NOTICE OF 2026 SHAREHOLDER MEETING AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (**ASX:RML**) refers to the notice of general meeting (GM) and accompanying explanatory notes released to ASX on 17 August 2026 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (**Shareholders**).

The Meeting will be held:

Date:	Wednesday 16 September 2026
Time:	9:30am (ACST)
Location:	Offices of Grant Thornton Australia Limited Level 3, 170 Frome Street, Adelaide SA

Please find attached the following documents providing further information on the Meeting:

- Shareholder notice and access letter
- Notice of Meeting
- Sample Proxy Form

The above documents will be despatched to the Company's shareholders today, in accordance with their communication preferences. Copies of the documents are also available from the Company's website.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 8 6118 7110 or by email at info@resolutionminerals.com.

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias

Company Secretary

17 August 2026

Letter to Shareholders regarding upcoming General Meeting of Shareholders

Resolution Minerals Ltd (**ASX:RML**) (**Resolution** or **Company**) advises a General Meeting will be held in person at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide SA on Wednesday, 16 September 2026 at 9:30am (ACST) (**GM**).

Notice of Meeting

The Notice of Meeting and explanatory notes (**Notice of Meeting**) for the GM is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://resolutionminerals.com/investor-center/ or the Company's ASX market announcements platform at www.asx.com.au (ASX: RML).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice of Meeting or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice of Meeting and Proxy Form in hard copy.

Voting by Proxy

Online Scan the QR code below using your smartphone	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@resolutionminerals.com.

Copies of all Meeting related material including the Notice of Meeting, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias

Company Secretary

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting
16 September 2026

Time of Meeting
9:30am (ACST)

Place of Meeting
Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

RESOLUTION MINERALS LTD
ACN 617 789 732

NOTICE OF 2026 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on 16 September 2026 at 9:30am ACST.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

GENERAL BUSINESS

Resolution 1 – Ratification of prior issue of 131,614,286 Shares to Placement Participants

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 131,614,286 Shares to the Placement Participants (or their nominees) pursuant to Listing Rule 7.1A on the terms and conditions set out in the Explanatory Notes."

Resolution 2 – Approval to issue up to 154,100,000 Shares to Placement Participants

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 154,100,000 Shares to the Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 3 – Approval to issue Options to Placement Participants

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 95,238,096 Options to Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 4 – Approval to issue Securities to Oakley Capital

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 up to 9,000,000 Shares and 80,000,000 Options to Oakley Capital (or its nominees) on the terms and conditions set out in the Explanatory Notes."

Resolution 5 – Approval to issue up to 71,428,572 Future Placement Shares and 23,809,524 Future Placement 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 up to 71,428,572 Future Placement Shares and 23,809,524 Future Placement Options, on the terms and conditions set out in the Explanatory Notes."

Resolution 6 – Approval to issue Securities to Critical Solutions LLC

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 up to 14,000,000 Performance Rights to Critical Solutions LLC (or its nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 7 – Approval to adopt new 2026 Employee Securities Incentive Plan

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt the 2026 Employee Securities Incentive Plan and to issue up to 250,000,000 Securities under that plan, on the terms and conditions set out in the Explanatory Notes."

Resolution 8 – Increase in non-executive Directors' fee pool

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

"That pursuant to and in accordance with Listing Rule 10.17, clause 13.7 of the Constitution and for all other purposes, the maximum aggregate amount of Directors' fees payable to non-executive Directors be increased by $1,100,000 from $400,000 to $1,500,000 per annum."

Resolution 9 – Approval to issue Incentive Performance Securities to Mr Brett Lynch

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 10.14 and for all other purposes, approval is given for the Company to issue up to 72,500,000 Incentive Performance Rights to Mr Lynch (or his nominee/s) under the Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Notes."

Resolution 10 – Approval to issue Incentive Performance Securities to Mr Steve Promnitz

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 up to 17,000,000 Advisor Performance Rights to Mr Promnitz (or his nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 11 – Approval to issue Incentive Performance Rights to Director – Mr Aharon Zaetz

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Incentive Performance Rights to Mr Zaetz (or his nominee/s) under the Plan on the terms and conditions set out in the Explanatory Notes."

Resolution 12 – Approval to issue Incentive Performance Rights to Director – Mr Mendel Rogatsky

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Incentive Performance Rights to Mr Rogatsky (or his nominee/s) under the Plan on the terms and conditions set out in the Explanatory Notes."

Resolution 13 – Approval to issue Incentive Performance Rights to Director – Mr Syed Alsagoff

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Incentive Performance Rights to Mr Alsagoff (or his nominee/s) under the Plan on the terms and conditions set out in the Explanatory Notes."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

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

Resolution 1 - Ratification of prior issue of 131,614,286 Shares to Placement Participants	Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 - Approval to issue 154,100,000 Shares to Placement Participants	Placement Participants (or their nominees) 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 3 - Approval to issue Options to Placement Participants	Placement Participants (or their nominees) 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 4 - Approval to issue Securities to Oakley Capital	Oakley Capital (or its nominees) 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 up to 71,428,572 Future Placement Shares and 23,809,524 Future Placement Options	Any 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 6 - Approval to issue Securities to Critical Solutions	Critical Solutions (or its nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 – Approval to adopt 2026 Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 8 - Increase in non-executive Directors' fee pool	A Director or an associate of that person or those persons.
Resolution 9 – Approval to issue Incentive Performance Securities to Director – Mr Brett Lynch	Mr Lynch (or his nominee/s) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons in the case of Listing Rule 10.14 approval; or .
Resolution 10 - Approval to issue Securities to Steve Promnitz	Steve Promnitz (or his nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 11 – Approval to issue Incentive Performance Rights to Director – Mr Aharon Zaetz	Mr Zaetz (or his nominee/s) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 12 – Approval to issue Incentive Performance Rights to Director – Mr Mendel Rogatsky	Mr Rogatsky (or his nominee/s) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 13 – Approval to issue Incentive Performance Rights to Director – Mr Syed Alsagoff	Mr Alsagoff (or his nominee/s) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question 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 person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements

Resolution 7 – Approval to increase the threshold under the Company's 2026 Employee Securities Incentive Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.

	However, the above prohibition does not apply if: (a) the proxy is the Chair; and (a) 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 – Increase in non-executive Directors' fee pool	A vote on this Resolution must not be cast (in any capacity) by or on behalf of a Director or an Associate of a Director. However, this does not apply to a vote if it is 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 directions given to the proxy or attorney to vote on the Resolution in that way, or b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting 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. Additionally, the Company will disregard any votes cast on this Resolution by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless: a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
Resolution 9 – Approval to issue Incentive Performance Securities to Director – Mr Brett Lynch (in the case of a Listing Rule 7.1 approval)	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to issue Incentive Performance Rights to Director – Mr Aharon Zaetz	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (c) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (d) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) 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 12 – Approval to issue Incentive Performance Rights to Director – Mr Mendel Rogatsky	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 13 – Approval to issue Incentive Performance Rights to Director – Mr Syed Alsagoff	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Important information concerning proxy votes on Resolutions 7, 8, 9, 11, 12 and 13
The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

Additionally, the Company will disregard any votes cast on Resolutions 7, 8, 9, 11, 12 and 13 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
(b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolutions 7, 8, 9, 11, 12 and 13 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chair of the Meeting how to vote on these Resolutions.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote in respect of Resolutions 7, 8 and 9 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chair of the Meeting to vote your proxy in favour of the relevant Resolution. This express authorisation acknowledged that the Chair of the Meeting may vote your proxy even if:

(a) Resolutions 7, 8, 9, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
(b) the Chair of the Meeting has an interest in the outcome of Resolutions 7, 8, 9, 11, 12 and 13 and that votes cast by the Chair of the Meeting for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

Voting, Attendance Entitlement and proxy
A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chair as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chair as their proxy.**

Shareholders are encouraged to lodge their Proxy Forms online at https://singleholding.automic.com.au/login.

