21 September 2026

SCHEME BOOKLET REGISTERED WITH ASIC

Background

Carnaby Resources Limited (ASX: CNB) (**Carnaby** or the **Company**) refers to its announcement on 18 September 2026 in relation to:

- the proposed acquisition by Evolution Mining Limited (ASX: EVN) (**Evolution**) of all of the fully paid ordinary shares in the capital of Carnaby (**Carnaby Shares**) that it does not already hold, by way of a scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Scheme**); and
- the orders made by the Supreme Court of Western Australia that Carnaby convene and hold a meeting of Carnaby Shareholders to consider and vote on the Scheme (**Scheme Meeting**) and approving the distribution of an explanatory statement providing information about the Scheme and the Notice of Scheme Meeting (**Scheme Booklet**) to Carnaby Shareholders.

Capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet, unless the context otherwise requires.

Scheme Booklet

The Scheme Booklet has today been registered with the Australian Securities and Investments Commission (**ASIC**). A copy of the Scheme Booklet is attached to this announcement and will also be made available online on Carnaby's website at www.carnabyresources.com.au.

For details of how the Scheme Booklet, proxy forms for the Scheme Meeting and Opt-out Notices (for Small Parcel Shareholders) will be dispatched to Carnaby Shareholders, please refer to Carnaby's announcement on 18 September 2026.

Carnaby Shareholders should read the Scheme Booklet carefully and in its entirety, including the materials accompanying it, before deciding how to vote at the Scheme Meeting. The Scheme Booklet contains important information relating to your vote on the Scheme, including the reasons why you may wish to vote in favour of, or against, the Scheme and other key considerations, and the key risks relating to the Scheme and to the Merged Group.

For personal use only

Independent Expert's Report

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by BDO Corporate Finance Australia Pty Ltd (**Independent Expert**). The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a superior proposal for Carnaby.

The Independent Expert's conclusion should be read in context with the full Independent Expert's Report and the Scheme Booklet.

Recommendation of the Carnaby Board

The Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders[1].

Each Carnaby Director intends to vote, or cause to be voted, all Carnaby Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme, subject to those same qualifications.

Scheme Meeting

The Scheme Meeting is scheduled to be held in person at 11:00am (AWST) on Monday, 26 October 2026 at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia 6000.

All Carnaby Shareholders are encouraged to vote by either attending and voting at the Scheme Meeting in person, or by appointing a proxy, attorney, or, if you are a body corporate, a duly appointed corporate representative to attend and vote at the Scheme Meeting on your behalf.

Proxy forms (including proxy forms lodged online) must be received by Carnaby's share registry by no later than 11:00am (AWST) on Saturday, 24 October 2026.

Evolution is excluded from voting on the Scheme given that it is the proponent of the Scheme.

The Scheme Booklet contains further details on how to participate in and vote at the Scheme Meeting.

Waiver of Condition requiring ACCC clearance

Carnaby confirms that it has received notice from Evolution that Evolution has waived the Condition relating to ACCC clearance.

[1] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 of the Scheme Booklet for more information.

Further information

If after reading the Scheme Booklet you have any questions about the Scheme or require further information, please contact the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST).

If you have any doubt as to what action you should take, please consult your financial, legal, taxation or other professional adviser immediately.

This announcement has been authorised for release by the Board of Carnaby Resources Limited.

Carnaby Resources Limited

ACN 610 855 064

Scheme Booklet

For a scheme of arrangement in relation to the proposed acquisition of Carnaby Resources Limited by Evolution Mining Limited

VOTE IN FAVOUR

THE CARNABY DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE IN FAVOUR OF THE SCHEME, IN THE ABSENCE OF A SUPERIOR PROPOSAL AND SUBJECT TO THE INDEPENDENT EXPERT CONTINUING TO CONCLUDE THAT THE SCHEME IS IN THE BEST INTERESTS OF CARNABY SHAREHOLDERS[1]

This is an important document and requires your immediate attention. You should read it carefully and in its entirety before deciding whether or not to vote in favour of the Scheme. If you are in doubt as to what you should do, you should consult your financial, legal, taxation or other professional adviser.

FINANCIAL ADVISER

MACQUARIE

LEGAL ADVISER

STEINEPREIS PAGANIN

[1] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

Important notices

General

This Scheme Booklet is important and requires your immediate attention. Carnaby Shareholders should carefully read this Scheme Booklet in its entirety before making a decision on how to vote on the Scheme Resolution to be considered at the Scheme Meeting.

The Scheme has advantages, disadvantages and risks which may affect Carnaby Shareholders in different ways depending on their individual circumstances. You should seek professional advice on your circumstances, as appropriate.

If you have recently sold all of your Carnaby Shares, please disregard this document.

Nature and purpose of this Scheme Booklet

The purpose of this Scheme Booklet is to explain the terms of the Scheme, the manner in which the Scheme will be considered and implemented (if approved and all Conditions to the Scheme are satisfied or, if permitted, waived), and to provide such information as is prescribed by law or is otherwise material to the decision of Carnaby Shareholders whether or not to approve the Scheme.

