10 July 2026

Dear Shareholder,

CONSTELLATION RESOURCES LIMITED – NOTICE OF GENERAL MEETING

Constellation Resources Limited (ASX: CR1) (the **Company**) advises that a General Meeting of the Company (**Meeting**) will be on 12 August 2026 at 10.00am (AWST) at the Conference Room, Ground Floor, 28 The Esplanade Perth Western Australia 6000.

In accordance with 110D of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting, unless a shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the *Corporations Act 2001* (Cth).

A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: www.constellationresources.com.au/asx-announcements/
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "CR1"; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stock broker, investment advisor, accountant, solicitor or other professional adviser.

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at https://investor.automic.com.au/

Yours sincerely,

Vaughn Quinlan

Vaughn Quinlan
Company Secretary
Constellation Resources Limited

ACN 153 144 211

NOTICE OF GENERAL MEETING

A General Meeting of Constellation Resources Limited will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 12 August 2026 commencing at 10.00am (AWST).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9322 6322

CONSTELLATION RESOURCES LIMITED
ACN 153 144 211

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Constellation Resources Limited (**Company**) will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 12 August 2026 commencing at 10.00am (AWST) (**Meeting**).

If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at www.constellationresources.com.au and the ASX announcements platform.

The Explanatory Memorandum 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 regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 10 August 2026 at 5.00pm (AWST).

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

AGENDA

1 Resolution 1 – Issue of Shortfall Shares to a Director - Mr Ian Middlemas

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Shortfall Shares at an issue price of $0.12 per Share to Mr Ian Middlemas (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Middlemas (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

2 Resolution 2 – Issue of Shortfall Shares to a Director - Mr Mark Pearce

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Shortfall Shares at an issue price of $0.12 per Share to Mr Mark Pearce (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Pearce (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

BY ORDER OF THE BOARD

Vaughn Quinlan

Vaughn Quinlan
Company Secretary
Dated: 10 July 2026

CONSTELLATION RESOURCES LIMITED

ACN 153 144 211

EXPLANATORY MEMORANDUM

1 Introduction

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

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

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

Section 2	Action to be taken by Shareholders
Section 2	Background
Section 3	Resolutions 1 and 2 – Issue of Shortfall Shares to Messrs Ian Middlemas and Mark Pearce
Schedule 1	Definitions and Interpretation

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

1 Action to be taken by Shareholders

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

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

1.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

(a) A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a Shareholder; and

(c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Monday, 10 August 2026, being at least 48 hours before the Meeting.

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

1.2 Attendance at Meeting

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting.

If it becomes necessary or appropriate to make alternative arrangements to those detailed in this Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at www.constellationresources.com.au.

2 Background

2.1 Background to Shortfall Placement

On 24 June 2026, the Company announced a non-renounceable pro-rata entitlement offer of new Shares at an issue price of $0.12 each, on the basis of one (1) new Share for every three (3) Shares held by eligible shareholders on the record date, being Monday, 29 June 2026, in accordance with section 708AA of the Corporations Act, to raise approximately $3.22 million (before costs) (**Entitlement Offer**).

Pursuant to the terms of the Entitlement Offer, eligible shareholders were entitled to apply for additional shares (**Shortfall Shares**). Messrs Ian Middlemas and Mark Pearce, both Directors of the Company, have indicated their intention to apply for up to 1,000,000 Shortfall Shares each, subject to Shareholder approval, at an issue price of $0.12 to raise a further $240,000 before costs. Refer to the offer document released to the market on 24 June 2026 for the details of the proposed use of funds of the Entitlement Offer.

Resolutions 1 and 2 seek Shareholder approval for the participation of Messrs Middlemas and Peace in the placement of Shortfall Shares (**Shortfall Placement**).

3 Resolutions 1 and 2 – Issue of Shortfall Shares to Messrs Ian Middlemas and Mark Pearce

3.1 General

Refer to Section 2.1 for details of the Shortfall Placement.

Resolutions 1 and 2 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to an aggregate 2,000,000 Shortfall Shares to certain Directors of the Company (and/or their respective nominee(s)) to raise gross proceeds of $240,000.

Name	No. of Shortfall Shares
Ian Middlemas	1,000,000
Mark Pearce	1,000,000
Total	**2,000,000**

The terms and conditions upon which Messrs Middlemas and Pearce will subscribe for Shortfall Shares will be the same terms and conditions as other investors in the Shortfall Placement.

Resolutions 1 and 2 are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 2.

3.2 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) a related party;

(b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;

(c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or exception to do so;

(d) an associate of a person referred to in (a) to (c); or

(e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The proposed issue of Shortfall Shares to Messrs Middlemas and Pearce (and/or their respective nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1) as Messrs Middlemas and Pearce are related parties of the Company, and do not fall within any of the exceptions in Listing Rule 10.12. The Company therefore requires the approval of Shareholders for the propose issue of aggregate 2,000,000 Shortfall Shares to Messrs Middlemas and Pearce (and/or their respective nominee(s)) pursuant to Listing Rule 10.11.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 1 and 2 will be to allow the Company to issue up to 1,000,000 Shortfall Shares to Mr Middlemas (and/or his nominee(s)) pursuant to Resolution 1 and up to 1,000,000 Shortfall Shares to Mr Pearce (and/or his nominee(s)) pursuant to Resolution 2 without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not issue the 1,000,000 Shortfall Shares to Mr Middlemas (and/or his nominee(s)).