In completing the attached Proxy Form, Members must be aware that where the Chair is appointed as their proxy, they will be directing the Chair to vote in accordance with the Chair's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair as a proxy with a direction to cast the votes contrary to the Chair's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair.

A proxy need not be a Member. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

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 order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am ACST on 14 September 2026):

On-line:	https://singleholding.automic.com.au/login
By mail:	Automic GPO BOX 5193 SYDNEY NSW 2001
By hand:	Level 5, 126 Phillip Street SYDNEY NSW 2000
By e-mail:	meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm (ACST) on 14 September 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Adelaide, 17 August 2026

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction
These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Background to Resolutions 1 to 5

Overview of the Placement

As announced on 23 April 2026, the Company received firm commitments from sophisticated investors (**Placement Participants**) to raise up to $20,000,000 (before costs) through the issue of Shares at an issue price of $0.07 per Share (**Placement**).

The Placement will be conducted in two tranches as follows:

a) the first tranche comprised the issue of 131,614,286 Shares on 4 May 2026, 3 June 2026 and 8 July 2026, pursuant to the Company's placement capacity under ASX Listing Rule 7.1A, ratification of which is sought under Resolution 1; and
b) the second tranche, which is subject to Shareholder approval being obtained at this Meeting, will comprise the issue of up to 154,100,000 Shares to unrelated Placement Participants (approval for which is sought under Resolution 2).

The Company is also seeking Shareholder approval to issue Placement Participants one Option for every three Shares issued under the Placement (**Placement Options**). The Placement Options will be exercisable at $0.10 each on or before 30 November 2029 (ASX code RMLOD). Shareholder approval for the issue of the Placement Options is sought under Resolution 3.

Use of funds

The purpose of the Placement is to raise up to $20,000,000 (before costs).

The funds raised from the Placement are intended to be applied to accelerate drilling, metallurgical test work and permitting activities across the Horse Heaven Project, positioning Resolution to advance multiple near-term catalysts across antimony gold, silver, and tungsten and for working capital.

The above is a statement of current intentions as of the date of this Notice. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

Lead Manager

The Company engaged Oakley Capital Partners Pty Limited (**Oakley Capital**) to act as lead manager to the Placement and agreed to pay/issue to Oakley Capital:

a) a 6% cash fee (plus GST) on all funds raised under the Placement; and
b) subject to Shareholder approval, 9,000,000 Shares and 80,000,000 Options on the same terms as the Options issued to the Placement Participants (approval for the issue of which is sought under Resolution 4). If approval if not obtained for the issue of these Securities, the Company must pay Oakley Capital the cash equivalent.

The agreement between the Company and Oakley Capital is otherwise on terms and conditions considered standard for an agreement of its nature.

Resolution 1 – Ratification of prior issue of Shares to Placement Participants

General

This Resolutions seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 131,614,286 Shares, as announced on 23 April 2026, at an issue price of $0.07 per Share to raise $9,213,000. Further information in relation to the issue is set out under the heading "Background to Resolutions 1 to 5" above.

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 previously obtained such approval from its Shareholders at its annual general meeting held on 28 November 2025.

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

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.

Technical information required by Listing Rule 14.1A

If this Resolutions is 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 this Resolution is 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.

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	Placement Participants (or their nominees) comprising professional and sophisticated investors who were identified through a bookbuild process, which involved Oakley Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that none of the placement participants were a related party of the entity; a member of the entity's key management personnel; a substantial holder in the entity; an adviser to the entity; or an associate of any of the above.
Number and class of Securities issued	131,614,286 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 1).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	4 May 2026, 3 June 2026 and 8 July 2026,
Price or other consideration the Company received for the Securities	$0.07 per Share for Shares issued pursuant to Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares were issued to the Placement Participants to enable the Company to raise $9,213,000 under the Placement. Refer to the information included under the heading "Background to Resolutions 1 to 5" above for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1 and advise that 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 up to 154,100,000 Shares to Placement Participants

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 154,100,000 Shares to Placement Participants (or their nominees) at an issue price of $0.07 per Share to raise up to an additional $10,787,000 under the Placement. Further information in relation to the issue is set out under the heading "Background to Resolution 1 to 5" above.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

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. Further, the Company will not raise an additional $10,787,000 under the Placement.

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	Placement Participants (or their nominees). Oakley Capital (an adviser to the Company) will be issued up to 42,857,143 Shares as a result of their participation in the Placement which represents approximately 1.89% of the Company's share capital at the time of the proposed issue. The Company confirms that no other Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 154,100,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within one month of the Meeting. In any event, the Company will not issue any Shares no 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	$0.07 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares will be issued to the Placement Participants to enable the Company to raise an additional $10,787,000 under the Placement. Refer to the information included under the heading "Background to Resousitions 1 to 5" above for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2 and advise that 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.

Resolution 3 – Approval to issue Placement Options to Placement Participants

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 95,238,096 Options to the Placement Participants (or their nominees). The Placement Options will be exercisable at $0.10 each on or before 30 November 2029 and will otherwise be issued on the terms and conditions set out in Schedule 1.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

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.

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	Placement Participants (or their nominees) in consultation with Oakley (Lead Manager). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 95,238,096 Placement Options will be issued.
Terms of Securities	The Placement 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 Placement Options within one month of the Meeting. In any event, the Company will not issue any Placement 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 Placement Options are being offered for nil consideration as they are free-attaching to the Shares issued under the Placement on a 1:3 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The Placement Options are being issued as an incentive to encourage investors to participate in the Placement. No funds will be raised from the issue of the Placement Options. Refer to the information included under the heading “Background to Resoutions 1 to 5” above for details of the proposed use of funds raised under the Placement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Approval to issue Securities to Oakley Capital

General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 9,000,000 Shares and 80,000,000 Options in part consideration for lead manager services provided by Oakley Capital in connection with the Placement. The Options will be issued on the same terms and conditions as the Placement Options as set out in Schedule 1. Further information in relation to the agreement entered into between the Company and Oakley Capital is set out under the heading “Background to Resolutions 1 to 5” above.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

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. Further, the Company will be required to pay Oakley Capital the cash equivalent value of the Securities, which will reduce the Company's available cash reserves.

