NEWPEAK METALS

ASX: NPM

Notice of Meeting

NewPeak Metals Limited (**NPM**, **NewPeak** or the **Company**) attaches a copy of the following documents in relation to a General Meeting of Shareholders to be held on 21 August 2026 (General Meeting).

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
2. Notice of General Meeting; and
3. Proxy Form.

Authorised for release by the Company Secretary.

For further information, please contact:

Mr Mark Purcell
Managing Director
info@newpeak.com.au
Website: www.newpeak.com.au

Forward Looking Statement

This announcement may contain certain statements and projections provided by or on behalf of NewPeak Metals Limited (NewPeak, the Company) with respect to the anticipated future undertakings. These forward-looking statements reflect various assumptions by or on behalf of the Company. Accordingly, these statements are subject to significant business, economic and competitive uncertainties and contingencies associated with exploration and/or mining which may be beyond the control of the Company which could cause actual results or trends to differ materially, including but not limited to price fluctuations, exploration results, reserve and resource estimation, environmental risks, physical risks, legislative and regulatory changes, political risks, project delay or advancement, ability to meet funding requirements, factors relating to property title, dependence on key personnel, share price volatility, approvals and cost estimates. Accordingly, there can be no assurance that such statements and projections will be realised. The Company makes no representations as to the accuracy or completeness of any such statement of projections or that any forecasts will be achieved.

Additionally, the Company makes no representation or warranty, express or implied, in relation to, and no responsibility or liability (whether for negligence, under statute or otherwise) is or will be accepted by the Company or by any of their respective officers, directors, shareholders, partners, employees, or advisers as to or in relation to the accuracy or completeness of the information, statements, opinions or matters (express or implied) arising out of, contained in or derived from this presentation or any omission from this presentation or of any other written or oral information or opinions provided now or in the future to any interested party or its advisers. In furnishing this presentation, the Company undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in NewPeak.

Dear Shareholder,

General Meeting

I am pleased to invite you to attend the General Meeting of NewPeak Metals Ltd (**Company**) which will be held at the offices of m+h Private at Level 1, 371 Queen Street, Brisbane QLD at 10:00am (AEST) on 21st of August 2026 (**Meeting**).

The Notice of Meeting and accompanying explanatory memorandum was released to the ASX on 20th July 2026 and can be viewed and downloaded at www.newpeak.com.au/asx-announcements or www.asx.com.au/markets/company/NPM.

The Notice of Meeting contains information on participating in the Meeting and the business to be considered at the Meeting. Shareholders will be asked to support several resolutions at the Meeting, including:

- Resolution 1 which seeks to ratify the shares to be issued under the Unconditional Placement, therefore reinstating the Company with full capacity to raise capital as and when required;
- Resolution 2 which seeks to approve issuance of shares under the Conditional Placement;
- Resolutions 3 to 6 which seeks to approve issuance of shares to Directors under the Conditional Placement and to discharge outstanding Directors fees;
- Resolution 7 which seeks to approve issuance of Broker Options to the Joint Lead Managers (or their Nominees).

Further information on these resolutions can be found in the Explanatory Memorandum section of the Notice of Meeting.

In accordance with Corporations Act 2001, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. If you have elected to receive notices by email, a communication will be sent to your nominated email address. If you have not elected to receive notices by email, a copy of your proxy form will be posted to you. If you wish to receive a hard copy of the Notice of Meeting, please contact the Company's share registry at +61 1300 554 474.

If you are unable to attend the Meeting, you may appoint a proxy to attend and vote on your behalf at https://au.investorcentre.mpms.mufg.com or by following the instructions on the proxy form. Proxy appointments must be received by 10:00am (AEST) on 19 August 2026.

I look forward to your participation at the Meeting.