This Scheme Booklet includes the explanatory statement required to be sent to Carnaby Shareholders under Part 5.1 of the Corporations Act in relation to the Scheme.

This Scheme Booklet is not a disclosure document required under Chapter 6D or Part 7.9 of the Corporations Act. Section 708(17) of the Corporations Act provides that an offer of securities does not require disclosure to investors if it is made under a compromise or arrangement under Part 5.1 of the Corporations Act and approved at a meeting held as a result of an order made by the Court under section 411(1) or (1A) of the Corporations Act. Instead, Carnaby Shareholders who are asked to vote on the arrangement at the Scheme Meeting must be provided with an explanatory statement as referred to above.

Not an offer

This Scheme Booklet does not constitute or contain an offer to Carnaby Shareholders, or a solicitation of an offer from Carnaby Shareholders, in any jurisdiction.

Investment decisions

The information contained in this Scheme Booklet does not constitute financial product advice. This Scheme Booklet has been prepared without reference to the investment objectives, financial situation or particular needs of any Carnaby Shareholder or any other person. This Scheme Booklet should not be relied on as the sole basis for any investment decision.

Before making any decision to vote for or against the Scheme Resolution or any investment decision in relation to your Carnaby Shares, you should consider whether that decision is appropriate in light of your particular investment needs, objectives and financial circumstances. Independent legal, financial and tax advice should be sought before making any decision to vote for or against the Scheme Resolution or any investment decision in relation to your Carnaby Shares.

Preparation of and responsibility for information

The information contained in this Scheme Booklet, other than the Evolution Information and the Independent Expert's Report (or references to the Independent Expert's analysis or conclusions), has been prepared by Carnaby and is the responsibility of Carnaby. To the maximum extent permitted by law, none of Evolution nor any of its Related Bodies Corporate, nor any of their respective directors, officers, employees or advisers, and none of Carnaby's advisers, assume any responsibility for the accuracy or completeness of the Carnaby Information and disclaim any liability in this regard.

The Evolution Information has been prepared by Evolution and is the responsibility of Evolution. To the maximum extent permitted by law, none of Carnaby nor any of its Related Bodies Corporate, nor any of their respective directors, officers, employees or advisers, and none of Evolution's advisers, assume any responsibility for the accuracy or completeness of the Evolution Information and disclaim any liability in this regard.

The Independent Expert, BDO Corporate Finance Australia Pty Ltd, has prepared the Independent Expert's Report contained in Annexure A of this Scheme Booklet and takes responsibility for that report. None of Carnaby, Evolution, their respective Related Bodies Corporate, or any of their respective directors, officers, employees or advisers (which, to avoid doubt, excludes the Independent Expert) assumes any responsibility for the accuracy or completeness of the Independent Expert's Report, except that each of Carnaby and Evolution takes responsibility in relation to the information which it respectively provided to the Independent Expert for the purposes of preparing that report.

Regulatory information and role of ASIC and ASX

This document is the explanatory statement for the scheme of arrangement between Carnaby and Scheme Shareholders for the purposes of section 412(1) of the Corporations Act. A copy of the Scheme is included in this Scheme Booklet as Annexure B to this Scheme Booklet.

A copy of this Scheme Booklet (including the Independent Expert's Report) has been lodged with and registered by ASIC for the purposes of section 412(6) of the Corporations Act. ASIC has been given the opportunity to comment on this Scheme Booklet in accordance with section 411(2) of the Corporations Act.

ASIC has also been requested to provide a statement in accordance with section 411(17)(b) of the Corporations Act that ASIC has no objection to the Scheme. If ASIC provides that statement, then it will be produced to the Court at the Second Court Hearing.

Neither ASIC nor any of its officers take any responsibility for the contents of this Scheme Booklet.

A copy of this Scheme Booklet has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this Scheme Booklet.

Important notice associated with Court order under section 411(1) of the Corporations Act

The Court is not responsible for the contents of this Scheme Booklet. The fact that, under section 411(1) of the Corporations Act, the Court has ordered that the Scheme Meeting be convened and has approved the explanatory statement required to accompany the Notice of Scheme Meeting does not mean that the Court:

(a) has formed any view as to the merits of the proposed Scheme or as to how members should vote (on this matter members must reach their own decision);

(b) has prepared, or is responsible for the content of, the explanatory statement; or

(c) has or will approve the terms of the Scheme.

The order of the Court that the Scheme Meeting be convened is not, and should not be treated as, an endorsement by the Court of, or any other expression of opinion by the Court on, the Scheme.

Forward-looking statements

This Scheme Booklet contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements.

All forward-looking statements reflect the views of Carnaby or, in relation to the Evolution Information, Evolution, held only as at the date of this Scheme Booklet concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipated”, “intending”, “foreseeing”, “likely”, “should”, “planned”, “may”, “estimated”, “potential”, or other similar words and phrases. Similarly, statements that describe Carnaby’s and Evolution’s objectives, plans, goals or expectations are or may be forward-looking statements.

