,000 free attaching Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Johnathon Busing and his nominees and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 6 – APPROVAL FOR NADIA AZIZ TO PARTICIPATE IN APRIL PLACEMENT

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 10.11 and for all other purposes, Shareholders approve and authorise Nadia Aziz (or her nominees) to participate in the April Placement for 10,000,000 Partly

Paid Shares together with 5,000,000 free attaching Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Nadia Aziz and her nominees and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

 (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – APPROVAL FOR CHRISTOPHER MICHAEL TO PARTICIPATE IN APRIL PLACEMENT

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 10.11 and for all other purposes, Shareholders approve and authorise Christopher Michael (or his nominees) to participate in the April Placement for 500,000 Partly Paid Shares together with 250,000 free attaching Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Christopher Michael and his nominees and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

 (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 8 – APPROVAL FOR ST BARNABAS TO PARTICIPATE IN APRIL PLACEMENT

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 10.11 and for all other purposes, Shareholders approve and authorise St Barnabas (or its nominees) to participate in the April Placement for 1,000,000 Partly Paid Shares together with 500,000 free attaching Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of St Barnabas and its nominees and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

 (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO SAVANNAH MINING

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 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 4,950,067 Shares to Savannah Mining (or its nominees) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Savannah Mining and its nominees and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

 (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO REDLAND PLAINS

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 7.1 and for all other purposes, Shareholders approve and authorise the issue of 277,778 Shares to Redland Plains (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Redland Plains and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO REPUBLIC IR

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 7.1 and for all other purposes, Shareholders approve and authorise the issue of 278,833 Shares to Republic IR (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Republic IR and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 12 – APPROVAL TO GRANT BROKER OPTIONS

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 7.1 and for all other purposes, Shareholders approve and authorise the grant of 2,000,000 Placement Options to the Participating Brokers (or their nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Participating Brokers and their nominees or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Dated: 22 June 2026

By order of the Board

Johnathon Busing
Non-Executive Director and Company Secretary

ORANGE MINERALS NL

ACN 650 435 895

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 7 Havelock Street, West Perth Western Australia on Wednesday, 22 July 2026 at 11am (WST).

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

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

2. ACTION TO BE TAKEN BY SHAREHOLDERS

2.1 Voting in person

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

2.2 Voting by proxy

<u>General</u>

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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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 changes to the Corporations Act made in 2011 mean 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 6102 2039.

3. BACKGROUND TO PLACEMENTS

3.1 December Placement

On 3 December 2025, the Company announced it had received commitments for a placement of 35,400,000 Shares at $0.09 per Share together with free attaching Placement Options (each exercisable at $0.20 and expiring on 29 September 2028) on the basis of 1 Placement Option for every 2 Shares subscribed for, subject to Shareholder approval (**December Placement**). The December Placement included commitments from Directors to subscribe 12,111,111 Shares and 6,055,555 Placement Options on the same terms as non-related investors under the Placement and subject to Shareholder approval.

The December Placement was expected to complete progressively, with the first tranche to Australian investors to be completed in December 2025 and a second tranche to Ghanaian investors to be completed in Q1 2026.

The first tranche of the December Placement was completed on 23 December 2025 via the issue of 6,628,889 Shares to the December Placement Participants raising $596,600 (before costs). The Shares were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1.

As announced by the Company on 30 April 2026, due to prevailing market conditions and delays in receiving outstanding funds, the Company cancelled all outstanding tranches of the December Placement.

Funds raised from the December Placement were used primarily on exploration activities in Australia, including diamond drilling and related activities at the Lennon's Find Project, together with ongoing regulatory and administrative activities in Ghana to progress the Tepa Gold Project licence applications, and for general working capital purposes.

There was no lead manager or lead broker to the December Placement. A 6% fee was paid to eligible AFSL holders who participated in the December Placement.