Yours faithfully

Mark Purcell
Managing Director
NewPeak Metals Limited

NEWPEAK METALS LIMITED

ACN 068 958 752

Notice of General Meeting and Explanatory Memorandum

Date of Meeting:	21 August 2026
Time of Meeting:	10.00am (AEST)
Place of Meeting:	Level 1, 371 Queen St Brisbane QLD 4000

Notice of General Meeting

Notice is given that a General Meeting of the Shareholders of NewPeak Metals Limited ACN 068 958 752 (**Company**) will be held physically at **Level 1, 371 Queen Street Brisbane Qld 4000** on 21 August 2026 at 10.00am **(AEST)**.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

ORDINARY BUSINESS

1. Resolution 1 – Ratification of the issue of 49,371,498 Shares under the Unconditional 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, the issue of 49,371,498 Shares by way of private placement to sophisticated, professional and institutional investors, at an issue price of A$0.013 per Share, in accordance with the terms set out in the Explanatory Memorandum, be ratified.*"

Voting exclusion for Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue of Shares under the Unconditional Placement, is a counterparty to the agreement being approved or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 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:

   (1) 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 Resolution 1; and

   (2) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue up to 209,667,001 Shares under the Conditional 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 7.1 and for all other purposes, the issue up to 209,667,001 Shares by way of private placement to sophisticated, professional and institutional investors, at an issue price of A$0.013 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.*"

Voting exclusion for Resolution 2

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Shares under the Conditional Placement (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 2 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 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:

(1) 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 Resolution 2; and

(2) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval to issue up to 9,615,385 Shares to Mr David Mason (or his nominated Associate) under the Conditional 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, the issue up to 9,615,385 Shares by way of private placement to Mr David Mason (or his nominated Associate), at an issue price of A$0.013 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.*"

Voting exclusion for Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Mason, any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Mason (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 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:

(1) 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 Resolution 3; and

(2) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Approval to issue up to 1,923,077 Shares to Mr Brian Moller (or his nominated Associate) under the Conditional 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, the issue up to 1,923,077 Shares by way of private placement to Mr Brian Moller (or his nominated Associate), at an issue price of A$0.013 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.*"

<u>Voting exclusion for Resolution 4</u>

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Moller, any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Moller (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 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:

   (1) 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 Resolution 4; and

   (2) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval to issue up to 8,653,847 Shares to Mr Andrew Gladman (or his nominated Associate) under the Conditional 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, the issue up to 8,653,847 Shares by way of private placement to Mr Andrew Gladman (or his nominated Associate), at an issue price of A$0.013 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.*"

<u>Voting exclusion for Resolution 5</u>

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Gladman, any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Gladman (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 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:

(1) 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 Resolution 5; and

(2) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval to issue up to 1,538,462 Shares to Mr Mark Purcell (or his nominated Associate) under the Conditional 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, the issue up to 1,538,462 Shares by way of private placement to Mr Mark Purcell (or his nominated Associate), at an issue price of A$0.013 per Share, in accordance terms set out in the Explanatory Memorandum, be approved.*"

Voting exclusion for Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Purcell, any other person who will obtain a material benefit as a result of the issue of the Shares to Mr Purcell (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(d) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or

(e) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or

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

(1) 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 Resolution 6; and

(2) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval to issue up to 35,000,000 Broker Options to the Joint Lead Managers (or their nominee(s))

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

> "*That, in accordance with the provisions of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 35,000,000 Options, exercisable at $0.02 before the third anniversary of the date of issue, to the Joint Lead Managers (or their nominee(s)), and otherwise on terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.*"

Voting exclusion for Resolution 7

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of the Joint Lead Managers (or their nominee(s)), or any other person who will obtain a material benefit as a result of, the proposed issue of Options pursuant to Resolution 7 (except a benefit arising solely from their capacity as a holder of Shares) or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

(g) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or

(h) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or

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

  (1) 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 Resolution 7; and

  (2) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Craig McPherson
Company Secretary
NewPeak Metals Limited
20 July 2026

Notice of General Meeting

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7.00pm (AEST) on 19 August 2026, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the Company's Share register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

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 you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the Meeting, being no later than 10.00am (AEST) on 19 August 2026 to:

(a) if by fax: on +61 2 9287 0309;

(b) if online: by recording the proxy appointment and voting instructions at https://au.investorcentre.mpms.mufg.com. Only registered Shareholders may access this facility and will need their SRN or HIN (for Shareholders in Australia);

(c) by mail or hand delivery to:

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Attorney

A Shareholder may appoint an attorney to act on their behalf. Such appointment must be made by a duly executed power of attorney, a copy of which must be provided by the attorney at the point of entry to the Meeting (original or certified copy), together with satisfactory evidence of their identity (name and address etc.).

Corporate Representatives

A Shareholder, which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

In the event that a poll is demanded, every Shareholder shall have one vote for every Share registered in their name as at 7.00pm (AEST) on 19 August 2026.

Required Majority

Each of the Resolutions to be considered at the Meeting are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

General

All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the

Company in accordance with the instructions set out on the proxy form.