The statements in this Scheme Booklet about the impact that the Scheme may have on the results or operations of Carnaby, Evolution and/or the Merged Group, and the advantages and disadvantages anticipated to result from the Scheme, are also forward-looking statements.

Although Carnaby believes that the views reflected in any forward-looking statements contained in the Carnaby Information in this Scheme Booklet have been made on a reasonable basis, no assurance can be given that such views will prove to have been correct.

Although Evolution believes that the views reflected in any forward-looking statements contained in the Evolution Information in this Scheme Booklet have been made on a reasonable basis, no assurance can be given that such views will prove to have been correct.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause either Carnaby’s or Evolution’s actual conduct, results, performance or achievements to differ materially from the anticipated conduct, results, performance or achievements expressed, projected or implied by these forward-looking statements. In addition, factors relating to the Scheme that contribute to the uncertainty of the forward-looking statements include, but are not limited to: the expected timing for completion of the Scheme; the filings and approvals required in connection with the Scheme; the ability to complete the Scheme having regard to the various Conditions to the Scheme, including Carnaby Shareholder approvals; and the possibility that a regulatory authority will prohibit, delay or refuse to grant any approval required in connection with the Scheme.

Deviations as to future conduct, results, performance and achievements are both normal and to be expected. Carnaby Shareholders should note that the historical financial performance of Carnaby and Evolution provides no assurance as to future financial performance of either Carnaby or Evolution, whether or not the Scheme is implemented. Carnaby Shareholders should carefully review all of the information included in this Scheme Booklet, including the risks described in Section 7.

The forward-looking statements included in this Scheme Booklet are made only as of the date of this Scheme Booklet. None of Carnaby, Evolution or their respective directors, officers, employees or advisers, gives any representation, assurance or guarantee to Carnaby Shareholders that any forward-looking statements will actually occur or be achieved. Carnaby Shareholders are cautioned not to place undue reliance on such forward-looking statements.

Subject to any continuing obligations under law or the ASX Listing Rules, Carnaby, Evolution and their respective directors and officers disclaim any obligation or undertaking to update or revise any forward-looking statements after the date of this Scheme Booklet to reflect any change in expectations in relation to those statements or any change in events, conditions or circumstances on which any such statement is based.

All subsequent written and oral forward-looking statements attributable to Carnaby or Evolution or any person acting on their behalf are qualified by this cautionary statement.

Past performance

This Scheme Booklet includes information regarding the past financial performance of Carnaby and Evolution. Carnaby Shareholders should be aware that past financial performance should not be relied on as being indicative of future financial performance.

In addition, past performance metrics and figures (including any data about past share price performance of Carnaby and Evolution) included in this Scheme Booklet are given for illustrative purposes only and cannot be relied upon as an indicator of (and provide no guidance as to) future performance, including future share price performance of the Merged Group. Any such historical information is not represented as being, and is not, indicative of Carnaby's or Evolution's view on its future financial condition and/or performance, or of the future financial condition or performance of the Merged Group.

Foreign jurisdictions

The release, publication or distribution of this Scheme Booklet (electronically or otherwise) in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons outside of Australia who come into possession of this Scheme Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

This Scheme Booklet has been prepared in accordance with the laws and regulations of Australia and the information contained in this Scheme Booklet may not be the same as that which would have been disclosed if this Scheme Booklet had been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia. No action has been taken to register or qualify this Scheme Booklet or any aspect of the Scheme in any jurisdiction outside of Australia.

This Scheme Booklet and the Scheme do not in any way constitute an offer of securities in any place in which, or to any person to whom, it would not be lawful to make such an offer.

If you are an Ineligible Foreign Shareholder, you will not be entitled to receive New Evolution Shares under the Scheme. Instead, any New Evolution Shares that would otherwise have been issued to you under the Scheme will be issued to the Sale Agent and sold through the Sale Facility, with your proportionate share of the Sale Proceeds paid to you.

Carnaby Shareholders who are nominees, trustees or custodians are encouraged to seek independent advice as to how they should proceed.

Notice to Carnaby Shareholders in New Zealand

This Scheme Booklet is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other New Zealand law. The offer of New Evolution Shares under the Scheme is being made to existing Carnaby Shareholders in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 and, accordingly, this Scheme Booklet may not contain all the information that a disclosure document is required to contain under New Zealand law.

Privacy and personal information

Personal information may be collected by Carnaby, Evolution and their respective registries in connection with the Scheme. This information may include the names, contact details and details of holdings of Carnaby Shareholders, plus the names and contact details of individuals appointed by Carnaby Shareholders to act as proxies, attorneys or corporate representatives for the Scheme Meeting. The collection of some of this personal information is required or authorised by the Corporations Act.

The primary purpose for collecting this personal information is to assist the conduct of the Scheme Meeting and to enable implementation of the Scheme.