If Resolution 2 is not passed, the Company will not issue the 1,000,000 Shortfall Shares to Mr Pearce (and/or his nominee(s)).

3.3 Specific information required by Listing Rule 10.13.

Listing Rule 10.13 requires that the following information be provided to Shareholders:

(a) Up to 1,000,000 Shortfall Shares will be issued to Mr Middlemas (and/or his nominee(s)) pursuant to Resolution 1 and up to 1,000,000 Shortfall Shares will be issued to Mr Pearce (and/or his nominee(s)) pursuant to Resolution 2;

(b) Messrs Middlemas and Pearce are Directors, and thus are related parties of the Company as they are Directors. Furthermore, any party that Messrs Middlemas and Pearce nominate to receive the Shortfall Shares may fall within category 10.11.4 of the Listing Rules as their associates;

(c) the maximum number of Shortfall Shares to be issued to Messrs Middlemas and Pearce is 1,000,000 Shortfall Shares each.

(d) the Shortfall Shares to be issued to Messrs Middlemas and Pearce (and/or their respective nominee(s)) are fully paid ordinary shares and rank equally in all respects with the Company's existing shares on issue;

(e) the Company will issue the Shortfall Shares to Messrs Middlemas and Pearce (and/or their respective nominee(s)) no later than one month after the date of the Meeting;

(f) the Shortfall Shares to be issued to Messrs Middlemas and Pearce (and/or their respective nominee(s)) will each be allotted at an issue price of $0.12 per Shortfall Share;

(g) proceeds from the issue of the Shortfall Shares to Messrs Middlemas and Pearce will be used as detailed in Section 2.1;

(h) the Shortfall Shares will be issued to Messrs and Pearce (and/or their respective nominee(s)) pursuant to shortfall placement letters pursuant to which the Directors agreed to subscribe for the relevant Shortfall Shares at an issue price of $0.12 per Share, subject to Shareholder approval;

(i) the issue of the Shortfall Shares to Messrs Middlemas and Pearce (and/or their respective nominee(s)) are not intended to incentivise and are not part of any remuneration for those Directors; and

(j) voting exclusion statements are included in the Notice for Resolutions 1 and 2.

3.4 **Board recommendation**

The Board (excluding Mr Ian Middlemas) recommends that Shareholders vote in favour of Resolution 1.

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

Schedule 1

Definitions

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

$ means Australian Dollars.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

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

Board means the board of Directors of the Company.

Business Day means any day except a Saturday, Sunday or public holiday in Perth.

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Company means Constellation Resources Limited ACN 153 144 211.

Company Secretary means the secretary of the Company.

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

Director means a director of the Company.

Equity Security has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum 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.

Listing Rules means the listing rules of ASX.

Managing Director means a managing Director of the Company.

Meeting has the meaning given to that term in the introductory paragraph of this Notice.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

Placement has the meaning given to that term in Section 2.1.

Placement Share has the meaning given to that term in Section 2.1.

Proxy Form means the proxy form enclosed with the Notice.

Resolution means a resolution proposed pursuant to the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Shortfall Placement has the meaning given to that term in Section 2.1.

Shortfall Shares has the meaning given to that term in Section 2.1.

CONSTELLATION RESOURCES LIMITED
ACN 153 144 211

P R O X Y F O R M
The Company Secretary
Constellation Resources Limited

By delivery:	***By post:***	***By e-mail:***	***By facsimile:***
Level 9, 28 The Esplanade PERTH WA 6000	PO Box Z5083 PERTH WA 6831	voting@constellationresources.com.au	+61 8 9322 6558

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark ☒ to indicate your directions. Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting. Further instructions are provided overleaf.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson (mark box) ☐ **OR** if you are **NOT** appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Constellation Resources Limited to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 12 August 2026 at 10:00am (AWST) and at any adjournment or postponement of such meeting. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is [ ]% of the Shareholder's votes / [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to vote all available and undirected proxies in favour of Resolutions 1 and 2 . If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1 and 2 , you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on Resolutions 1 and 2 even if Resolutions 1 and 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Issue of Shortfall Shares to a Director - Mr Ian Middlemas			
Resolution 2	Issue of Shortfall Shares to a Director - Mr Mark Pearce			

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

The Chairperson intends to vote all available and undirected proxies in favour of each Resolution.

Authorised signature/s
This section ***must*** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

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

Contact Name	Contact Daytime Telephone	Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the

Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding:	where the holding is in more than one name all of the holders must sign.
Power of Attorney:	if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or an electronic copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received electronically by e-mail or by facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth WA 6000), or by post to PO Box Z5083, Perth WA 6831, or by e-mail to voting@constellationresources.com.au or by facsimile to (08) 9322 6558 if faxed from within Australia or +61 8 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (AWST).