Inquiries

Any inquiries in relation to the Resolutions, the Notice of Meeting or the Explanatory Memorandum should be directed to the Company Secretary, Craig McPherson, at craigm@mhprivate.com.au.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, 'A$' and 'dollars' are references to Australian currency.

Capital Raising Background

On 15 July 2026, the Company announced a private share placement to raise A$3.5 million (before expenses), comprising:

(a) the initial issue of 49,371,498 Shares to sophisticated, professional and institutional investors, at an issue price of A$0.013 per Share, to raise approximately A$0.642 million (**Unconditional Placement**); and

(b) an agreement to subsequently issue a further 231,397,772 Shares as follows:

  (1) 209,667,001 Shares to sophisticated, professional and institutional investors; and

  (2) 9,615,385 Shares to Rothstein Pty Ltd, being an Associate of Mr David Mason;

  (3) 1,923,077 Shares to Mr Moller and Sealth Pty Ltd, being an Associate of Mr Brian Moller;

  (4) 8,653,847 Shares to Susan Gladman, being an Associate of Mr Andrew Gladman; and

  (5) 1,538,462 Shares to Pipper Pty Ltd (as trustee for PDBD Family Trust), being an Associate of Mr Mark Purcell,

  at an issue price of A$0.013 per Share, to raise A$3.008 million, which was conditional on Shareholder approval being obtained for that issue (**Conditional Placement**),

(together, the Unconditional Placement and the Conditional Placement are herein referred to as the **Placement**).

The funds raised from the Placement (after expenses) have been and will be applied to:

- Expenses to conclude 1H 2026 Las Opeñas drill program;
- Las Opeñas mineral resource definition expenses
- Geochemical/geophysical exploration at Las Opeñas; and
- general working capital expenses, including costs of the offer.

Resolution 1 – Ratification of the issue of 49,371,498 Shares under the Unconditional Placement

Background

As outlined in the section of this Explanatory Memorandum titled "Capital Raising Background" on page 9, the Capital Raising included the Unconditional Placement.

The Shares were issued to sophisticated, professional and institutional investors under the Unconditional Placement without Shareholder approval under the Company's existing placement capacity as provided for by Listing Rule 7.1.

The Company now seeks Shareholder approval to ratify the issue of the Shares to sophisticated, professional and institutional investors pursuant to the Unconditional Placement in accordance with Listing Rule 7.4.

Listing Rules

Listing Rule 7.1 provides that an entity must not, subject to certain exemptions, issue or agree to issue more Equity Securities during any 12-month period, than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without Shareholder approval.

Listing Rule 7.4 permits Shareholders to ratify a previous issue of Equity Securities in a general meeting, and provided that the previous issue did not breach Listing Rule 7.1 when it was made, those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1. This will mean that the Shares issued under the Unconditional Placement will not be deducted from the Company's placement capacity under Listing Rule 7.1.

The issue of the Shares pursuant to the Unconditional Placement has depleted the Company's available capacity under Listing Rule 7.1 to issue new Equity Securities.

Accordingly, the Company now seeks Shareholder approval to ratify the issue of the Shares pursuant to the Unconditional Placement in accordance with Listing Rule 7.4.

If Resolution 1 is passed, the 49,371,498 Shares issued under the Unconditional Placement will be excluded in calculating the Company's capacity limit pursuant to Listing Rule 7.1. Therefore, the Company will retain the flexibility to issue Equity Securities to the 15% placement capacity without the requirement to obtain prior Shareholder approval in the relevant period.

If Resolution 1 is not passed, the 49,371,498 Shares issued under the Unconditional Placement will be included in calculating the Company's capacity limit pursuant to Listing Rule 7.1. This means that if Resolution 1 is not passed, the Company will have no flexibility to utilise its capacity under Listing Rule 7.1 to take advantage of any commercial opportunities as they may arise.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