The information may be disclosed to Carnaby, Evolution and their respective Related Bodies Corporate and advisers, print and mail service providers, share registries, securities brokers and any other service provider to the extent necessary to promote and implement the Scheme. If the information outlined above is not collected, Evolution may be hindered in, or prevented from, conducting the Scheme Meeting or implementing the Scheme effectively or at all.

Carnaby Shareholders who appoint an individual as their proxy, attorney or corporate representative to vote at the Scheme Meeting should inform that individual of the matters outlined above.

Carnaby Shareholders, and other individuals in respect of whom personal information is collected, have certain rights to access the personal information collected about them. Carnaby Shareholders should contact the Carnaby Registry on 1300 850 505 (within Australia) or +61 (03) 9415 4000 (outside Australia) in the first instance if they wish to exercise these rights.

Notice of Scheme Meeting

The Notice of Scheme Meeting is set out in Annexure D of this Scheme Booklet.

Notice of Second Court Date

At the Second Court Hearing, the Court will consider whether to approve the Scheme following the vote on the Scheme Resolution at the Scheme Meeting. Any Carnaby Shareholder may appear at the Second Court Hearing, which is currently expected to be held at 10:00am (AWST) on 29 October 2026 at the Supreme Court of Western Australia.

Any Carnaby Shareholder who wishes to oppose approval of the Scheme at the Second Court Hearing may do so by filing with the Court and serving on Carnaby a notice of appearance in the prescribed form together with any affidavit that the Carnaby Shareholder proposes to rely on.

The notice of appearance and affidavit must be served on Carnaby at its address for service at least one day before the Second Court Hearing.

Any change to the Second Court Date will be announced by Carnaby to the ASX.

External websites

Any reference in this Scheme Booklet to any website is only for informational purposes and any information contained in such websites does not form part of this Scheme Booklet.

Carnaby and Evolution maintain websites. The information contained in Carnaby's and Evolution's respective websites do not form part of this Scheme Booklet and should not be relied on by Carnaby Shareholders.

Charts and diagrams

Any diagrams, charts, graphs or tables in this Scheme Booklet are illustrative only and may not be drawn to scale. Unless stated otherwise, all data included in diagrams, charts, graphs and tables is based on information available as at the Last Practicable Date.

Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Scheme Booklet and any discrepancies between totals in tables or financial information, or in calculations, graphs or charts are due to rounding.

Implied value

The Scheme Consideration comprises New Evolution Shares. The value of the Scheme Consideration will therefore vary based on changes in the market price of Evolution Shares, and there can be no guarantee of that price. Any reference to the implied value of the Scheme Consideration should not be taken as an indication that Carnaby Shareholders will receive cash or that the implied value is fixed.

If you are an Ineligible Foreign Shareholder or a Non-Electing Small Parcel Shareholder, this also applies to the New Evolution Shares which will be remitted to the Sale Agent to sell on your behalf. Any cash remitted to you from the Sale Proceeds will depend on the market price of Evolution Shares at the time of sale by the Sale Agent.

ASX Listing Rules Chapter 5 Disclosures

Refer to Section 9.21 for the Competent Persons' statements and other disclosures required under the ASX Listing Rules in respect of Exploration Results, Mineral Resource estimates and Ore Reserve estimates (and any financial information derived from those) contained in this Scheme Booklet.

Presentation of historical financial information

Section 4.11 contains historical financial information relating to Carnaby for the financial years ended 30 June 2024, 30 June 2025 and 30 June 2026. The historical financial information in Section 4.11 is a summary only and has been extracted for the purposes of preparing this Scheme Booklet only. The information has been extracted from the audited financial reports of Carnaby for the financial years ended 30 June 2024, 30 June 2025 and 30 June 2026.

Section 5.12 contains historical financial information relating to Evolution for the financial years ended 30 June 2024, 30 June 2025 and 30 June 2026. The historical financial information in Section 5.12 is a summary only and has been extracted for the purposes of preparing this Scheme Booklet only. The information has been extracted from the audited financial reports of Evolution for the financial years ended 30 June 2024, 30 June 2025 and 30 June 2026.

Financial information

Carnaby Shareholders should be aware that the financial information included in this Scheme Booklet is presented in an abbreviated form and does not contain all the disclosures, statements and comparative information that is usually provided for in an annual financial report prepared in accordance with the Corporations Act.

All financial and operational information set out in this Scheme Booklet is current as at the Last Practicable Date, unless otherwise stated.

Disclaimer

No person is authorised to give any information or make any representation in connection with the Scheme that is not otherwise contained in this Scheme Booklet.

You should not rely on any information or representation not contained in this Scheme Booklet as having been authorised by Carnaby, Evolution or their respective directors and officers regarding the Scheme.

Supplementary information

In certain circumstances, Carnaby may provide additional disclosure to Carnaby Shareholders in relation to the Scheme. For information about the steps that Carnaby will take if information about the Scheme needs to be updated, you should refer to Section 9.22.