3.2 April Placement

On 30 April 2026, the Company announced it had received commitments for a placement of 33,500,000 Partly Paid Shares, at an issue price of $0.05 with an initial unpaid amount of $0.05 per Partly Paid Share, together with free attaching Placement Options (each exercisable at $0.20 and expiring on 29 September 2028) on the basis of 1 Placement Option for every 2 Partly Paid Shares subscribed for, subject to Shareholder approval (**April Placement**).

The April Placement included commitments from related parties to subscribe for a total of 12,500,000 Partly Paid Shares and 6,250,000 Placement Options on the same terms as non-related investors under the April Placement and subject to Shareholder approval.

The first tranche of the April Placement was completed on 2 June 2026 via the issue of 21,000,000 Partly Paid Shares to the April Placement Participants, raising $1.05 million (before costs). The Partly Paid Shares were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1.

Funds raised from the April Placement have been or will be used on exploration and related activities in Australia and Ghana, including further drilling at the Lennon's Find Project and geophysical, geochemical and targeting activities at the Tepa Gold Project, and for general working capital.

There was no lead manager or lead broker to the April Placement. A 6% fee was paid to eligible AFSL holders who participated in the April Placement, together with a total of 2,000,000 Placement Options as additional fees for brokerage services provided.

4. RESOLUTION 1 – RATIFICATION OF DECEMBER PLACEMENT

4.1 Background

Background to the December Placement is set out in Section 3.1.

Resolution 1 seeks Shareholder ratification of the issue of 6,628,889 Shares issued under the December Placement pursuant to Listing Rule 7.4.

4.2 Listing Rule 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The proposed issue does not fall within any of these exceptions and therefore requires approval of shareholders under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made pursuant to Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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, Resolution 1 seeks Shareholder ratification of the issue of 6,628,889 Shares (which were issued pursuant to the Company's 15% capacity under Listing Rule 7.1) under and for the purposes of Listing Rule 7.4.

4.3 Information required by Listing Rule 14.1A

If Resolution 1 is passed, the prior issue of Shares to the December Placement Participants will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 1 is not passed, the prior issue of Shares to the December Placement Participants will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

Resolution 1 is an ordinary resolution.

4.4 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

(a) 6,628,889 Shares were issued on 23 December 2025.

(b) The Shares were issued to the December Placement Participants, none of whom is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or any associates of those persons who received more than 1% of the Company's issued capital. Accordingly, none of the December Placement Participants are material investors for the purposes of ASX guidance note 21 paragraph 7.2.

(c) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Shares were issued at $0.09 each.

(e) The issue raised $596,600 (before costs). The funds raised from the Placement have or will be used for the purposes set out in Section 3.1.

(f) The Shares were not issued pursuant to an agreement.

(g) A voting exclusion statement is included in the Notice.

5. RESOLUTION 2 – APPROVAL TO GRANT PLACEMENT OPTIONS TO DECEMBER PLACEMENT PARTICIPANTS

5.1 Background

Background to the December Placement is set out in Section 3.1.

Resolution 2 seeks Shareholder approval to grant 3,314,445 Placement Options to the December Placement Participants, as free attaching Options on the basis of one (1) Placement Option for every two (2) Shares subscribed for under the December Placement, pursuant to Listing Rule 7.1.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

5.3 Information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the grant of 3,314,445 Placement Options to the December Placement Participants as free attaching Options under the December Placement. In addition, the grant of the Placement Options 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.

If Resolution 2 is not passed, then the Company will not be able to proceed with the grant of the Placement Options to the December Placement Participants.

Resolution 2 is an ordinary resolution.

5.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(a) The maximum number of securities the Company may issue under Resolution 2 is 3,314,445 Placement Options.

(b) The Placement Options will be granted to the December Placement Participants, none of whom is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or any associates of those persons who received more than 1% of the Company's issued capital under the December Placement. Accordingly, none of the December Placement Participants are material investors for the purposes of ASX guidance note 21 paragraph 7.2.

(c) The Placement Options are each exercisable at $0.20 on or before 29 September 2028. Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(d) The Placement Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(e) The Placement Options will be granted as free attaching Options on the basis of 1 Placement Option for every 2 Shares subscribed for in the December Placement. Accordingly, no funds will be raised from the grant of the Placement Options.