Names of allottees	The Shares were issued to various professional, sophisticated and institutional investors selected by the Company in consultation with the Joint Lead Managers. No Related Party or a person who is, or was at any time in the 6-months before the Unconditional Placement, a substantial (10%+) holder of the Company or any of their respective Associates participated in the Unconditional Placement. No Director or any of their Associates have participated in or will receive any Shares pursuant to Resolution 1, however, as set out in elsewhere in this Explanatory Memorandum, the Directors may receive Shares subject to the passing of the various other Resolutions.
Number and class of securities issued	The Company issued 49,371,498 Shares under the Unconditional Placement, which all rank, from their date of issue, equally with all other Shares on issue.
Date of issue	The Shares will be issued on or around 22 July 2026.
Issue price	The issue price was A$0.013 per Share. The Company received a total of A$0.642 million from the issue of the Shares to be ratified pursuant to Resolution 1.
Purpose and use of funds	It is proposed that the funds raised by the Unconditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum titled "Capital Raising Background" on page 9.
Material terms of agreement	The relevant placement agreement provided that the issue price of Shares is A$0.013 per Share and includes various other conditions customary for a placement of this sort.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Approval to issue up to 209,667,001 Shares under the Conditional Placement

Background

As outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 9, the Capital Raising included the Conditional Placement.

Accordingly, the Company seeks Shareholder approval to issue up to a further 209,667,001 Shares to sophisticated, professional and institutional investors, at an issue price of A$0.013 per Share, pursuant to the Conditional Placement.

Listing Rules

As noted in Resolution 1, 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.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Accordingly, Resolution 2 seeks the required Shareholder approval for the issue of the Shares to various sophisticated, professional and institutional investors who participated in the Conditional Placement.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Shares under the Conditional Placement to these participants. In addition, such 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 2 is not passed, the Company will not be able to proceed with the issue of Shares to participants in the Conditional Placement and all application money received from such applicants for the Shares will be returned (without interest).

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 2:

Names of allottees	The Shares will be issued to various professional, sophisticated and institutional investors selected by the Company in consultation with the Joint Lead Managers. No Related Party or a person who is or was at any time in the 6-months before the Conditional Placement, a substantial (10%+) holder of the Company or any of their respective Associates participated in the Conditional Placement. No Director or any of their Associates have participated in or will receive any Shares pursuant to Resolution 2, however, as set out in

	elsewhere in this Explanatory Memorandum, the Directors may receive Shares subject to the passing of the various other Resolutions.
Number and class of securities issued	The Company will issue 209,667,001 Shares under the Conditional Placement, which will all rank, from their date of issue, equally with all other Shares on issue.
Date of issue	The Shares will be issued as soon as practicable following the Meeting and, in any event, no later than three months after the date of the Meeting.
Issue price	The issue price was A$0.013 per Share. The Company will receive A$2.725 million from the issue of Shares under the Conditional Placement.
Purpose and use of funds	It is proposed that the funds raised by the Conditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 9.
Material terms of agreement	The relevant placement agreement provided that the issue price of Shares is A$0.013 per Share and includes various other conditions customary for a placement of this sort.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Resolutions 3 to 6 – Approval to issue Shares to the Participating Directors under the Conditional Placement

Background

As outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 9, the Capital Raising included the Conditional Placement.

Among those persons who subscribed for Shares pursuant to the Conditional Placement were the following Directors:

- Mr David Mason via his Associate, Rothstein Pty Ltd, who subscribed for 9,615,385 Shares under the Conditional Placement (the subject of Resolution 3);
- Mr Brian Moller in his own name via his Associate, Seath Pty Ltd, who subscribed for 1,923,077 Shares under the Conditional Placement (the subject of Resolution 4);
- Mr Andrew Gladman via his associate, Susan Gladman, who subscribed for 8,653,847 Shares under the Conditional Placement (the subject of Resolution 5); and
- Mr Mark Purcell via his Associate, Pipper Pty Ltd (as trustee for the PDBD Family), who subscribed for 1,538,462 Shares under the Placement (the subject of Resolution 6),

(together, the **Participating Directors**), each subject to the Company first obtaining Shareholder approval.

It it's noted that, in respect of the Shares to be issued to:

- Rothstein Pty Ltd, being an Associate of Mr David Mason, $25,000 will be satisfied in consideration for the discharge of outstanding Directors' fees of $25,000 owing to Mr Mason, with the balance of $100,000 being payable in cash;
- Susan Gladman, being an Associate of Mr Andrew Gladman, $112,500 will be satisfied in consideration for the discharge of outstanding Directors' fees of $112,500 owing to Mr Gladman, with no funds payable in cash;
- Mr Brian Moller and Seath Pty Ltd, being an Associate of Mr Brian Moller, $12,500 will be satisfied in consideration for the discharge of outstanding Directors' fees of $12,500 owing to Mr Moller, with the balance of $12,500 being payable in cash.