Please contact the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST) if you have any questions or require further information.

Times and dates

All references to times and dates in this Scheme Booklet are times and dates in Perth, Western Australia (AWST), unless otherwise stated.

All times and dates relating to the implementation of the Scheme referred to in this Scheme Booklet may change and, among other things, are subject to the Court approval process and the satisfaction or, where permitted, waiver of the Conditions to the implementation of the Scheme.

Further information is set out in '**Key dates and times**' Section of this Scheme Booklet.

Defined terms and interpretation

Capitalised terms used in this Scheme Booklet are defined in the Glossary in Section 10. If a word or phrase is defined, its other grammatical forms have a corresponding meaning.

The documents reproduced in the annexures to this Scheme Booklet may have their own defined terms, which sometimes differ from those in the Glossary.

Currency

Unless otherwise specified, all references to $, A$ or AUD and Australian cents are references to the currency of Australia.

Date

This Scheme Booklet is dated 21 September 2026.

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Overview of this document

What is the proposal?

On 27 July 2026, Carnaby announced that it had entered into the Scheme Implementation Deed with Evolution, under which it is proposed that Evolution will acquire all of the fully paid ordinary shares in the capital of Carnaby (that it does not already hold) pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act. A summary of the Scheme Implementation Deed is included in Section 3.10 and a full copy of the Scheme Implementation Deed can also be obtained from the ASX website at www.asx.com.au and Carnaby's website at www.carnabyresources.com.au.

If the Scheme is approved by Carnaby Shareholders at the Scheme Meeting and by the Court, and if all other Conditions to the Scheme are satisfied or waived (where permitted), Carnaby will become a wholly owned subsidiary of Evolution and will be delisted from ASX, and Scheme Shareholders will receive the Scheme Consideration. If the Scheme is not approved, the Scheme will not be implemented, Scheme Shareholders will not receive the Scheme Consideration, and Carnaby will continue as a standalone entity listed on ASX.

What is this document for?

For the Scheme to proceed, the Scheme Resolution must be approved by the Requisite Majorities of Carnaby Shareholders at the Scheme Meeting.

This Scheme Booklet is designed to provide Carnaby Shareholders with information relevant to the Scheme and to their decision as to whether to vote for or against the Scheme Resolution.

The Scheme Meeting is scheduled to be held at **11:00am (AWST)** on **Monday, 26 October 2026** at **Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, WA 6000**.

Why should you vote?

As a Carnaby Shareholder, you have a say in whether or not the Scheme is implemented. This is your opportunity to play a role in deciding the future of Carnaby.

Is the Scheme in the best interests of Carnaby Shareholders?

The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal.

The Independent Expert's Report is included in Annexure A of this Scheme Booklet and should be read in its entirety, including the assumptions on which the conclusion is based.

What is the recommendation of the Carnaby Board?

The Carnaby Board unanimously recommends that Carnaby Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and provided that the Independent Expert continues to conclude that the Scheme is in the best interests of Carnaby Shareholders[2].

How do the Carnaby Directors intend to vote in respect of their Carnaby Shares?

In the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders, each Carnaby Director intends to vote, or cause to be voted, all Carnaby Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme.

[2] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

What you should do next

Step 1: Read this Scheme Booklet

This is an important document and requires your immediate attention. It contains information that is material to Carnaby Shareholders in making a decision on whether or not to vote in favour of the Scheme.

You should read and carefully consider all of the information included in this Scheme Booklet, including the Independent Expert's Report, to help you make an informed decision as to how to vote in relation to the Scheme.

If you have any doubt as to what action you should take, please consult your financial, legal, taxation or other professional adviser immediately.

Step 2: Vote on the Scheme

As a Carnaby Shareholder, you are entitled to vote at the Scheme Meeting on whether the Scheme should proceed, provided you are registered on the Carnaby Share Register as at 11:00am (AWST) on Saturday, 24 October 2026.

For the Scheme to proceed, the Scheme Resolution must be passed by the Requisite Majorities, being:

- **more than 50%** of Carnaby Shareholders (in number) who are present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative); and
- **at least 75%** of the votes cast at the Scheme Meeting.

You should note that the Scheme is subject to the Conditions which includes, among other things, the condition that the Scheme is approved by the Court. This means that, even if the Scheme is approved by the Requisite Majorities at the Scheme Meeting, it may not proceed if the other Conditions are not satisfied or waived (where permitted).

Please refer to the 'Your choices and how to vote' Section on page xix of this Scheme Booklet for details on how to vote at the Scheme Meeting, including by proxy.

Further information

If you have any questions or require further information, please contact the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST).

Letter from the Chairman of Carnaby

Dear Carnaby Shareholders,

On behalf of the Board of Carnaby Resources Limited (**Carnaby**), I am pleased to provide you with this Scheme Booklet, which contains important information for your consideration of the proposed acquisition of Carnaby by Evolution Mining Limited (**Evolution**).