(f) The Placement Options will not be granted pursuant to an agreement.

(g) The Placement Options are not being issued under, or to fund, a reverse takeover.

(h) A voting exclusion statement is included in the Notice.

6. RESOLUTION 3 – RATIFICATION OF APRIL PLACEMENT

6.1 Background

Background to the April Placement is set out in Section 3.2.

Resolution 3 seeks Shareholder ratification of the issue of 21,000,000 Partly Paid Shares issued under the April Placement pursuant to Listing Rule 7.4.

6.2 Listing Rule 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 4.2.

6.3 Information required by Listing Rule 14.1A

If Resolution 3 is passed, the prior issue of Partly Paid Shares to the April Placement Participants will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Partly Paid Shares.

If Resolution 3 is not passed, the prior issue of Partly Paid Shares to the April Placement Participants will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Partly Paid Shares.

Resolution 3 is an ordinary resolution.

6.4 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

(a) 21,000,000 Partly Paid Shares were issued on 2 June 2026.

(b) The Partly Paid Shares were issued to the April Placement Participants, none of whom is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or any associates of those persons who received more than 1% of the Company's issued capital. Accordingly, none of the April Placement Participants are material investors for the purposes of ASX guidance note 21 paragraph 7.2.

(c) The Partly Paid Shares were issued at an issue price of $0.05, with an initial unpaid amount of $0.05 on the following key terms:

   (i) The Partly Paid Shares will be unquoted securities until such time that they are paid in full.

   (ii) Shares issued upon the Partly Paid Shares being fully paid will rank equally in all respects with existing fully paid ordinary shares in the capital of the Company on issue.

(iii) The Company must provide at least 20 business days' notice to Partly Paid Shareholders of any call of unpaid amounts, provided that no calls will be made within 12 months of issue.

(iv) Partly Paid Shares must be paid in full within 5 years of the date of issue.

(v) Partly Paid Shareholders do not have a contractual obligation to pay calls in respect of the unpaid amount on their Partly Paid Shares, however, the Partly Paid Shares the subject of a call will be liable to forfeiture if a call remains unpaid at the end of 14 business days after it became payable. Forfeited Partly Paid Shares may then be sold by the Company by public auction in accordance with the Corporations Act.

(vi) Each PPS carries the right:

- to participate in new issues of securities to holders of fully paid shares (except bonus issues) on the same basis as holders of fully paid ordinary shares;
- to participate in bonus issues of securities in the proportion which the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited);
- to vote in the proportion which the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited); and
- to participate in dividends on the same basis as holders of fully paid ordinary shares.

Full terms and conditions of the Partly Paid Shares are set out in the Company's prospectus dated 2 June 2026.

(d) The issue raised $1.05 million (before costs). The funds raised from the April Placement have or will be used for the purposes set out in Section 3.2.

(e) The Shares were not issued pursuant to an agreement.

(f) A voting exclusion statement is included in the Notice.

7. RESOLUTION 4 – APPROVAL TO GRANT PLACEMENT OPTIONS TO APRIL PLACEMENT PARTICIPANTS

7.1 Background

Background to the April Placement is set out in Section 3.2.

Resolution 4 seeks Shareholder approval to grant 10,500,000 Placement Options to the April Placement Participants, as free attaching Options on the basis of one (1) Placement Option for every two (2) Partly Paid Shares subscribed for under the April Placement, pursuant to Listing Rule 7.1.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

7.3 Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the grant of 10,500,000 Placement Options to the April Placement Participants as free attaching Options under the April Placement. In addition, the grant of the Placement Options 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.

If Resolution 4 is not passed, then the Company will not be able to proceed with the grant of the Placement Options to the April Placement Participants.

Resolution 4 is an ordinary resolution.

7.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(a) The maximum number of securities the Company may issue under Resolution 4 is 10,500,000 Placement Options.