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	Oakley Capital (or its nominees).
Number of Securities and class to be issued	9,000,000 Shares and 80,000,000 Options will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The 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 Securities within one month of the Meeting. In any event, the Company will not issue any Securities 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 Securities will be issued at a nil issue price, in consideration for lead manager services provided by Oakley Capital.
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 its agreement with Oakley Capital as summarised in the "Background to Resoutions 1 to 5" above.
Summary of material terms of agreement to issue	The Securities are being issued under the agreement between the Company and Oakley Capital, a summary of the material terms of which is set out in the "Background to Resoutions 1 to 5" above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 4 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 4.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Approval to issue up to 71,428,572 Future Placement Shares and 23,809,524 Future Placement Options

General

The Company may seek to undertake a future placement through the issue of up to 71,428,572 Shares (**Future Placement Shares**) and 23,809,524 Options (**Future Placement Options**) to professional and sophisticated investors (the Future Placement Participants) to raise further funds to be applied towards continued exploration on the Company's existing assets, the acquisition of new assets, the development of the Company's current business and general working capital (**Future Placement**). The Future Placement is intended to be undertaken on the same terms as the Placement whereby the Future Placement Shares are issued at a price of $0.07 and include an attaching Option on a 1:3 basis. The Future Placement may raise up to a further $5,000,000.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue the Future Placement Shares and Future Placement Options.

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

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.

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	Future Placement Participants are not currently identified and will not be related parties (or their associates) of the Company.
Number of Securities and class to be issued	Up to 71,428,572 Shares and 23,809,524 Options.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The 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 will not issue any Future Placement Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price, consideration, purpose	The Shares are proposed to be issued at a price of $0.07 per Share to raise up to $5,000,000 before costs. The funds raised from the Future Placement may be used for continued exploration on the Company's existing assets (which may include project feasibility studies and ongoing project administration costs), the acquisition of new assets (including the expenses associated with such an acquisition), the development of the Company's current business and general working capital.
Material terms of agreement	Participants in the Future Placement will subscribe for Shares and Options in the Company on terms detailed above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 5 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 5.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6 – Approval to issue Securities to Critical Solutions LLC

This Resolution seeks Shareholder approval to issue 14,000,000 Performance Rights to Critical Solutions LLC (Critical Solutions) in connection with strategic advocacy and government relations services for RML, including direct lobbying activities as required, to advance the Antimony Ridge Project and related priorities as well as assisting in securing US government funding, partnership opportunities, and policy support on the terms and conditions set out below (the Services).

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

Class	Quantum	Vesting Condition	Expiry Date
A	4,200,000	Receipt of US$25M of non-dilutive financing (funding which does not require issuing equity can be debt or grants) in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds.	31 December 2027
B	4,200,000	Receipt of US$50M cumulative of non-dilutive financing in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds.	
C	2,800,000	Receipt of US$50M of US government back debt in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds.	
D	2,800,000	Receipt of US$100M cumulative of government back debt in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds.	

Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

Technical information required by Listing Rule 14.1A

If Resolution 6 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 Resolution 6 is not passed, the Company will not be able to proceed with the issue and the Company will need to consider alternative methods to remunerate the Critical Solutions.

Technical information required by Listing Rule 7.3

Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Critical Solutions LLC (or its nominee(s)).
Number of Securities and class to be issued	14,000,000 Performance Rights will be issued.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Appendix 2.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Appendix 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within one month of the Meeting. In any event, the Company will not issue any Performance Rights 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 Performance Rights will be issued at a nil issue price, in consideration for Critical Solutions LLC's services to the Company.
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 Agreement with Critical Solutions.
Summary of material terms of agreement to issue	The Performance Rights are being issued under an agreement to provide the Services detailed above for the issue of the proposed Performance Rights and is otherwise standard for agreements of this nature.
Voting exclusion statement	A voting exclusion statement applies to Resolution 6.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 6 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

Resolution 7 – Approval to adopt 2026 Employee Securities Incentive Plan

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.2 (Exception 13(b)) for the Company to adopt the 2026 Employee Securities Incentive Plan (**Plan**) and to issue up to a maximum of 250,000,000 Securities under the Plan. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately and this maximum number may never be issued at all.

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If this Resolution is passed, the Company will be able to issue up to a maximum of 250,000,000 Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will not be able to adopt the Plan or issue Securities under the Plan in reliance on the exception in Listing Rule 7.2 (Exception 13(b)). Any issue of Securities to eligible participants would instead reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

In accordance with the requirements of Listing Rule 7.2 (Exception 13) the following information is provided in respect of Resolution 7:

Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Appendix 1.
Number of Securities previously issued under the Plan	The Plan is a new plan proposed to be adopted at the Meeting. No Securities have been issued under the Plan.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities that may be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), following Shareholder approval, is 250,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately and this maximum number may never be issued at all. This number has been set to provide flexibility for the Company to reward employees, contractors and other persons who provide services to the Company with participation under the Plan. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 7 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 7.

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

Resolution 8 – Increase in non-executive Directors' fee pool

General
Resolution 8 seeks Shareholder approval for the purposes of clause 13.7 of the Constitution and Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the maximum aggregate amount of fees available to be paid to non-executive Directors by $1,100,000 from $400,000 to $1,500,000 per annum.

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

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

Clause 13.7 of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum determined by Shareholders in a general meeting.

The maximum aggregate amount of fees payable to Directors has not been increased since the Company's initial public offering in 2017. It is not intended to fully utilise the increased aggregate amount of fees in the immediate future.

The total aggregate annual remuneration of the non-executive Directors for the financial year ended 30 June 2025 was $26,000 as detailed in the Company's 2025 Annual Report. This includes all Board and committee fees paid to non-executive Directors and superannuation contributions made on behalf of the non-executive Directors.

Technical Information required by Listing Rule 14.1A
If Shareholders approve this Resolution, the Company's non-executive Director fee pool will increase to $1,500,000 and will provide the Board with flexibility to manage Director remuneration and Board members effectively.

If Shareholders do not approve this Resolution, the Company's non-executive Director fee pool will remain at $400,000 and may impact on the Board's ability to attract and retain suitable Board members.

Technical information required by Listing Rule 10.17.

This Resolution seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by $1,100,000 to $1,500,000.

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

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

a) to give the Board strategic flexibility to appoint additional non-executive Directors;
b) expected growth of the Company and increased responsibilities for non-executive Directors;
c) non-executive Directors fees may in the future need to be increased to retain Directors;
d) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company particularly in regard to mine development and operation; and
e) to remunerate Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates.

In the past three years, the Company has issued 5,000,000 performance rights to Mr Syed Alsagoff pursuant to Listing Rule 10.14 as approved by Shareholders at the Company's 2026 general meeting.

A voting exclusion statement applies to this Resolution.

A voting prohibition statement applies to this Resolution.

Board Recommendation: The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Members vote in favour of Resolution 8.

The Chair of the Meeting intends to vote all undirected proxies in favour of increase in the non-executive Directors' fee pool.

Resolution 9 – Approval to issue Incentive Performance Securities to Mr Brett Lynch

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to 72,500,000 Performance Rights to Mr Brett Lynch under the Plan, on the terms and conditions set out below **(Performance Rights)**.

The Performance Rights will only be issued to Mr Lynch following his appointment as a Director.

Further details in respect of the Incentive Performance Rights proposed to be issued are set out in the table below.