Background

On 27 July 2026, Carnaby announced that it had entered into a binding Scheme Implementation Deed with Evolution, under which Evolution will acquire all of the fully paid ordinary shares in the capital of Carnaby (that it does not already hold) by way of a Board recommended scheme of arrangement between Carnaby and Carnaby Shareholders under Part 5.1 of the Corporations Act (**Scheme**).

If the Scheme is implemented, Carnaby Shareholders (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) will receive 0.0682 New Evolution Shares for each Carnaby Share held as at the Record Date (**Scheme Consideration**)[3]. Based on Evolution's closing share price on 24 July 2026 (being the last trading day prior to announcement of the Scheme), the Scheme Consideration implied a value of approximately A$0.77 per Carnaby Share, valuing Carnaby's issued capital at approximately A$213 million on a fully diluted basis[4]. The implied value of the Scheme Consideration represents a premium of approximately 60.4% to Carnaby's undisturbed closing price of A$0.48 per Carnaby Share on 24 July 2026[5].

As at the Last Practicable Date, the Scheme Consideration implies a value of approximately A$0.905 per Carnaby Share, representing a premium of approximately 88.5% to Carnaby's undisturbed closing price of A$0.48 per Carnaby Share on 24 July 2026[6].

Carnaby Shareholders are being asked to vote on the Scheme at the Scheme Meeting, the important details of which are set out in this Scheme Booklet. The purpose of this Scheme Booklet is to assist you to make an informed decision on how to vote. It contains important information, including the reasons to vote in favour of, or against, the Scheme and other key considerations (refer to Section 1) and the key risks relating to the Scheme and to the Merged Group (refer to Section 7).

Carnaby Board's unanimous recommendation

The Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders[7]. Subject to those same qualifications, each Carnaby Director intends to vote, or cause to be voted, all Carnaby Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme.

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[3] If the Scheme becomes Effective, the New Evolution Shares to which Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders would otherwise be entitled under the Scheme will be issued to the Sale Agent and sold through the Sale Facility, and each Ineligible Foreign Shareholder and Non-Electing Small Parcel Shareholder will be paid their proportion of the Sale Proceeds. Small Parcel Shareholders may elect to opt out of participating in the Sale Facility and receive the relevant New Evolution Shares as Scheme Consideration by completing and returning an Opt-out Notice. The cut-off time for the return of the Opt-out Notice is 5:00pm (AWST) on the Opt-out Notice Cut-Off Date. Please refer to *"What are my options if I am a Small Parcel Shareholder?"* in Section 2 and Section 3.5(d) for more information.

[4] Fully diluted market capitalisation based on the implied value of the Scheme Consideration of $0.77 per Carnaby Share as at 24 July 2026 applied to 276,119,864 Carnaby Shares and cash consideration for the cancellation of 5,520,000 Carnaby Options (the calculation assumes no Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

[5] Based on the closing price of Evolution Shares of $11.29 on 24 July 2026, being the last trading day prior to announcement of the Scheme.

[6] Based on the closing price of Evolution Shares of $13.27 on 16 September 2026, being the Last Practicable Date.

[7] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

In reaching this unanimous recommendation, the Carnaby Directors considered a range of strategic alternatives, including continuing to progress the Greater Duchess Copper-Gold Project to development on a standalone basis, together with the associated funding requirements, execution risks and timeframes. After weighing these factors, and assessing the Scheme Consideration against a range of valuation benchmarks, the Carnaby Directors formed the view that the Scheme offers compelling value to Carnaby Shareholders by way of an attractive premium to recent historical trading prices of Carnaby Shares and is likely to deliver a superior risk-adjusted outcome for Carnaby Shareholders.

The view of the Carnaby Directors is supported by the Independent Expert which has determined that the Scheme is fair and reasonable and therefore in the best interests of Carnaby shareholders, in the absence of a Superior Proposal.

In considering the Carnaby Directors' unanimous recommendation, Carnaby Shareholders should have regard to the interests of the Carnaby Directors in the outcome of the Scheme, which may differ from those of other Carnaby Shareholders. These interests, including the treatment of Carnaby Options and incentives held by Directors and management, are described in Sections 3.4 and 9.5 of this Scheme Booklet.

Despite these interests, the Carnaby Board considers that it is important and appropriate for the Carnaby Board to make a recommendation to Carnaby Shareholders in respect of the Scheme, given the importance of the Scheme and their role as directors of Carnaby.