(b) The Placement Options will be granted to the April Placement Participants, none of whom is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or any associates of those persons who received more than 1% of the Company's issued capital under the April Placement. Accordingly, none of the April Placement Participants are material investors there for the purposes of ASX guidance note 21 paragraph 7.2.

(c) The Placement Options are each exercisable at $0.20 on or before 29 September 2028. Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(d) The Placement Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(e) The Placement Options will be granted as free attaching Options on the basis of 1 Placement Option for every 2 Partly Paid Shares subscribed for in the April Placement. Accordingly, no funds will be raised from the grant of the Placement Options.

(f) The Placement Options will not be granted pursuant to an agreement.

(g) The Placement Options are not being issued under, or to fund, a reverse takeover.

(h) A voting exclusion statement is included in the Notice.

8. RESOLUTIONS 5 TO 8 – APPROVAL FOR RELATED PARTIES TO PARTICIPATE IN APRIL PLACEMENT

8.1 Background

Resolutions 5 to 8 seek Shareholder approval for related parties to participate in the April Placement for a total of 12,500,000 Partly Paid Shares and 6,250,000 free attaching Placement Options as follows:

(a) 1,000,000 Partly Paid Shares and 500,000 Placement Options to Non-Executive Director Johnathon Busing (or his nominees) pursuant to Resolution 5;

(b) 10,000,000 Partly Paid Shares and 5,000,000 Placement Options to Non-Executive Director Nadia Aziz (or her nominees) pursuant to Resolution 6;

(c) 500,000 Partly Paid Shares and 250,000 Placement Options to Managing Director Christopher Michael (or his nominees) pursuant to Resolution 7; and

(d) 1,000,000 Partly Paid Shares and 500,000 Placement Options to St Barnabas Pty Ltd (**St Barnabas**), an entity controlled by the father of Christopher Michael, pursuant to Resolution 8.

The above related parties are herein referred to as the **Related Parties**.

Should Resolutions 5 to 8 be passed, the Company will receive a further $625,000 (before costs) from the issue of Partly Paid Shares and Placement Options to the Related Parties, which will be aggregated with and used for the same purposes as under the April Placement (refer to Section 3.2 for further details).

8.2 Chapter 2E of the Corporations Act

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 of the Partly Paid Shares and Placement Options to the Related Parties (or their nominees) constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of each being a Director of the Company, or in the case of St Barnabas being an entity controlled by the father of a Director of the Company. However, the Company considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of the Partly Paid Shares and Placement Options because they are being issued on the same terms as under the April Placement to non-related parties and, as such, the giving of the financial benefit is on arm's length terms.

8.3 Directors' Recommendation

Certain Directors have a material personal interest in the outcome of Resolutions 5 to 8 on the basis that such Directors (or their respective nominees or relatives) would be permitted to participate in the April Placement should those Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 5 to 8.

8.4 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:

- a related party;
- a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (30%+) holder in the company;

- a person who is, or was at any time in the six months prior to 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 the right or expectation to do so;
- an associate of a person referred to in paragraphs (a) to (c) above; or
- 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 proposed issue of the Partly Paid Shares and Placement Options 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.

Resolutions 5 to 8 seek the required Shareholder approval for the issue of the Partly Paid Shares and Placement Options to the Related Parties under and for the purposes of Listing Rule 10.11.

8.5 Technical information required by Listing Rule 14.1A

If each of Resolutions 5 to 8 are passed, the Company will be able to proceed with the issue of a total of 12,500,000 Partly Paid Shares and 6,250,000 Placement Options to the Related Parties 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 of Partly Paid Shares and Placement Options (because approval is being obtained under Listing Rule 10.11), the issue of Partly Paid Shares and Placement Options will not use up any of the Company's 15% annual placement capacity.

If any of Resolutions 5 to 8 are not passed, the Company will not be able to proceed with the issue of Partly Paid Shares and Placement Options to the Related Parties and the additional $625,000 (before costs) that would have been raised under such issue will not be raised.