Quantum	Recipient	Vesting Condition	Vesting and Expiry Date
12,500,000	Mr Lynch or nominee	The Performance Rights will be issued as vested.	31 March 2031
20,000,000		Upon any of the following milestones being achieved, each tranche of 20,000,000 Performance Rights will vest upon the earlier of any of the milestones being met: 1. the Company's Shares trading above a price of $0.10 per Share over five (5) consecutive trading days on which the Shares have traded. 2. the Company's Shares trading above a price of $0.15 per Share over five (5) consecutive trading days on which the Shares have traded. 3. the Company's Shares trading above a price of $0.20 per Share over five (5) consecutive trading days on which the Shares have traded. 4. the sale of at least 80% of the entire tungsten stockpile at the Remington Mill or execution of an MOU for tungsten offtake for at least 30% of any mined tungsten over the coming 3 years; or 5. securing at least US$25 million of U.S. Government financing (grants/awards/DIBC/offtake prepayments/royalties/debt and other strategic sources; or 6. the receipt of the bulk sample permit for Antimony Ridge.	
20,000,000			
20,000,000			

<u>Chapter 2E of the Corporations Act</u>

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 will constitute the giving of a financial benefit to a related party of the Company.

To the extent Chapter 2E applies, the Directors (other than Mr Lynch) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Rights under Resolution 9, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Lynch, is reasonable remuneration in the circumstances and was negotiated on an arm's length basis, and accordingly falls within the exception in section 211 of the Corporations Act. Shareholder approval is therefore sought under Listing Rule 10.14 and not under Chapter 2E.

<u>Listing Rule 10.14</u>

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years 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 10.14), the issue will not use 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. The Company may consider other ways to pay Mr Lynch, including in cash.

<u>Technical information required by Listing Rule 10.15</u>

In accordance with the requirements of Listing Rule 10.15, the following information is provided in respect of Resolution 7:

<table>
<tr><td>Name of the person to whom Securities will be issued</td><td>Mr Lynch (or nominee/s).</td></tr>
<tr><td>Categorisation under Listing Rule 10.14</td><td>Mr Lynch will fall within the category set out in Listing Rule 10.14.1 as a related party of the Company when and if he is appointed as a Director.
Any nominee(s) of Mr Lynch who receive Performance Rights may constitute ‘associates’ for the purposes of Listing Rule 10.14.2.</td></tr>
<tr><td>Number of Securities and class to be issued</td><td>72,500,000 Performance Rights (being the nature of the financial benefit proposed to be given) will be allocated as set out in the table included above.</td></tr>
<tr><td>Securities previously issued to the recipient/(s) under the Plan</td><td>None.</td></tr>
<tr><td>Terms of Securities</td><td>The Performance Rights will be issued on the terms and conditions set out in Appendix 3.</td></tr>
<tr><td>Material terms of the Plan</td><td>A summary of the material terms and conditions of the Plan are set out in Appendix 1.</td></tr>
<tr><td>Material terms of any loan</td><td>No loan is being made in connection with the acquisition of the Performance Rights.</td></tr>
<tr><td>Price or other consideration the Company will receive for the Securities</td><td>The Performance Rights will be issued at a nil issue price.</td></tr>
<tr><td>Date(s) on or by which the Securities will be issued</td><td>The Company expects that Mr Lynch will be appointed as Director and to issue the Performance Rights, within one month of the Meeting. In any event, the Company will not issue any Performance Rights later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</td></tr>
<tr><td>Purpose of the issue, including the intended use of any funds raised by the issue</td><td>The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Mr Lynch to motivate and reward their performance as a Director (this will only occur once Mr Lynch is appointed a Director) and to provide cost effective remuneration to Mr Lynch, enabling 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 Mr Lynch.</td></tr>
<tr><td>Consideration of type of Security to be issued</td><td>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 Mr Lynch will align the interests of the recipients 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 Mr Lynch; 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.</td></tr>
<tr><td>Consideration of quantum of Securities to be issued</td><td>The number of Securities to be issued has been determined based upon a consideration of:
(a) the significant value for all Shareholders that is anticipated from achieving any of the proposed key performance indicator vesting conditions;
(b) the remuneration of the proposed recipients; and
(c) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company’s cash reserves.
The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.</td></tr>
<tr><td>Remuneration package</td><td>The total remuneration package for each of the 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>Current Financial Year ending 30 June 2027[1]</th><th>Previous Financial Year ended 30 June 2026[2]</th></tr>
<tr><td>Mr Lynch</td><td>$220,000</td><td>$0</td></tr>
</table>
1. Based on current annual contracted cash remuneration on a full year basis.
2. Not a director in the previous financial year.</td></tr>
</table>

<table>
<tr><td>Valuation</td><td>The Company values the Performance Rights using the Monte Carlo methodology. The value for the rights has not been determined at this time, but can be reasonably approximated at the most recent share price of the Company's Shares of approximately $0.05 per Incentive Performance Right using a Monte Carlo valuation. The potential maximum value of the Performance Rights is $3,625,000.</td></tr>
<tr><td>Interest in Securities</td><td>As at the date of this Notice, Mr Lynch holds 3,000,000 Shares and 6,416,667 Performance Rights in the Company and will hold an additional 72,500,000 Performance Rights following completion of the issue.</td></tr>
<tr><td>Dilution</td><td>If the milestones attaching to the Performance Rights issued under this Resolution are met and the Performance Rights are converted, a total of 72,500,000 Shares would be issued. This will increase the number of Shares on issue from 2,282,765,979 (being the total number of Shares on issue as at the date of this Notice) to 2,355,265,979 (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 3.18% on an undiluted basis.</td></tr>
<tr><td>Trading history</td><td>The trading history of the Shares on ASX in the 3 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>Price</th><th>Date</th></tr>
<tr><td>Highest</td><td>$0.076</td><td>23 April 2026</td></tr>
<tr><td>Lowest</td><td>$0.038</td><td>26 June 2026</td></tr>
<tr><td>Last</td><td>$0.045</td><td>22 July 2026</td></tr>
</table></td></tr>
<tr><td>Additional information</td><td>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</td></tr>
<tr><td>Other information</td><td>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 this Resolution.</td></tr>
<tr><td>Voting exclusion statement</td><td>A voting exclusion statement applies to this Resolution.</td></tr>
<tr><td>Voting prohibition statement.</td><td>A voting prohibition statement applies to this Resolution.</td></tr>
</table>

Board Recommendation: Mr Lynch declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution on the basis that it may result in the issue of Performance Rights should Resolution 9 be passed.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 9.

Resolution 10 – Approval to issue Securities to Steve Promnitz

This Resolution seeks Shareholder approval to issue 17,000,000 Advisor Performance Rights to Steve Promnitz (or nominee) in connection with strategic advisory and corporate support services for RML.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

Class	Quantum	Vesting Condition	Expiry Date
E	8,000,000	None	31 July 2031
F	3,000,000	US investors reaching a combined 15% of the Company's share register	
G	1,000,000	The Company's share price being maintained at $0.08 or higher for at least 10 consecutive trading days.	
H	2,000,000	The Company's share price being maintained at $0.10 or higher for at least 10 consecutive trading days.	
I	3,000,000	The Company's share price being maintained at $0.15 or higher for at least 10 consecutive trading days.	

<u>Listing Rule 7.1</u>

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

Technical information required by Listing Rule 14.1A

If Resolution 10 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 Resolution 10 is not passed, the Company will not be able to proceed with the issue and the Company will need to consider alternative methods to remunerate the Mr Promnitz.

