SOLIS MINERALS LTD
ACN 653 083 026
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	11:00 AM (AWST)
DATE:	Thursday, 17 September 2026
PLACE:	Unit 3, 32 Harrogate Street, West Leederville, Western Australia 6007

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on 15 September 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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 ratify the issue of 36,291,579 Shares on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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 ratify the issue of 26,340,000 Shares on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – CHRIS GALE

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, approval is given for the Company to issue 526,316 Shares to Chris Gale (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE 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, approval is given for the Company to issue 5,000,000 Options to CPS Capital Group Pty Ltd (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO ANTHONY GREENAWAY

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,600,000 Performance Rights to Anthony Greenaway (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO CHRIS GALE

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Performance Rights to Chris Gale (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

7. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO KEVIN WILSON

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,600,000 Performance Rights to Kevin Wilson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

8. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO CHAFIKA EDDINE

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,600,000 Performance Rights to Chafika Eddine (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement apply to this Resolution. Please see below.

Dated: 5 August 2026

Voting Prohibition Statements

Resolution 5 – Approval to Issue Performance Rights to Anthony Greenaway	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to Issue Performance Rights to Chris Gale	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval to Issue Performance Rights to Kevin Wilson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 8 – Approval to Issue Performance Rights to Chafika Eddine	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	(b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolutions 1 and 2 - Ratification of prior issue of Placement Shares under Listing Rules 7.1 and 7.1A	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 - Approval to Issue Placement Shares to Director – Chris Gale	Chris Gale (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval to Issue Broker Options	CPS Capital Group Pty Ltd (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to Issue Performance Rights to Anthony Greenaway	Anthony Greenaway (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to Issue Performance Rights to Chris Gale	Chris Gale (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Performance Rights to Kevin Wilson	Kevin Wilson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to Issue Performance Rights to Chafika Eddine	Chafika Eddine (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company's share registry will need to verify your identity. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6617 4795.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 4

1.1 Placement

As announced on 29 May 2026, the Company received firm commitments from institutional, professional and sophisticated investors (**Placement Participants**) to raise $6,000,000 (before costs) through the issue of 63,157,895 Shares (**Placement Shares**) at an issue price of $0.095 per Placement Share (**Placement**).

Mr Chris Gale, a Director of the Company, and Mr Mitch Thomas, CEO, provided firm commitments to subscribe for an aggregate of 1,052,632 Placement Shares to raise $100,000 (before costs) under the Placement.

On 5 June 2026, the Company issued 62,631,579 Placement Shares to the Placement Participants (including 526,316 Placement Shares to Mitch Thomas) as follows:

(a) 36,291,579 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1; and

(b) 26,340,000 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 2.

Mr Gale's allocation of 526,316 Placement Shares is subject to Shareholder approval being received (**Director Participation**). The Company is seeking Shareholder approval for the Director Participation under Resolution 3.

Proceeds from the Placement will be used to advance drilling at the Brazil Lithium Project (Mandacaru and Campo Grande, both 100% SLM) commencing June 2026, drilling at the Cinto Copper Project (100% SLM), regional surface exploration and general working capital.

1.2 Lead Manager

The Company engaged the services of CPS Capital Group Pty Ltd (**CPS Capital**) to act as lead manager to the Placement pursuant to a lead manager mandate dated 27 May 2026 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided by CPS Capital, the Company has agreed to:

(a) pay a placing fee of 4% (plus GST) of the total proceeds raised under the Placement;

(b) pay a management fee of 2% (plus GST) of the total proceeds raised under the Placement; and

(c) subject to Shareholder approval, issue a total of 5,000,000 unlisted Options exercisable at $0.1425, with a 3-year term (**Broker Options**).

The Lead Manager Mandate is otherwise on terms considered standard for an agreement of its nature.

The Company is seeking Shareholder approval for the issue of the Broker Options pursuant to Resolution 4.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 62,631,579 Placement Shares at an issue price of $0.095 per Placement Share to raise $6,000,000 (before costs), less the Director Participation.

As set out in Section 1.1, on 5 June 2026, 36,291,579 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1), and 26,340,000 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 May 2026.

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

2.3 Listing Rule 7.4

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. 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, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

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

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

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Institutional, professional and sophisticated investors who were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company other

REQUIRED INFORMATION	DETAILS
	than PLS Group Ltd (or its nominees), who is a substantial holder of the Company and was issued 3,221,053 Placement Shares.
Number and class of Securities issued	62,631,579 Placement Shares were issued on the following basis: (a) 36,291,579 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 26,340,000 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	5 June 2026.
Price or other consideration the Company received for the Securities	$0.095 per Placement Share for Placement Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.1 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares were issued pursuant to customary placement agreements between the Company and the Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – CHRIS GALE

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the Director Participation as set out in Section 1.1, being the issue of 526,316 Placement Shares to Mr Chris Gale (and/or his nominee(s)) under the Placement.