Listing Rules

Listing Rule 10.11 requires that the Company obtain Shareholder approval prior to the issue of equity securities to a Related Party of the Company

As the Participating Directors are all Related Parties of the Company, by virtue of their position as Directors, they are each a person falling within category 10.11.1 of Listing Rule 10.11 and their nominated Associates are each a person falling within category 10.11.4 of Listing Rule 1011. Accordingly, Resolutions 3 to 6 (inclusive) seek Shareholder approval for the issue of Shares under the Placement to the Participating Directors (or their nominated Associates) in accordance with Listing Rule 10.11.

If Resolutions 3 to 6 (inclusive) are passed, the Participating Directors (or their nominated Associates) will receive the Shares that they had subscribed for under the Placement.

If Resolution 3 is not passed, no Shares will be issued to Mr Mason (or his nominated Associate) as part of the Conditional Placement and all application money received from Mr Mason (or his nominated Associate) for the Shares will be returned to him (without interest). Similarly, the Company will remain indebted to Mr Mason in respect of the outstanding Directors' fees of $25,000 owing to him.

If Resolution 4 is not passed, no Shares will be issued to Mr Moller (or his nominated Associate) as part of the Conditional Placement and all application money received from Mr Moller (or his nominated Associate) for the Shares will be returned to him (without interest). Similarly, the Company will remain indebted to Mr Moller in respect of the outstanding Directors' fees of $12,500 owing to him.

If Resolution 5 is not passed, no Shares will be issued to Mr Gladman (or his nominated Associate) as part of the Conditional Placement and all application money received from Mr Gladman (or his nominated Associate) for the Shares will be returned to him (without interest). Similarly, the Company will remain indebted to Mr Gladman in respect of outstanding Directors' fees of $112,500 owing to him.

If Resolution 6 is not passed, no Shares will be issued to Mr Purcell (or his nominated Associate) as part of the Conditional Placement and all application money received from Mr Purcell (or his nominated Associate) for the Shares will be returned to him (without interest).

Shareholders should be aware that, if approval is given to issue Shares to the Participating Directors (or their nominated Associates) under Listing Rule 10.11, approval will not be required under Listing Rules 7.1 and 7.1A and that the number of Shares issued to the Participating Directors (or their nominated Associates) will not be counted towards the Company's placement capacity.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party. The Participating Directors are all Directors and are therefore each a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares pursuant to Resolutions 3 to 6 (inclusive), on the basis that exception in section 210 of the Corporations Act applies as the Participating Directors are proposing to participate in the Conditional Placement on the same terms as other applicants.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolutions 3 to 6 (inclusive):

Names of allottees	If Resolution 3 is passed, the Shares will be issued to Rothstein Pty Ltd, being an Associate of Mr Mason. If Resolution 4 is passed, the Shares will be issued to Mr Moller and Seath Pty Ltd, being an Associate of Mr Moller. If Resolution 5 is passed, the Shares will be issued to Susan Gladman, being an Associate of Mr Gladman. If Resolution 6 is passed, the Shares will be issued to Pipper Pty Ltd (as trustee for PDBD Family Trust), being an Associate of Mr Purcell.
10.11.1 – 10.11.5 Category	As the Participating Directors are all Related Parties of the Company, by virtue of their position as Directors, they are each a person falling within category 10.11.1 of Listing Rule 10.11 and their Associates are each a person falling within category 10.11.4 of Listing Rule 10.11.
Number and class of securities	If Resolution 3 is passed, 9,615,385 Shares will be issued to Rothstein Pty Ltd, being an Associate of Mr Mason. If Resolution 4 is passed, 961,539 Shares will be issued to Brian Moller and 961,538 Shares will be issued to Seath Pty Ltd, being an Associate of Mr Moller. If Resolution 5 is passed, 8,653,847 Shares will be issued to Susan Gladman, being an Associate of Mr Gladman. If Resolution 6 is passed, 1,538,462 Shares will be issued to Pipper Pty Ltd (as trustee for the PDBD Family Trust), being an Associate of Mr Purcell. All Shares issued to the Participating Directors (or their nominated Associates) under the Conditional Placement will, from their date of issue, rank equally with all other Shares on issue.