Technical information required by Listing Rule 7.3

Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Steve Promnitz (or its nominee(s)).
Number of Securities and class to be issued	17,000,000 Advisor Performance Rights will be issued.
Terms of Securities	The Advisor Performance Rights will be issued on the terms and conditions set out in Appendix 4.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Appendix 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Advisor Performance Rights within one month of the Meeting. In any event, the Company will not issue any Advisor Performance Rights 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 Advisor Performance Rights will be issued at a nil issue price, in consideration for Steve Promnitz services to the Company.
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 agreement with Steve Promnitz.
Summary of material terms of agreement to issue	The Advisor Performance Rights are being issued under an agreement for advisory to assist with the development of the Horse Heaven Project in Idaho and corporate advisory services and the agreement is otherwise on standard terms for an agreement of this nature.
Voting exclusion statement	A voting exclusion statement applies to Resolution 10.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 10 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 10.

The Chair intends to vote all undirected proxies in favour of Resolution 10.

Resolutions 11 to 13 - Approval to issue Incentive Performance Rights to Directors – Aaron Zaetz, Mendel Rogatsky and Syed Alsagoff

These Resolutions seek Shareholder approval for the purposes of section 208 of the Corporations Act (Chapter 2E) and Listing Rule 10.14 for the issue of up to an aggregate of 201,000,000 Performance Rights to Mr Zaetz (being the subject of Resolution 11), Mr Rogatsky (being the subject of Resolution 12) and Mr Alsagoff (being the subject of Resolution 13) (or their nominee/s) (**the Related Parties**) pursuant to the Plan, on the terms and conditions set out below **(Incentive Performance Rights**).

Further details in respect of the Incentive Performance Rights proposed to be issued are set out in the table below.

Quantum	**Recipient**	**Vesting Condition**	**Vesting and Expiry Date**
100,000,000	Mr Zaetz	The Incentive Performance Rights will vest upon the earlier of any of the following vesting conditions being met; (a) the Company announcing an Mineral Resource Estimate (of at least an inferred category) in accordance with the JORC Code in respect of; (i) of at least 2,000,000 ounces of contained gold (approximately 15,600,000 tonnes at 4 grams per tonne); or	30 June 2031.
100,000,000	Mr Rogatsky		

1,000,000	Mr Alsagoff	(ii) of at least 150,000 tonnes of contained antimony (15,000,000 million tonnes at 1.0% Sb); or (iii) of at least 15,000 tonnes of contained tungsten (3 million tonnes at 0.5% WO_3); or (b) the Shares achieving a volume weighted average price of $0.15 per Share calculated over five (5) consecutive trading days on which the Shares have traded; or (c) the sale of at least 80% of the entire tungsten stockpile at the Remington Mill or execution of an MOU for tungsten offtake for at least 30% of any mined tungsten over the coming 3 years; or (d) inclusion of the Golden Gate onto the FAST 41 Permitting Dashboard; or (a) securing at least US$25 million of U.S. Government financing (grants/awards/DIBC/offtake prepayments/royalties/debt and other strategic sources.	

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 obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act and 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 constitutes giving a financial benefit and the Related Parties are each a related party of the Company by virtue of being a Director.

The issue of Incentive Performance Rights to Mr Zaetz constitutes the giving of a financial benefit to a related party of the Company. Shareholder approval for the issue is sought under Resolution 11 for the purposes of section 208 of the Corporations Act (Chapter 2E) and Listing Rule 10.14. Although the Company considers that the issue may fall within the exception in section 211 of the Corporations Act (reasonable remuneration), the Company has determined to seek Shareholder approval under Chapter 2E in any event, and does not rely on that exception.

The issue of Incentive Performance Rights to Mr Rogatsky constitutes the giving of a financial benefit to a related party of the Company. Shareholder approval for the issue is sought under Resolution 12 for the purposes of section 208 of the Corporations Act (Chapter 2E) and Listing Rule 10.14. Although the Company considers that the issue may fall within the exception in section 211 of the Corporations Act (reasonable remuneration), the Company has determined to seek Shareholder approval under Chapter 2E in any event, and does not rely on that exception.

The issue of Incentive Performance Rights to Mr Alsagoff constitutes the giving of a financial benefit to a related party of the Company. Shareholder approval for the issue is sought under Resolution 13 for the purposes of section 208 of the Corporations Act (Chapter 2E) and Listing Rule 10.14. Although the Company considers that the issue may fall within the exception in section 211 of the Corporations Act (reasonable remuneration), the Company has determined to seek Shareholder approval under Chapter 2E in any event, and does not rely on that exception.

Additional information required by section 219 of the Corporations Act

The following information is provided to Shareholders for the purposes of section 219 of the Corporations Act, to the extent not otherwise set out in the disclosure provided below in accordance with Listing Rule 10.15.

The related parties to whom the financial benefit will be given are Mr Zaetz (Resolution 11), Mr Rogatsky (Resolution 12) and Mr Alsagoff (Resolution 13), each of whom is a related party of the Company by reason of being a Director.

The nature of the financial benefit to be given is the issue, for nil cash consideration, of the number of Incentive Performance Rights set out in the table above under the Plan, together with the issue of Shares on vesting and exercise of those Incentive Performance Rights in accordance with their terms.

Each of the Directors has a material personal interest in the outcome of the Resolution relating to the issue of Incentive Performance Rights to that Director, and declines to make a recommendation on that Resolution. For the reasons set out in this Explanatory Statement, each Director who does not have a material personal interest in a particular Resolution recommends that Shareholders vote in favour of that Resolution.

The Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolutions, other than the information set out in this Explanatory Statement.

Restriction on directors voting at board level and section 195(4) of the Corporations Act

Each of Mr Zaetz, Mr Rogatsky and Mr Alsagoff has a material personal interest in the issue of Incentive Performance Rights to that Director. Under section 195(1) of the Corporations Act, a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting must not be present while the matter is being considered, or vote on the matter, subject to the exceptions in section 195.

Because each of the Directors is conflicted in respect of the issue of Incentive Performance Rights to Directors, there are not enough directors to form a quorum for a directors' meeting to consider and resolve to make the issues. Accordingly, in reliance on section

195(4) of the Corporations Act, the Directors have referred the matter to Shareholders in general meeting, and Shareholders are asked to approve the issues by passing Resolutions 11 to 13.

Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within 3 years 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 10.14), the issue will not use 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. The Company may consider other ways to pay the Related Parties, including in cash.

Technical information required by Listing Rule 10.15

In accordance with the requirements of Listing Rule 10.15, the following information is provided in respect of Resolutions 11 to 13:

Name of the person to whom Securities will be issued	The Related Parties (or their nominees).
Categorisation under Listing Rule 10.14	The Related Parties fall within the category set out in Listing Rule 10.14.1 as they are each a Director. Any nominee(s) of the Related Parties who receive Incentive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	201,000,000 Incentive Performance Rights (being the nature of the financial benefit proposed to be given) will be allocated as set out in the table included above.
Securities previously issued to the recipient/(s) under the Plan	100,000,000 Performance Rights and 62,500,000 Options have previously been issued to the Related Parties for nil consideration under the Plan as set out below: (a) 105,000,000 Performance Rights and 31,250,000 Options to Mr Zaetz; (b) 105,000,000 Performance Rights and 31,250,000 Options to Mr Rogatsky; and (c) 5,000,000 Performance Rights and nil Options to Mr Alsagoff.
Terms of Securities	The Incentive Performance Rights will be issued on the terms and conditions set out in Appendix 5.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Appendix 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Incentive Performance Rights.
Price or other consideration the Company will receive for the Securities	The Incentive Performance Rights will be issued at a nil issue price.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Incentive Performance Rights within one month of the Meeting. In any event, the Company will not issue any Incentive Performance Rights later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
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 Related Parties to motivate and reward their performance as Directors and to provide cost effective remuneration to the Related Parties, enabling 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 Related Parties.
Consideration of type of Security to be issued	The Company has agreed to issue the Incentive Performance Rights for the following reasons: (a) the issue of the Incentive Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the Related Parties will align the interests of the recipients 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 each of the Related Parties; 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 Incentive Performance Rights on the terms proposed.