3.2 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue of Placement Shares under the Director Participation constitutes giving a financial benefit and Mr Gale is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Gale who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue because the Placement Shares will be issued to Mr Gale (or his nominee(s)) on the same terms as Placement Shares issued to the unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

3.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise the additional funds of $50,000 (before costs) which will be used in the manner set out in Section 1.1. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue to Mr Gale and no further funds will be raised under the Placement.

3.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Chris Gale (or his nominee(s)).
Categorisation under Listing Rule 10.11	Mr Gale falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Gale who receives Placement Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	526,316 Placement Shares will be issued.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.095 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.1 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares being issued to Mr Gale (and/or his nominee(s)) are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS

4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 Broker Options to CPS Capital (or its nominee(s)) in consideration for lead manager services provided by CPS Capital under the Lead Manager Mandate, as set out in Section 1.2.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

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

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate the form of fees payable to CPS Capital for lead manager services provided under the Lead Manager Mandate, which may require the Company to utilise its cash reserves.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	CPS Capital Group Pty Ltd (or its nominee(s)).

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	5,000,000 Broker Options will be issued.
Terms of Securities	The Broker Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Broker Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Broker Options will be issued at a nil issue price (or nominal consideration of $0.00001 per Broker Option), in consideration for lead manager services provided under the Lead Manager Mandate.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Broker Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 5 TO 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

5.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 6,800,000 Performance Rights to Directors Anthony Greenaway, Chris Gale, Kevin Wilson and Chafika Eddine (or their nominee(s)) per the allocations set out below:

QUANTUM	RECIPIENT	RESOLUTION	TRANCHE
1,600,000	Anthony Greenaway	5	**Tranche 1:** 400,000 Performance Rights **Tranche 2:** 500,000 Performance Rights **Tranche 3:** 700,000 Performance Rights
2,000,000	Chris Gale	6	**Tranche 1:** 500,000 Performance Rights **Tranche 2:** 700,000 Performance Rights **Tranche 3:** 800,000 Performance Rights
1,600,000	Kevin Wilson	7	**Tranche 1:** 400,000 Performance Rights **Tranche 2:** 500,000 Performance Rights **Tranche 3:** 700,000 Performance Rights
1,600,000	Chafika Eddine	8	**Tranche 1:** 400,000 Performance Rights **Tranche 2:** 500,000 Performance Rights **Tranche 3:** 700,000 Performance Rights

Vesting Conditions

TRANCHE	VESTING CONDITION
1	The Performance Rights will vest upon the Company achieving a volume weighted average price of Shares over 20 consecutive trading days (**20-Day VWAP**) of at least $0.15.
2	The Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least $0.20.
3	The Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least $0.30.

5.2 Director Recommendation

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

5.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2 above.

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

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

5.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.3 above.

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

5.5 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue. As a result, the Company will need to evaluate other methods to remunerate and incentivise the Directors, and provide a performance linked incentive component to the remuneration packages of the Directors, which may involve the Company needing to utilise its cash reserves.

5.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Performance Rights are set out in the table included at Section 5.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the proposed recipients who receive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 6,800,000 and the allocation between the recipients is set out in the table included at Section 5.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to each proposed recipient will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Consideration of quantum of Securities to be issued	The number of Performance Rights to be issued has been determined based upon a consideration of: (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>(b) the remuneration of the proposed recipients; and
(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</td></tr>
<tr><td>Remuneration</td><td>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:
<table>
<tr><th>RELATED PARTY</th><th>PREVIOUS FINANCIAL YEAR ENDING 31 DEC 2025 (7 Months)</th><th>CURRENT FINANCIAL YEAR ENDING 31DECEMBER 2026</th></tr>
<tr><td>Chris Gale</td><td>$79,093[1]</td><td>$138,644[2]</td></tr>
<tr><td>Kevin Wilson</td><td>$61,387[3]</td><td>$110,652[4]</td></tr>
<tr><td>Chafika Eddine</td><td>$61,516[5]</td><td>$110,652[6]</td></tr>
<tr><td>Anthony Greenaway</td><td>$5,600[7]</td><td>$83,187[8]</td></tr>
</table>
Notes:
1. Comprising Director's fees of $46,200 and share-based payments of $32,893.
2. Comprising Director's fees of $79,200 and share-based payments of $59,444 (including an increase of $13,562, being the portion of the value of the Performance Rights to be issued to Mr Gale (and/or his nominee(s)) the subject of Resolution 6, to be expensed for the period ending 31 December 2026).
3. Comprising Director's fees of $39,063 and share-based payments of $22,324.
4. Comprising Director's fees of $66,000 and share-based payments of $44,652 (including an increase of $10,808, being the portion of the value of the Performance Rights to be issued to Mr Wilson (and/or his nominee(s)) the subject of Resolution 7, to be expensed for the period ending 31 December 2026).
5. Comprising Director's fees of $39,192 and share-based payments of $22,324.
6. Comprising Director's fees of $66,000 and share-based payments of $44,652 (including an increase of $10,808, being the portion of the value of the Performance Rights to be issued to Ms Eddine (and/or her nominee(s)) the subject of Resolution 8, to be expensed for the period ending 31 December 2026).
7. Comprising Director's fees of $5,600.
8. Comprising Director's fees of $66,000 and share-based payments of $17,187 (including an increase of $10,808, being the portion of the value of the Performance Rights to be issued to Mr Greenaway (and/or his nominee(s)) the subject of Resolution 5, to be expensed for the period ending 31 December 2026).
Refer to Schedule 3 for the total value of the Performance Rights proposed to be issued to each of the Directors respectively pursuant to Resolutions 5 to 8.</td></tr>
<tr><td>Valuation</td><td>The value of the Performance Rights and the pricing methodology is set out in Schedule 3.</td></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Performance Rights are not being issued under an agreement.</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:
As at the date of this Notice</td></tr>
</table>