Issue Date	The Shares will be issued to the Participating Directors (or their nominated Associates) as soon as practicable following the Meeting, and in any event, no later than one month after this Meeting.
Issue price	The issue price is A$0.013 per Share. In respect of the Shares to be issued to: (a) Rothstein Pty Ltd, being an Associate of Mr David Mason, $25,000 will be satisfied in consideration for the discharge of outstanding Directors' fees of $25,000 owing to Mr Mason, with the balance of $100,000 being payable in cash; (b) Susan Gladman, being an Associate of Mr Andrew Gladman, $112,500 will be satisfied in consideration for the discharge of outstanding Directors' fees of $112,500 owing to Mr Gladman, with no funds payable in cash; (c) Mr Brian Moller and Seath Pty Ltd, being an Associate of Mr Brian Moller, $12,500 will be satisfied in consideration for the discharge of outstanding Directors' fees of $12,500 owing to Mr Moller, with the balance of $12,500 being payable in cash. The Company will receive A$132,500 in cash, in aggregate, and will discharge $150,000 in Directors' Fees owing to Mr Moller , Mr Gladman and Mr Mason from the issue of Shares to the Participating Directors (or their nominated Associates) under the Conditional Placement.
Purpose and use of funds	It is proposed that the funds raised by the issue of Shares to the Participating Directors (or their nominated Associates) under the Conditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 9.
Material terms of agreement	The relevant placement agreement provided that the issue price of Shares is A$0.013 per Share, that the issue would be subject to the Company obtaining Shareholder approval and includes various other conditions customary for a placement of this sort.

Directors' Recommendation

As the proposed issue of Shares to the Participating Directors (or their nominated Associates) in accordance with Resolutions 3 to 6 (inclusive) will:

(a) be at the same issue price as all other participants in the Conditional Placement; and

(b) provide the Company with significant additional funds to progress its objectives,

the Directors, other than Mr Mason in respect of Resolution 3, Mr Moller in respect of Resolution 4, Mr Gladman in respect of Resolution 5 and Mr Purcell in respect of Resolution 6, who have abstained from providing any recommendation on their respective Resolutions, recommend that Shareholders vote in favour of Resolutions 3 to 6 (inclusive) and advise that they intend to vote any Shares that they own or control in favour of Resolutions 3 to 6 (inclusive).

The Chair intends to vote all undirected proxies in favour of Resolutions 3 to 6 (inclusive).

Resolution 7 – Approval to issue up to 35,000,000 Broker Options to the Joint Lead Managers (or their nominee(s))

Background

As outlined in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 8, the Company announced that it had received firm commitments for a two-tranche placement of new Shares to raise $3.5 million at a price of $0.013 per Share to various sophisticated and professional investors under the Placement. The Placement was facilitated by the Joint Lead Managers.

For the services provided by the Joint Lead Manager during the Placement, the Company has agreed, subject to obtaining Shareholder approval, to issue the Joint Lead Managers or their nominee(s) with 35,000,000 options, having an exercise price of $0.02 and an expiry date that is three years after the date of issue (Options).

Listing Rule 7.1

As noted in Resolution 1, 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.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Accordingly, Resolution 7 seeks the required Shareholder approval for the issue of the Options to the Joint Lead Managers or their nominee(s) under Listing Rule 7.1.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

(a) If Resolution 7 is passed, 35,000,000 Options will be issued to the Joint Lead Managers or their nominee(s).

(b) 35,000,000 Options will be issued as soon as practicable following the Meeting and in any event no later than three months after the Meeting.

(c) The Options will have an exercise price of $0.02, will expire on the date that is three years after the date of issue and will otherwise have the terms and conditions set out in Schedule 1 of this Explanatory Statement.

(d) The purpose of the Options issue is to remunerate the Joint Lead Managers for their services provided during the Placement. Accordingly, the Options will be issued for nil consideration, and no funds will be raised from the issue of the Options. The Company intends on using any funds received upon exercise of Options to advance its exploration projects and for general working capital purposes.

(e) In consideration for the services provided by the Joint Lead Managers, the Joint Lead Managers will receive:

   (i) 6% commission on funds raised by the Joint Lead Managers; and

   (ii) the Options, subject to Shareholder approval.

Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue the Options to the Joint Lead Managers or their nominee(s). In addition, the issue of the Options will not be included in the calculation of the Company's capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 7 is not passed, the Company will not be able to issue the Options. The Company would need to renegotiate the Joint Lead Managers' remuneration arrangements, which may involve additional cash consideration or other terms that may be less favourable to Shareholders.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Glossary

A$ means Australian dollars.