Consideration of quantum of Securities to be issued

The number of Securities to be issued has been determined based upon a consideration of:

(a) the significant value for all Shareholders that is anticipated from achieving any of the proposed key performance indicator vesting conditions;

(b) the remuneration of the proposed recipients; and

(c) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.

Remuneration package

The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year ending 30 June 2027[1]	Previous Financial Year ended 30 June 2026[2]
Mr Zaetz	$448,000	$1,205,728
Mr Rogatsky	$448,000	$775,292
Mr Alsagoff	$60,000	$46,000

Notes:

1. Based on current annual contracted cash remuneration.
2. Annual cash remuneration.

Valuation

The Company values the Incentive Performance Rights using the Monte Carlo methodology. The value for the rights has not been determined at this time, but can be reasonably approximated at the most recent share price of the Company's Shares of $0.05 per Incentive Performance Right using a Monte Carlo valuation. The potential maximum value of the Performance Rights is $5,000,000 to each of Mr Zaetz and Mr Rogatsky and $50,000 to Mr Alsagoff.

Interest in Securities

The relevant interests of the 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

Related Party	Shares[1]	Options	Performance Rights	Undiluted	Fully Diluted
Mr Zaetz	55,125,000	63,390,625	105,000,000	2.42%	6.16%
Mr Rogatsky	45,240,625	60,155,079	105,000,000	1.98%	5.81%
Mr Alsagoff	Nil	Nil	5,000,000	0%	0%

Post issue

Related Party	Shares[1]	Options	Performance Rights
Mr Zaetz	55,125,000	63,390,625	205,000,000
Mr Rogatsky	45,240,625	60,155,079	205,000,000
Mr Alsagoff	Nil	Nil	6,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: RML).

Dilution

If the milestones attaching to the Incentive Performance Rights issued under these Resolutions are met and the Incentive Performance Rights are converted, a total of 201,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,282,765,979 (being the total number of Shares on issue as at the date of this Notice) to 2,483,765,979 (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 8.81%, comprising 4.38% by Mr Zaetz, 4.38 % by Mr Rogatsky and 0.04% by Mr Alsagoff.

Trading history

The trading history of the Shares on ASX in the 3 months before the date of this Notice is set out below:

	Price	Date
Highest	$0.084	16 April 2026
Lowest	$0.038	26 June 2026
Last	$0.048	10 July 2026

Additional information

Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

	Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
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.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement.	A voting prohibition statement applies to these Resolutions.

Board Recommendation: The Related Parties decline to make a recommendation to Shareholders in relation to Resolutions 11 to 13 due to their material personal interest in the outcome of the Resolutions on the basis that they may be issued Performance Rights should Resolutions 11 to 13 be passed.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 11 to 13.

Glossary

In the Notice of Meeting and Explanatory Notes:

ACST means Australian Central Standard Time.

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

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of RML.

Business Days has the meaning given in the Listing Rules.

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.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these explanatory notes.

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Listing Rules and **ASX 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 or General Meeting means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on 16 September 2026 at 9:30am.

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

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

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

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolution means a resolution referred to in this Notice.

RML or **the Company** means Resolution Minerals Ltd (ACN 617 789 732).

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

Schedule 1 – Terms and Conditions of Options

A summary of the terms and conditions of the Options proposed to be issued under Resolutions 3, 4 and 5 is set out below.

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Option (subject to possible adjustments referred to at items 10, 11 and 12 below).
2.	**Expiry Date**	Each Option will expire at 5:00pm (ACST) on 30 November 2029 (**Expiry Date**). Options not exercised by that time will lapse.
3.	**Exercise Price**	The exercise price of each option is $0.10 (**Exercise Price**).
4.	**Exercise Notice**	Applicants will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**). Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
5.	**Exercise**	Some or all of the Options may be exercised at any one time or times prior to the Expiry Date. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
6.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
7.	**Quotation**	The Company will seek to have the Options admitted to the Official List of ASX and the Options will be listed on ASX if approved. If the Company is still admitted to the ASX's Official List at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.
8.	**Transferability**	Each Option will be freely transferable at any time before the Expiry Date in any manner permitted by the Corporations Act.
9.	**Participation in new issues**	Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
10.	**Bonus issue**	If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares: (e) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and (f) no change will be made to the Exercise Price.
11.	**Reorganisation**	If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
12.	**Pro-rata issue**	In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

Appendix 1

Terms and Conditions of the 2026 Employee Securities Incentive Plan

Eligible Participant	**Eligible Participant** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time or a contractor or consultant of the Company or an Associated Body Corporate who has been determined by the Board to be eligible to participate in the Plan from time to time..
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Share, Option, Performance Right or other Convertible Security (**Securities**).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 7. The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 250,000,000. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A **Convertible Security** represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.

Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (b) where the holder ceases to be an eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**) and the Board exercises its discretion to determine that any unvested Convertible Securities will lapse. (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
Leaver	Where the holder ceases to be an eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group) before a Vesting Condition has been satisfied (other than where the Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group), subject to the Corporations Act and the Listing Rules, all or such other number of the Participant's unvested Convertible Securities (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Convertible Securities lapse
Listing of Convertible Securities	The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise (**Exercise Notice**) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (**Cashless Exercise**) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $S = O * \frac{(MVS - EP)}{MVS}$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise. EP = Exercise Price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities 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; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.

Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
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 each Participant holding Convertible Securities 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.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Notwithstanding any other provision of the Plan, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

Appendix 2

Terms and Conditions of the Performance Rights

1.	**Entitlement**	Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.
2.	**Consideration**	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	**Vesting Conditions**	The Performance Rights shall vest as follows: 1. Class A: Upon receipt of US$25,000,000 of non-dilutive financing (grant or debt) in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds. 2. Class B: Upon receipt of US$50,000,000 of non-dilutive financing in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds. 3. Class C: Upon receipt of US$50,000,000 of US government backed debt in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds. 4. Class D: Upon receipt of US$100,000,000 cumulative of government back debt in relation to the Horse Heaven Project by 31 December 2026 – 50% vesting on announcement of financing and 50% on receipt of funds, each, a **Vesting Condition**.
4.	**Expiry Date**	The Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (a) the Performance Right lapsing and being forfeited under the Plan; and (b) 5:00pm (ACST) on 31 December 2027, (**Expiry Date**). For the avoidance of doubt, any unexercised Performance Rights will automatically lapse on the Expiry Date.
5.	**Notice of Vesting**	The Company shall notify the holder in writing when the relevant Vesting Condition is satisfied.
6.	**Quotation of Performance Rights**	The Performance Rights will not be quoted on ASX.
7.	**Conversion**	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	**Timing of issue of Shares on conversion**	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the Performance Rights converted; (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 Performance Rights. If a notice delivered under 8(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.
9.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.