Key benefits and disadvantages of the Scheme and other considerations

In reaching the Carnaby Board’s unanimous recommendation, the Carnaby Directors also had regard to a range of potential benefits to Carnaby Shareholders who will receive New Evolution Shares as Scheme Consideration, including the following:

- the implied value of the Scheme Consideration represents an immediate, substantial and attractive premium to historical trading prices of Carnaby Shares;
- the combination of value, immediate de-risking and certainty offered by Evolution is likely to deliver a superior outcome for Carnaby Shareholders, compared to what would otherwise be available, on a future risk adjusted basis, if Carnaby continued to operate as a standalone entity;
- the Scheme reduces the development and funding risks that Carnaby Shareholders would otherwise be exposed to in delivering the Greater Duchess Project on a standalone basis;
- by becoming an Evolution Shareholder, Carnaby Shareholders gain immediate exposure to an ASX-50 leading gold and copper producer, with a portfolio of high-quality operating assets, a highly experienced management team, strong access to capital and a track record of paying consistent dividends;
- by becoming an Evolution Shareholder, Carnaby Shareholders will benefit from significant diversification, enhanced market positioning and increased trading liquidity;
- Carnaby Shareholders who receive New Evolution Shares will benefit from ongoing exposure to the future upside of developing the Greater Duchess Project and exploration in the Mt Isa region; and
- no Superior Proposal has emerged as at the date of this Scheme Booklet.

In forming their unanimous decision to recommend the Scheme to Carnaby Shareholders, subject to the qualifications described above, the Carnaby Directors also considered the potential disadvantages of the Scheme, including:

- you may believe that the Scheme is not in your individual best interests, and disagree with the Carnaby Directors' unanimous recommendation and the Independent Expert's conclusion;
- your exposure to Carnaby's key asset, the Greater Duchess Project, will be diluted, with your percentage interest in the Merged Group lower than your current percentage interest in Carnaby, noting that Carnaby Shareholders who receive New Evolution Shares are expected to hold only approximately 0.8%[8] of the issued share capital of the Merged Group in aggregate upon implementation of the Scheme;
- you may consider that a Superior Proposal for Carnaby could still emerge in the future;
- you may prefer to maintain your current investment and risk profile by retaining your Carnaby Shares;
- the exact value of the Scheme Consideration is not certain, and will depend on the price at which Evolution Shares trade on ASX after the Implementation Date; and
- the potential tax consequences of the Scheme may not suit your financial position or tax circumstances.

Section 1 sets out further details on the key considerations relevant to your vote on the Scheme, including some of the reasons why you may wish to vote in favour of the Scheme or, notwithstanding the Carnaby Directors' unanimous recommendation, against the Scheme.

The Carnaby Directors unanimously believe that the benefits of the Scheme outweigh the potential disadvantages and the risks associated with an ongoing investment in Carnaby.

Key risks

If the Scheme proceeds, Carnaby Shareholders who receive New Evolution Shares under the Scheme may also be subject to certain risks associated with the Merged Group, as detailed in Sections 7.3 and 7.4, including (but not limited to):

- fluctuations in commodity prices;
- a change in risk and investment profile;
- any failure to realise the benefits of the Scheme;
- general risks relating to the Merged Group's operations; and
- litigation risks, including ongoing proceedings in relation to alleged misleading disclosures relating to the Red Lake Operations between July 2021 and June 2022 and the utilisation of historical tax losses (which are discussed in detail in Section 5.27).

If the Scheme does not proceed, the Carnaby Board intends to maintain its existing strategy. However, Carnaby Shareholders will continue to be exposed to the risks and challenges associated with progressing a standalone development pathway for the Greater Duchess Project, together with other risks associated with an investment in Carnaby as detailed in 7.5.

Independent Expert's conclusion

The Carnaby Directors appointed BDO Corporate Finance Australia Pty Ltd as the Independent Expert. **The Independent Expert has concluded that the Scheme is fair and reasonable and**

[8] Pro-forma ownership in Evolution is based on the Transaction Ratio of 0.0682 New Evolution Shares per Carnaby Share applied to 238,241,076 Carnaby Shares as at the Record Date (the calculation assumes 37,878,788 Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal. The Independent Expert's conclusion should be read together with the full Independent Expert's Report, a copy of which is included in Annexure A to this Scheme Booklet.

Implementation of the Scheme

Implementation of the Scheme is subject to satisfaction or waiver (where permitted) of certain Conditions, which are described in Section 3.10(a), including approval by the Requisite Majorities of Carnaby Shareholders at the Scheme Meeting and by the Court at the Second Court Hearing.

Carnaby and Evolution have termination rights under the Scheme Implementation Deed in certain circumstances which are summarised in Section 3.10(l).

Your vote is important

Your vote is important as the outcome will directly impact the future of your company and I encourage you to vote on the Scheme, whether by attending the Scheme Meeting or by lodging your proxy in accordance with the instructions in this Scheme Booklet.

This Scheme Booklet is being dispatched to Carnaby Shareholders shortly after its release to the ASX. Carnaby Shareholders who have elected to receive electronic communications will receive an email containing instructions on how to view or download a copy of this Scheme booklet, as well as instructions on how to lodge their proxies for the Scheme Meeting. Carnaby Shareholders who have elected to receive communications via post will receive a printed copy of this Scheme Booklet together with a personalised proxy form. All other Carnaby Shareholders will receive a letter, together with a personalised proxy form, with instructions on how to view or download a copy of this Scheme Booklet.