Resolutions 5 to 8 seek approval for individual issues and are not dependent on one another.

8.6 Information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

(a) The Partly Paid Shares and Placement Options will be issued to the Related Parties (or their nominee(s)), who fall within the category set out in Listing Rule 10.11.1 as the Related Parties are related parties of the Company by virtue of each being a Director, or in the case of St Barnabas being an entity controlled by the father of a Director of the Company.

(b) The Partly Paid Shares and Placement Options will be issued to the Related Parties (or their nominees) in the proportions set out in Section 8.1.

(c) The maximum number of securities to be issued pursuant to Resolutions 5 to 8 is an aggregate of 12,500,000 Partly Paid Shares and 6,250,000 free attaching Placement Options.

(d) The Partly Paid Shares will be issued at an issue price of $0.05, with an initial unpaid amount of $0.05. The Partly Paid Shares will be issued on the same terms as Partly Paid Shares issued to non-related investors and summarised in Section 6.4(c) above.

(e) Funds raised from the issue of Partly Paid Shares will be aggregated with and used for the same purposes as the Placement, as further detailed in Section 3.2.

(f) The Placement Options will be granted as free attaching Options on the basis of 1 Placement Option for every 2 Partly Paid Shares issued. Accordingly, no funds will be raised from the grant of the Placement Options.

(g) The Placement Options are each exercisable at $0.20 on or before 29 September 2028. Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(h) The Partly Paid Shares and Placement Options will be issued no later than 1 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) and it is intended that issue of the Partly Paid Shares and Placement Options will occur on the same date.

(i) The purpose of the issue of the Partly Paid Shares and Placement Options is to allow the Related Parties to participate in the April Placement and have the additional funds raised put towards activities set out in Section 3.2.

(j) The proposed issue of Partly Paid Shares and Placement Options are not intended to remunerate or incentivise the Related Parties.

(k) The relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options	Performance Rights
Johnathon Busing[1]	2,543,518	333,333[2]	1,000,000[3]
Nadia Aziz	4,786,666	4,286,666[2]	2,000,000[3]
Christopher Michael[4]	5,416,668	800,000[2]	4,000,000[3]
St Barnabas	20,770,000	-	-

Notes:

1. Indirectly held by Bunning Nominees Pty Ltd <Bunning Super Fund A/C>.
2. Unlisted options exercisable at $0.09 on or before 15 July 2027.
3. Performance rights subject to various vesting criteria and/or performance milestones which convert into Shares on a 1:1 basis if achieved and exercised (if applicable) by the applicable expiry date.
4. Indirectly held by Kings Park Investments (WA) Pty Ltd <Vista Family A/C>.

(l) If Resolutions 5 to 8 are approved by Shareholders, the relevant interests of the Related Parties in the securities of the Company on completion of the issue of the Director Placement Securities will be as follows:

Related Party	Shares[1]	Options[2]	Performance Rights[3]
Johnathon Busing	3,543,518	833,333	1,000,000
Nadia Aziz	14,786,666	9,286,666	2,000,000
Christopher Michael	5,916,668	1,050,000	4,000,000
St Barnabas	21,770,000	500,000	-

Notes:

1. Comprising the Shares set out in the table in Section 8.6(k) plus the Partly Paid Shares set out in Section 8.1.
2. Comprising the unlisted Options set out in the table in Section 8.6(k) plus the Placement Options set out in Section 8.1.
3. Performance rights remain unchanged from table in Section 8.6(k).

(m) The Partly Paid Shares and Placement Options are not being issued under an agreement.

(n) Voting exclusion statements are included in the Notice.

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO SAVANNAH MINING

9.1 Background

On 24 July 2025, the Company announced completion of the Tepa Project acquisition under the binding agreement entered into with Savannah Mining Ghana Limited (**Savannah Mining**). Refer to the Company's Announcements dated 9 April 2025 and 24 July 2025, together with the Company's Notice of General Meeting dated 30 May 2025, for further details in relation to the transaction.