10.	**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.
11.	**Participation in New Issues**	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
13.	**Reorganisation**	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	**Dividend and Voting Rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	**Transferability**	The Performance Rights are not transferable.
16.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
18.	**ASX Listing Rule compliance**	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
19.	**No other rights**	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

Appendix 3

1.	**Entitlement**	Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.
2.	**Plan**	The Performance Rights are granted under the Company's 2026 Employee Incentive Securities Plan (**Plan**). In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
3.	**Consideration**	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
4.	**Vesting Conditions**	The Performance Rights shall vest as follows: 12,500,000 will be issued as vested. Upon any of the following Vesting Conditions being achieved, each tranche of 20,000,000 Performance Rights will vest: 1. the Company's Shares trading above a price of $0.10 per Share over five (5) consecutive trading days on which the Shares have traded. 2. the Company's Shares trading above a price of $0.15 per Share over five (5) consecutive trading days on which the Shares have traded. 3. the Company's Shares trading above a price of $0.20 per Share over five (5) consecutive trading days on which the Shares have traded. 4. the sale of at least 80% of the entire tungsten stockpile at the Remington Mill or execution of an MOU for tungsten offtake for at least 30% of any mined tungsten over the coming 3 year; or 5. securing at least US$25 million of U.S. Government financing (grants/awards/DIBC/offtake prepayments/royalties/debt and other strategic sources; or 6. the receipt of the bulk sample permit for Antimony Ridge. each a **Vesting Condition**. A Performance Right will vest when a vesting notice is given to the holder.
5.	**Expiry Date**	The Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (c) the Performance Right lapsing and being forfeited under the Plan; and (d) 31 March 2031, (**Expiry Date**). For the avoidance of doubt, any unexercised Performance Rights will automatically lapse on the Expiry Date.
6.	**Cessation of employment**	Other than where the holder's employment is ceased for fraudulent or dishonest actions or where the holder has breached its duties to the Group or Company policy, when the holder's employment is terminated or the holder ceases employment before a Vesting Condition has been satisfied, subject to Board discretion, all or such other number of unvested Performance Rights (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Performance Rights lapse.
7.	**Rights attaching to Performance Rights**	Prior to a Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to section **Error! Reference source not found.**).
8.	**Restrictions on dealing with Performance Rights**	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Performance Rights may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.
9.	**Forfeiture Conditions**	Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the holder or their Nominated Party (if applicable) becomes insolvent; or (d) on the Expiry Date, (e) subject to the discretion of the Board.

10.	**Exercise Period**	The Performance Rights are exercisable at any time on and from the satisfaction of the Vesting Condition until the Expiry Date (**Exercise Period**).
11.	**Exercise Notice**	The Performance Rights may be exercised during the Exercise Period by: (a) in whole or in part; and (b) a written notice of exercise of Performance Rights specifying the number of Performance Rights being exercised (**Exercise Notice**).
12.	**Quotation of Performance Rights**	The Performance Rights will not be quoted on ASX.
13.	**Timing of issue of Shares on exercise**	Subject to applicable law, within five Business Days after the valid exercise of Performance Rights by the holder, 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) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder; and (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.
14.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of 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 Act; (b) all Shares issued on exercise of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy.
15.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
16.	**Change of Control**	If a Change of Control Event occurs (as defined in the Plan), unvested Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Performance Rights on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Performance Rights and does not include a discretion to lapse or forfeit unvested Performance Rights for less than fair value.
17.	**Participation in new issues**	Subject always to the rights under paragraphs **Error! Reference source not found.** and **Error! Reference source not found.**, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
18.	**Adjustment for bonus issue of Shares**	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
19.	**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.
20.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.
21.	**Withholding**	If a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid. The relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable), the Withholding Amounts including (without limitation): (a) selling on behalf of the Participant the number of Shares granted under this Plan required to provide the Withholding Amount; (b) obtaining the Withholding Amount from the Participant (by salary deduction or otherwise); (c) forfeiting a sufficient number of Securities to satisfy the Withholding Amount; or (d) making any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.

Appendix 4

Terms and Conditions of the Advisor Performance Rights

1.	**Entitlement**	Each Advisor Performance Right entitles the holder to subscribe for one Share upon exercise of the Advisor Performance Right.
2.	**Plan**	The Advisor Performance Rights are granted under the Company's 2026 Employee Incentive Securities Plan (**Plan**). In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
3.	**Consideration**	The Advisor Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Advisor Performance Rights into Shares.
4.	**Vesting Conditions**	The Advisor Performance Rights shall vest as follows: (a) **Class E**: No vesting conditions; (b) **Class F**: US investors reaching a combined 15% of the Company's share register; (c) **Class G**; The Company's share price being maintained at $0.08 or higher for at least 10 consecutive trading days; (d) **Class H**: The Company's share price being maintained at $0.10 or higher for at least 10 consecutive trading days, and; (e) **Class I**: The Company's share price being maintained at $0.15 or higher for at least 10 consecutive trading days. each a **Vesting Condition**. An Advisor Performance Right will vest when a vesting notice is given to the holder.
5.	**Expiry Date**	The Advisor Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (a) the Advisor Performance Right lapsing and being forfeited under the Plan; and (b) 31 July 2031, (**Expiry Date**). For the avoidance of doubt, any unexercised Advisor Performance Rights will automatically lapse on the Expiry Date.
6.	**Cessation of employment**	Other than where the holder's employment is ceased for fraudulent or dishonest actions or where the holder has breached its duties to the Group or Company policy, when the holder's employment is terminated or the holder ceases employment before a Vesting Condition has been satisfied, subject to Board discretion, all or such other number of unvested Advisor Performance Rights (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Advisor Performance Rights lapse.
7.	**Rights attaching to Performance Rights**	Prior to an Advisor Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Advisor Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to section **Error! Reference source not found.**).
8.	**Restrictions on dealing with Performance Rights**	The Advisor Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Advisor Performance Rights may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.
9.	**Forfeiture Conditions**	Advisor Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the holder or their Nominated Party (if applicable) becomes insolvent; or (d) on the Expiry Date, (e) subject to the discretion of the Board.
10.	**Exercise Period**	The Advisor Performance Rights are exercisable at any time on and from the satisfaction of the Vesting Condition until the Expiry Date (**Exercise Period**).