Associate has the meaning given to that term in the Listing Rules.

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

AEST means Australian Eastern Standard Time.

Board means the board of Directors of the Company.

Options means and Option to subscribe for a Share.

Capital Raising means the Placement.

Chair means the chair of the Meeting.

Company means NewPeak Metals Limited ACN 068 958 752.

Conditional Placement means the proposed private placement of Shares to the various sophisticated, professional and institutional investors and the Participating Directors as detailed in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 9.

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

Director means a director of the Company as at the date of this Explanatory Memorandum.

Eligible Entity has the meaning given to that term in the Listing Rules.

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

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

Joint Lead Managers means, together, Ignite Equity Pty Ltd & Plutus Capital Advisory.

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Participating Directors means together, Mr David Mason, Mr Brian Moller, Mr Andrew Gladman and Mr Mark Purcell.

Placement means, together, the Conditional Placement and the Unconditional Placement.

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution referred to in this Notice of Meeting.

Shareholder means a holder of a Share.

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

Unconditional Placement means the private placement of Shares issued to sophisticated, professional and institutional investors as detailed in the section of this Explanatory Memorandum entitled "Capital Raising Background" on page 9.

VWAP means volume weighted average market price.

Schedule 1 Option Terms

The terms of the Options in Resolutions 7 are set out below.

The Options are issued on and subject to the following terms:

1. The Options shall be issued for nil consideration per Option.
2. The exercise price of Option is $0.02.
3. The Options will expire on the date that is three years from the issue date (**Expiry Date**).
4. The Options are transferrable subject to any restriction or escrow arrangements imposed by ASX under applicable Australian securities laws.
5. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise (**Exercise Notice**) together with payment for the Exercise Price per Option to the Company at any time on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
6. The number of Options that may be exercised at one time must be not less than 500,000, unless the holder of the Option holds less than 500,000 Options, in which case all Options must be exercised at one time.
7. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary Shares ranking *pari passu* with the then issued Shares within 15 Business Days after the later of the following:

   (a) the date of the Exercise Notice (the **Exercise Date**); and

   (b) when excluded information in respect to the Company (as defined in Section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

   but in any case, no later than 20 Business Days after the Exercise Date, the Company will:

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

   (d) 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.

8. Option holders do not have any right to participate in new securities issued by the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.

9. Option holders do not participate in any dividends unless the Options are exercised, and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.

10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

    (a) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the Options holders are not conferred on Shareholders; and

    (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

11. If there is a pro rata issue (except a bonus issue), the Exercise Price of each Option may be reduced according to the following formula:

$$O^n = O - \frac{E\,[P-(S+D)]}{N+1}$$

Where:

O^n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the volume weighted average market price per security of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

12. The terms of the Options shall only be changed if Shareholders (whose votes are not to be disregarded) of the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.

13. If the Option Holder fails to exercise the Options within three months of ceasing to serve as a Director of the Company, the Options will lapse. However, the Board retains the absolute discretion to waive this automatic expiration.

NEWPEAK METALS
ACN 068 958 752

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
NewPeak Metals Limited
C/- MUFG Corporate Markets (AU) Limited
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Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

For personal use only

PROXY FORM

I/We being a member(s) of NewPeak Metals Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AEST) on Friday, 21 August 2026 at Level 1, 371 Queen Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.
Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Ratification of the issue of 49,371,498 Shares under the Unconditional Placement			
2 Approval to issue up to 209,667,001 Shares under the Conditional Placement			
3 Approval to issue up to 9,615,385 Shares to Mr David Mason (or his nominated Associate) under the Conditional Placement			
4 Approval to issue up to 1,923,077 Shares to Mr Brian Moller (or his nominated Associate) under the Conditional Placement			
5 Approval to issue up to 8,653,847 Shares to Mr Andrew Gladman (or his nominated Associate) under the Conditional Placement			
6 Approval to issue up to 1,538,462 Shares to Mr Mark Purcell (or his nominated Associate) under the Conditional Placement			
7 Approval to issue up to 35,000,000 Broker Options to the Joint Lead Managers (or their nominee(s))			

* If you mark the Abstain box for a particular Item, 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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

NPM PRX2601A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Wednesday, 19 August 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN)..

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL
NewPeak Metals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX
+61 2 9287 0309

BY HAND
delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.