The Company has since been progressing the regulatory transfer processes in respect of the Tepa Project, with assistance from its in-country team together with Savannah Mining. To assist finalisation of these matters, Savannah Mining has incurred costs of GHS1,490,400 and USD191,040, which total $445,506 at the GHS:AUD and USD:AUD exchange rates on 5 June 2026, relating to fees for assignment of the Tepa Project prospecting licences and annual mineral rights fees, which are reimbursable by the Company. As announced on 10 April 2026, ministerial consent has now been received under the Minerals and Mining Act, 2006 (Act 703) for the assignment of the Tepa Project prospecting licences to the Company following a recommendation by the Minerals Commission.

The Company is proposing, subject to Shareholder approval, to repay the above amounts owing to Savannah Mining via the issue of Shares at a deemed issue price of $0.09 per Share (being the same price as Shares issued under the December Placement). Accordingly, Resolution 9 seeks Shareholder approval to issue a total of 4,950,067 Shares to Savannah Mining (or its nominees) by way of reimbursement of the above costs.

9.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is provided in Section 8.4.

Savannah Mining is a related party of the Company by virtue of being an entity controlled by the spouse of Director Mrs Aziz. Savannah Mining is also a substantial shareholder of the Company, holding 18,000,000 Shares (representing 10.12% of Shares on issue), together with 18,000,000 unlisted Options (exercisable at $0.20 and expiring on 29 September 2028) and 30,000,000 Performance Shares.

The issue of Shares to Savannah Mining (or its nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. The issue therefore requires Shareholder approval pursuant to Listing Rule 10.11.

Resolution 9 seeks the Shareholder approval to issue Shares to Savannah Mining (or its nominees) under and for the purposes of Listing Rule 10.11. If Resolution 9 is passed, the Company will issue up to 4,950,067 Shares to Savannah Mining (or its nominees). If Resolution 9 is not passed, the Company will not issue such Shares to Savannah Mining (or its nominees) and will be required to reimburse $445,506 to Savannah Mining in cash.

Resolution 9 is an ordinary resolution.

9.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is provided in Section 8.2.

The issue of Shares to Savannah Mining (or its nominees) constitutes giving a financial benefit and Savannah Mining (or its nominees) is a related party of the Company by virtue of each being an entity controlled by the spouse of Director, Mrs Nadia Aziz. However, the Company considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of the Shares because they are being issued on arm's length terms, including with the deemed issue price per Share being the same as Shares issued under the recent Placement.

9.4 Directors' Recommendation

Director, Mrs Nadia Aziz, may have a personal interest in the outcome of Resolution 9 on the basis that an entity controlled by her spouse will receive the proposed financial benefit. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolution 9.

9.5 Information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

(a) The maximum number of securities to be issued under Resolution 9 is 4,950,067 Shares.

(b) The Shares will be issued to Savannah Mining (or its nominees) who falls within the category set out in Listing Rule 10.11.1 by virtue of being an entity controlled by the spouse of Director, Mrs Nadia Aziz.

(c) The Shares will be issued at a deemed issue price of $0.09 each.

(d) The Shares are being issued to reimburse payments totalling $445,506 incurred by Savannah Mining. Accordingly, no additional funds will be raised from the issue of Shares.

(e) The Shares to be issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(f) The Shares may be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(g) The relevant interests of Savannah Mining in securities of the Company as at the date of this Notice and post the issue of Shares pursuant to Resolution 9 is as follows:

	Shares	Options	Performance Rights
Current	18,000,000	18,000,000[1]	30,000,000[2]
Post issue	22,950,067	18,000,000[1]	30,000,000[2]

Notes:
1. Unlisted options exercisable at $0.20 and expiring on 29 September 2028.
2. Comprising 10,000,000 Class A Performance Shares, 10,000,000 Class B Performance Shares and 10,000,000 Class C Performance Shares, which convert into Shares on a 1:1 basis upon the applicable milestone hurdles being achieved before 29 September 2028.

(h) The Shares are not being issued pursuant to an agreement.