11.	**Exercise Notice**	The Advisor Performance Rights may be exercised during the Exercise Period by: (a) in whole or in part; and (b) a written notice of exercise of Advisor Performance Rights specifying the number of Advisor Performance Rights being exercised (**Exercise Notice**).
12.	**Quotation of Performance Rights**	The Advisor Performance Rights will not be quoted on ASX.
13.	**Timing of issue of Shares on exercise**	Subject to applicable law, within five Business Days after the valid exercise of Advisor Performance Rights by the holder, 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) if required, issue a substitute certificate for any remaining unexercised Advisor Performance Rights held by the holder; and (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.
14.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the Advisor Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Advisor Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act; (b) all Shares issued on exercise of the Advisor Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Advisor Performance Rights are subject to the terms of the Company's Securities Trading Policy.
15.	**Shares issued on exercise**	Shares issued on exercise of the Advisor Performance Rights rank equally with the then issued shares of the Company.
16.	**Change of Control**	If a Change of Control Event occurs (as defined in the Plan), unvested Advisor Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Advisor Performance Rights on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Advisor Performance Rights and does not include a discretion to lapse or forfeit unvested Advisor Performance Rights for less than fair value.
17.	**Participation in new issues**	Subject always to the rights under paragraphs **Error! Reference source not found.** and **Error! Reference source not found.**, holders of Advisor Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
18.	**Adjustment for bonus issue of Shares**	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Advisor Performance Rights is entitled, upon exercise of the Advisor Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Advisor Performance Rights are exercised.
19.	**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.
20.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back the Advisor Performance Rights in accordance with the terms of the Plan.
21.	**Withholding**	If a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid. The relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable), the Withholding Amounts including (without limitation): (a) selling on behalf of the Participant the number of Shares granted under this Plan required to provide the Withholding Amount; (b) obtaining the Withholding Amount from the Participant (by salary deduction or otherwise); (c) forfeiting a sufficient number of Securities to satisfy the Withholding Amount; or (d) making any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.

Appendix 5

Terms and Conditions of the Incentive Performance Rights

1.	**Entitlement**	Each Incentive Performance Right entitles the holder to subscribe for one Share upon exercise of the Incentive Performance Right.
2.	**Plan**	The Incentive Performance Rights are granted under the Company's 2026 Employee Incentive Securities Plan (**Plan**). In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
3.	**Consideration**	The Incentive Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Incentive Performance Rights into Shares.
4.	**Vesting Conditions**	will vest upon the earlier of any of the following vesting conditions being met; (a) the Company announcing an Mineral Resource Estimate (of at least an inferred category) in accordance with the JORC Code in respect of; (i) of at least 2,000,000 ounces of contained gold (approximately 15,600,000 tonnes at 4 grams per tonne); or (ii) of at least 150,000 tonnes of contained antimony (15,000,000 million tonnes at 1.0% Sb); or (iii) of at least 15,000 tonnes of contained tungsten (3 million tonnes at 0.5% WO_3); (b) the Shares achieving a volume weighted average price of \$0.15 per Share calculated over five (5) consecutive trading days on which the Shares have traded; (c) the sale of at least 80% of the entire tungsten stockpile at the Remington Mill or execution of an MOU for tungsten offtake for at least 30% of any mined tungsten over the coming 3 years; (d) inclusion of the Golden Gate onto the FAST 41 Permitting Dashboard; and (e) securing at least US\$25 million of U.S. Government financing (grants/awards/DIBC/offtake prepayments/royalties/debt and other strategic sources. each a **Vesting Condition**. An Incentive Performance Right will vest when a vesting notice is given to the holder.
5.	**Expiry Date**	The Incentive Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (a) the Incentive Performance Right lapsing and being forfeited under the Plan; and (b) 30 June 2031, (**Expiry Date**). For the avoidance of doubt, any unexercised Incentive Performance Rights will automatically lapse on the Expiry Date.
6.	**Cessation of employment**	Other than where the holder's employment is ceased for fraudulent or dishonest actions or where the holder has breached its duties to the Group or Company policy, when the holder's employment is terminated or the holder ceases employment before a Vesting Condition has been satisfied, subject to Board discretion, all or such other number of unvested Incentive Performance Rights (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Incentive Performance Rights lapse.
7.	**Rights attaching to Performance Rights**	Prior to an Incentive Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Incentive Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to section **Error! Reference source not found.**).
8.	**Restrictions on dealing with Performance Rights**	The Incentive Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Incentive Performance Rights may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.
9.	**Forfeiture Conditions**	Incentive Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the holder or their Nominated Party (if applicable) becomes insolvent; or (d) on the Expiry Date,

		(e) subject to the discretion of the Board.
10.	**Exercise Period**	The Incentive Performance Rights are exercisable at any time on and from the satisfaction of the Vesting Condition until the Expiry Date (**Exercise Period**).
11.	**Exercise Notice**	The Incentive Performance Rights may be exercised during the Exercise Period by: (a) in whole or in part; and (b) a written notice of exercise of Incentive Performance Rights specifying the number of Incentive Performance Rights being exercised (**Exercise Notice**).
12.	**Quotation of Performance Rights**	The Incentive Performance Rights will not be quoted on ASX.
13.	**Timing of issue of Shares on exercise**	Subject to applicable law, within five Business Days after the valid exercise of Incentive Performance Rights by the holder, 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) if required, issue a substitute certificate for any remaining unexercised Incentive Performance Rights held by the holder; and (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.
14.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the Incentive Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Incentive Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act; (b) all Shares issued on exercise of the Incentive Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Incentive Performance Rights are subject to the terms of the Company's Securities Trading Policy.
15.	**Shares issued on exercise**	Shares issued on exercise of the Incentive Performance Rights rank equally with the then issued shares of the Company.
16.	**Change of Control**	If a Change of Control Event occurs (as defined in the Plan), unvested Incentive Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Incentive Performance Rights on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Incentive Performance Rights and does not include a discretion to lapse or forfeit unvested Incentive Performance Rights for less than fair value.
17.	**Participation in new issues**	Subject always to the rights under paragraphs **Error! Reference source not found.** and **Error! Reference source not found.**, holders of Incentive Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
18.	**Adjustment for bonus issue of Shares**	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Incentive Performance Rights is entitled, upon exercise of the Incentive Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Incentive Performance Rights are exercised.
19.	**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.
20.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back the Incentive Performance Rights in accordance with the terms of the Plan.
21.	**Withholding**	If a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid. The relevant Group company, trustee or Plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable), the Withholding Amounts including (without limitation): (a) selling on behalf of the Participant the number of Shares granted under this Plan required to provide the Withholding Amount; (b) obtaining the Withholding Amount from the Participant (by salary deduction or otherwise); (c) forfeiting a sufficient number of Securities to satisfy the Withholding Amount; or (d) making any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.

RESOLUTION MINERALS LTD

Proxy Voting Form

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

Resolution Minerals Ltd | ABN 99 617 789 732

Your proxy voting instruction must be received by **9:30am (ACST) on Monday, 14 September 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at
https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Resolution Minerals Ltd, to be held at **9:30am (ACST) on Wednesday, 16 September 2026 at the offices of Grant Thornton Australia Limited Level 3, 170 Frome Street, Adelaide, South Australia** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7, 8, 9, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 7, 8, 9, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	Ratification of prior issue of 131,614,286 Shares to Placement Participants			
2	Approval to issue up to 154,100,000 Shares to Placement Participants			
3	Approval to issue Options to Placement Participants			
4	Approval to issue Securities to Oakley Capital			
5	Approval to issue up to 71,428,572 Future Placement Shares and 23,809,524 Future Placement Options			
6	Approval to issue Securities to Critical Solutions LLC			
7	Approval to adopt new 2026 Employee Securities Incentive Plan			
8	Increase in non-executive Directors' fee pool			
9	Approval to issue Incentive Performance Securities to Mr Brett Lynch			
10	Approval to issue Incentive Performance Securities to Mr Steve Promnitz			
11	Approval to issue Incentive Performance Rights to Director – Mr Aharon Zaetz			
12	Approval to issue Incentive Performance Rights to Director – Mr Mendel Rogatsky			
13	Approval to issue Incentive Performance Rights to Director – Mr Syed Alsagoff			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)
/ /

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