REQUIRED INFORMATION	DETAILS

RELATED PARTY	SHARES[1]	OPTIONS[2]	PERFORMANCE RIGHTS	UN-DILUTED	FULLY DILUTED
Anthony Greenaway	Nil.	Nil.	1,600,000[3]	0.00%	0.49%
Chris Gale	2,144,085[4]	588,236[5]	3,200,000[6]	0.65%	1.81%
Kevin Wilson	403,209	147,059	2,200,000	0.12%	0.84%
Chafika Eddine	425,668	176,471	2,200,000	0.13%	0.85%

Post issue

RELATED PARTY	SHARES[1]	OPTIONS[2]	PERFORMANCE RIGHTS
Anthony Greenaway	Nil.	Nil.	3,200,000
Chris Gale	2,144,085	588,236	5,200,000
Kevin Wilson	403,209	147,059	3,800,000
Chafika Eddine	425,668	176,471	3,800,000

Notes:

1. Fully paid ordinary shares in the capital of the Company, held in the form of CHESS Depository Interests (CDIs) (ASX:SLM).
2. Unlisted Options exercisable at $0.16 each on or before 24 April 2027.
3. Held by the Greenaway Family A/C of which Mr Greenaway is a trustee.
4. Comprising 531,250 Shares held by Mr Gale, 1,024,600 Shares held by Allegra Capital Pty Ltd and 588,235 Shares held by The Gale Super Fund A/C.
5. Comprising 294,118 Options held by Allegra Capital Pty Ltd and 294,118 Options held by The Gale Super Fund A/C.
6. Comprising 1,200,000 Performance Rights expiring three years from the date of issue and 2,000,000 Performance Rights expiring 24 April 2028 (all subject to vesting conditions).

Dilution

If the Performance Rights issued under these Resolutions are exercised, a total of 6,800,000 Shares would be issued. This will increase the number of Shares on issue from 331,578,689 (being the total number of Shares on issue as at the date of this Notice) to 338,378,689 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.97%, comprising 0.46% by Anthony Greenaway, 0.58% by Chris Gale, 0.46% by Kevin Wilson and 0.46% by Chafika Eddine.

Trading history

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	PRICE	DATE
Highest	$0.135	16 June 2026
Lowest	$0.030	15 April 2026
Last	$0.086	4 August 2026

Other information

The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.

REQUIRED INFORMATION	DETAILS
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Broker Option means an unlisted Option issued on the terms and conditions set out in Schedule 1.

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

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Solis Minerals Limited (ACN 653 083 026).

Constitution means the Company's constitution.

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

CPS Capital means CPS Capital Group Pty Ltd.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 1.2.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, Performance Right or Performance Share (as applicable).

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF BROKER OPTIONS

1.	**Entitlement**	Each Broker Option entitles the holder to subscribe for one (1) Share upon exercise of the Broker Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Broker Option will be $0.1425 (**Exercise Price**).
3.	**Expiry Date**	Each Broker Option will expire at 5:00 pm (AWST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Broker Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Broker Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Broker Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Broker Options. If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Broker Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Broker Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options without exercising the Broker Options.
11.	**Change in exercise price**	A Broker Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Broker Option can be exercised.
12.	**Transferability**	The Broker Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