(i) A voting exclusion statement is included in the Notice.

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO REDLAND PLAINS

10.1 Background

As announced on 7 April 2026, the Company has agreed to divest certain tenements associated with the Majestic Gold Project to Auravelle Metals Limited (**Auravelle**). In connection with that transaction, the existing net smelter royalty held by Redland Plains Pty Ltd (**Redland Plains**) over the Majestic Gold Project tenements divested was varied and assigned to Auravelle in consideration for the issue of 277,778 Shares (equal to $25,000 worth of Shares at a deemed issue price of $0.09) to Redland Plains.

Resolution 10 seeks Shareholder approval to issue 277,778 Shares to Redland Plains (or its nominees) pursuant to Listing Rule 7.1.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

10.3 Information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of 277,778 Shares to Redland Plains (or its nominees). In addition, the issue of Shares 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.

If Resolution 10 is not passed, then the Company will not be able to proceed with the issue of Shares to Redland Plains and will need to agree an alternate form of cash consideration for the variation and assignment of Redland Plains royalty.

Resolution 10 is an ordinary resolution.

10.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(a) The maximum number of securities the Company may issue under Resolution 10 is 277,778 Shares.

(b) The Shares will be issued to Redland Plains (or its nominees), who is an entity associated with the Brian Rodan Group who holds 11,678,758 Shares (or 6.57% of the Shares on issue in the Company).

(c) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Shares may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(e) The Shares will be issued in consideration for the variation and assignment of the net smelter return royalty held by Redland Plains over the Majestic Gold Project tenements divested to Auravelle. Accordingly, no funds will be raised from the issue.

(f) The Shares are being issued pursuant to an agreement with Redland Plains dated 7 April 2026, the key terms of which are summarised in Section 10.1.

(g) The Shares are not being issued under, or to fund, a reverse takeover.

(h) A voting exclusion statement is included in the Notice.

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO REPUBLIC IR

11.1 Background

The Company engaged Republic Investor Relations Pty Ltd (**Republic IR**) to provide investor relations services to the Company. Pursuant to the mandate with Republic IR, the Company pays Republic IR a retainer and consulting fees in cash on customary terms for an agreement of this nature. The Company is proposing to satisfy $16,730 owing to Republic IR via the issue of Shares at $0.06 per Share.

Resolution 11 seeks Shareholder approval to issue 278,833 Shares to Republic IR (or its nominees) pursuant to Listing Rule 7.1.

11.2 Listing Rule 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in Section 4.2.

11.3 Information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to proceed with the issue of 278,833 Shares to Republic IR (or its nominees). In addition, the issue of Shares 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.

If Resolution 11 is not passed, then the Company will not be able to proceed with the issue of Shares to Republic IR and will pay the $16,730 in fees owing in cash.

Resolution 11 is an ordinary resolution.

11.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(a) The maximum number of securities the Company may issue under Resolution 11 is 278,833 Shares.

(b) The Shares will be issued to Republic IR (or its nominees), who is an investor relations consultant of the Company.

(c) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Shares may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(e) The Shares will be issued to satisfy $16,730 in fees owing by the Company to Republic IR for investor relations services provided to the Company. Accordingly, no funds will be raised from the issue.

(f) The Shares are not being issued pursuant to an agreement. The key terms of the agreement between the Company and Republic IR for the provision of investor relations services are summarised in Section 11.1.

(g) The Shares are not being issued under, or to fund, a reverse takeover.

(h) A voting exclusion statement is included in the Notice.

12. RESOLUTION 12 – APPROVAL TO GRANT BROKER OPTIONS

12.1 Background

Background to the April Placement is set out in Section 3.2.

Resolution 12 seeks Shareholder approval to grant a total of 2,000,000 Placement Options to the Participating Brokers, as part of the fees payable for brokerage services provided in relation to the April Placement, pursuant to Listing Rule 7.1.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2.

12.3 Information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the grant of 2,000,000 Placement Options to the Participating Brokers. In addition, the grant of the Placement Options 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.

If Resolution 12 is not passed, then the Company will not be able to proceed with the grant of the Placement Options to the Participating Brokers and may need to agree alternate forms of remuneration for them.

Resolution 12 is an ordinary resolution.

12.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(i) The maximum number of securities the Company may issue under Resolution 12 is 2,000,000 Placement Options.

(j) The Placement Options will be granted to the Participating Brokers, none of whom is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or any associates of those persons who received more than 1% of the Company's issued capital under the April Placement. Accordingly, none of the Participating Brokers are material investors for the purposes of ASX guidance note 21 paragraph 7.2.

(k) The Placement Options are each exercisable at $0.20 on or before 29 September 2028. Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(l) The Placement Options may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(m) The Placement Options will be granted as consideration for brokerage services provided in relation to the April Placement. Accordingly, no funds will be raised from the grant of the Placement Options.

(n) The Placement Options will not be granted pursuant to an agreement.

(o) The Placement Options are not being issued under, or to fund, a reverse takeover.

(i) A voting exclusion statement is included in the Notice.

13. DEFINITIONS

$ means Australian dollars.

April Placement has the meaning given in Section 3.2.

April Placement Participants means various professional and sophisticated investors who are existing clients of various brokers who participated in the April Placement.

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

Auravelle has the meaning given in Section 10.1.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Orange Minerals NL (ACN 650 435 895).

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

December Placement has the meaning given in Section 3.1.

December Placement Participants means various professional and sophisticated investors who are existing clients of various brokers who participated in the December Placement.

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a Share.

Participating Brokers means various AFSL holders who provided brokerage services in relation to the April Placement.

Partly Paid Share means a partly paid Share on the terms and conditions set out in the Company's Prospectus dated 2 June 2026.

Placement Option means an Option to acquire a Share on the terms and conditions in Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

Redland Plains has the meaning given in Section 10.1.

Related Parties has the meaning given in Section 8.1.

Republic IR has the meaning given in Section 11.1.

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

Savannah Mining has the meaning given in Section 9.1.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

St Barnabas has the meaning given in Section 8.1.

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

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

(a) **Entitlement**

Each Placement Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is $0.20 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 29 September 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the holding statement (**Notice of Exercise**) 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.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

i. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

ii. 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 Options does not require disclosure to investors; and

iii. 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.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Options 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 Options does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **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.

(k) **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.

(l) **Transferability**

The Options are transferable in accordance with the Corporations Act.

Proxy Voting Form

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

ORANGE MINERALS NL

Orange Minerals NL | ABN 88 650 435 895

Your proxy voting instruction must be received by **11:00am (AWST) on Monday, 20 July 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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Orange Minerals NL, to be held at **11:00am (AWST) on Wednesday, 22 July 2026 at Level 2, 7 Havelock Street, West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	RATIFICATION OF DECEMBER PLACEMENT			
2	APPROVAL TO GRANT PLACEMENT OPTIONS TO DECEMBER PLACEMENT PARTICIPANTS			
3	RATIFICATION OF APRIL PLACEMENT			
4	APPROVAL TO GRANT PLACEMENT OPTIONS TO APRIL PLACEMENT PARTICIPANTS			
5	APPROVAL FOR JOHNATHON BUSING TO PARTICIPATE IN APRIL PLACEMENT			
6	APPROVAL FOR NADIA AZIZ TO PARTICIPATE IN APRIL PLACEMENT			
7	APPROVAL FOR CHRISTOPHER MICHAEL TO PARTICIPATE IN APRIL PLACEMENT			
8	APPROVAL FOR ST BARNABAS TO PARTICIPATE IN APRIL PLACEMENT			
9	APPROVAL TO ISSUE SHARES TO SAVANNAH MINING			
10	APPROVAL TO ISSUE SHARES TO REDLAND PLAINS			
11	APPROVAL TO ISSUE SHARES TO REPUBLIC IR			
12	APPROVAL TO GRANT BROKER OPTIONS			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

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