<table>
<tr><td>1.</td><td>Entitlement</td><td>Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one Share.</td></tr>
<tr><td>2.</td><td>Consideration</td><td>The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.</td></tr>
<tr><td>3.</td><td>Vesting Conditions</td><td>Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (each, a Vesting Condition) specified below:
<table>
<tr><th>TRANCHE</th><th>VESTING CONDITION</th><th>EXPIRY DATE</th></tr>
<tr><td>1</td><td>The Performance Rights will vest upon the Company achieving a volume weighted average price of Shares over 20 consecutive trading days (20-Day VWAP) of at least $0.15.</td><td>The date that is 36 months from the date of issue.</td></tr>
<tr><td>2</td><td>The Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least $0.20.</td><td>The date that is 36 months from the date of issue.</td></tr>
<tr><td>3</td><td>The Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least $0.30.</td><td>The date that is 36 months from the date of issue.</td></tr>
</table></td></tr>
<tr><td>4.</td><td>Notice of Vesting</td><td>Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (Vesting Notice) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.</td></tr>
<tr><td>5.</td><td>Expiry Date</td><td>The Performance Rights will expire and lapse on the first to occur of the following:
(a) the Vesting Condition becoming incapable of satisfaction;
(b) the Holder's employment or service with the Company ceasing before the Vesting Condition is satisfied; and
(c) 5:00pm (Perth time) on the date which is 36 months after the date of issue of the Performance Rights,
(each, an Expiry Date).</td></tr>
<tr><td>6.</td><td>Exercise</td><td>At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the Holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The Holder is not required to pay a fee to exercise the Performance Rights.</td></tr>
<tr><td>7.</td><td>Timing of issue of Shares on conversion</td><td>As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
(a) issue, allocate or cause to be transferred to the Holder the number of Shares to which the Holder is entitled;
(b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the Holder;
(c) if required, and subject to paragraph 8, give the ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
(d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.</td></tr>
</table>

8.	**Restrictions on transfer of Shares**	If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the Holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9.	**Ranking**	All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10.	**Transferability of the Performance Rights**	The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
11.	**Dividend rights**	A Performance Right does not entitle the Holder to any dividends.
12.	**Voting rights**	A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13.	**Quotation of the Performance Rights**	The Company will not apply for quotation of the Performance Rights on any securities exchange.
14.	**Adjustments for reorganisation**	If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Performance Rights Holder will be varied in accordance with the Corporations Act and the Listing Rules of the ASX at the time of the reorganisation.
15.	**Entitlements and bonus issues**	The Holder will not be entitled to participate in new issues of capital offered to Shareholders such as bonus issues (meaning a pro rata issue of securities to Shareholders for which no consideration is payable by them) and entitlement issues.
16.	**Return of capital rights**	The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	**Rights on winding up**	The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
18.	**Change of control**	Upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, or the Board determining that such an event is likely to occur, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

19.	**No other rights**	A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
20.	**Amendments required by ASX or TSX-V**	The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX as the case may be, regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
21.	**Constitution**	Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

SCHEDULE 3 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 5 to 8 has been valued by internal management.

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

ASSUMPTIONS:	TRANCHE 1	TRANCHE 2	TRANCHE 3
Valuation date	1 July 2026	1 July 2026	1 July 2026
Market price of Shares at issue date	$0.097	$0.097	$0.097
Strike Price	$0.15	$0.20	$0.30
Issue Date	31 August 2026	31 August 2026	31 August 2026
Expiry date (length of time from issue)	31 August 2029	31 August 2029	31 August 2029
Risk free rate	4.45%	4.45%	4.45%
Volatility	127%	127%	127%
Indicative value per Performance Right	**$0.06657**	**$0.06237**	**$0.05611**
Total Value of Performance Rights	**$113,161**	**$137,214**	**$162,732**
Anthony Greenaway (Resolution 5)	$26,626	$31,185	$39,280
Chris Gale (Resolution 6)	$33,283	$43,659	$44,892
Kevin Wilson (Resolution 7)	$26,626	$31,185	$39,280
Chafika Eddine (Resolution 8)	$26,626	$31,185	$39,280

SOLIS MINERALS

SOLIS MINERALS LIMITED
ABN 27 653 083 026

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AWST) on Tuesday, 15 September 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188945
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Solis Minerals Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ______

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting 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 Solis Minerals Limited to be held at Unit 3, 32 Harrogate Street, West Leederville, Western Australia 6007 on Thursday, 17 September 2026 at 11:00 AM (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 5, 6, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Placement Shares under Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratification of prior issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
Resolution 3	Approval to Issue Placement Shares to Director – Chris Gale	☐	☐	☐
Resolution 4	Approval to Issue Broker Options	☐	☐	☐
Resolution 5	Approval to Issue Performance Rights to Anthony Greenaway	☐	☐	☐
Resolution 6	Approval to Issue Performance Rights to Chris Gale	☐	☐	☐
Resolution 7	Approval to Issue Performance Rights to Kevin Wilson	☐	☐	☐
Resolution 8	Approval to Issue Performance Rights to Chafika Eddine	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address