Please refer to the 'Your choices and how to vote' Section of this Scheme Booklet on page xiv and the Notice of Scheme Meeting set out in Annexure D for further instructions on how to attend the Scheme Meeting and how to cast your vote.

Conclusion

On behalf of the Board, I extend my sincere thanks for your continued support of Carnaby. It has been a privilege to chair the Company through the discovery and rapid growth of the Greater Duchess Project, and I am proud of what we have achieved together over this period.

The Board firmly believes the Scheme represents a compelling outcome for Carnaby Shareholders. The transaction crystallises the value created through years of exploration success, resource growth and project advancement, while preserving exposure to the future upside of Greater Duchess. Importantly, the Board considers that the combination of value, immediate de-risking and certainty offered by Evolution is likely to provide a superior risk-adjusted outcome for Carnaby Shareholders relative to the alternatives available to Carnaby as a standalone company. This has informed the Board's unanimous recommendation that Carnaby Shareholders vote in favour of the Scheme, subject to the usual qualifications.

On behalf of the Board, I thank you again for your support and look forward to your participation at the Scheme Meeting.

Yours sincerely,

Peter Bowler
Non-Executive Chairman
Carnaby Resources Limited

Letter from the Chair of Evolution

Dear Carnaby Shareholders,

On behalf of the Evolution Mining Board, I am pleased to provide you with the opportunity to participate in the proposed Scheme to become a shareholder in Evolution.

Evolution is an ASX-50 company and one of Australia's leading gold and copper producers. We have operations across Australia and Canada including five wholly owned mines – Cowal in New South Wales, Ernest Henry and Mt Rawdon in Queensland, Mungari in Western Australia, and Red Lake in Ontario, Canada, and an 80% share in Northparkes in New South Wales. Our strategy is to create a business that prospers through the cycle and build a portfolio of high-quality, long-life gold and copper assets in tier-one jurisdictions that generate superior returns for our shareholders, delivered in a safe, environmentally and socially responsible way.

In FY26, we delivered a record set of results and record returns to our shareholders. We produced 715koz of gold and 66kt of copper at a sector-leading all-in sustaining cost of $1,717/oz, generating group cash flow of $1,389 million, and ending the year in a net cash position. Reflecting this performance, Evolution paid a record fully franked full-year dividend of 41 cents per share, returning ~$833 million to shareholders.

The proposed combination of Carnaby with Evolution is consistent with our strategy. It represents a compelling opportunity to integrate the Greater Duchess Project into our long-life Ernest Henry Operations and further consolidate our position in the highly prospective Cloncurry region. The close proximity of Greater Duchess to Ernest Henry provides the opportunity to increase copper production by leveraging existing infrastructure and utilising latent mill capacity. This offers a capital efficient pathway to production from Greater Duchess that avoids the significant cost, complexity and funding risk of developing a standalone processing facility.

By participating in the Scheme and receiving Evolution Shares at a significant and attractive premium to Carnaby's share price prior to the announcement of the Scheme, you will continue to participate in the future success of Greater Duchess as part of a materially larger and more diversified group.

As an Evolution shareholder, you will gain exposure to immediate gold and copper production via a diversified portfolio of high-quality long-life operating assets in tier-one jurisdictions. Our company offers an enhanced market positioning and trading liquidity, an investment grade balance sheet, free cash flow and funding abilities, and an established track record of paying dividends.

We acknowledge and congratulate the Carnaby team, who have advanced and de-risked Greater Duchess to a defined copper-gold development project through the completion of a Pre-Feasibility Study and commencement of a Feasibility Study. Evolution intends to build on this work, applying our development and operating experience to undertake an updated Feasibility Study over the next 12-18 months.

The Carnaby Board has unanimously recommended that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders. The Independent Expert has concluded that the Scheme is both fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal. Carnaby Shareholders are encouraged to carefully consider Section 1 of this Scheme Booklet, which sets out the key reasons to support the

Scheme and the reasons why you might not, together with Sections 7.3 and 7.4 for the risks associated with an investment in Evolution and the Merged Group.

On behalf of the Evolution Board, I look forward to welcoming you as an Evolution shareholder upon successful implementation of the Scheme.

Yours sincerely

Jake Klein
Chair
Evolution Mining Limited

Key reasons to vote for or against the Scheme

Section 1.1 provides a summary of the reasons why the Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme[9]. This Section should be read in conjunction with Section 1.2, which sets out potential reasons why you may wish to vote against the Scheme.

The Scheme has a number of advantages, disadvantages and risks which may affect Carnaby Shareholders in different ways, depending on their individual circumstances. Carnaby Shareholders should seek professional advice on their particular circumstances, as appropriate.

You should read this Scheme Booklet in full, including the Independent Expert's Report, before deciding how to vote at the Scheme Meeting.

Reasons to vote in favour of the Scheme

✓ The Carnaby Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders[10].

✓ The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal.

✓ The implied value of the Scheme Consideration represents an immediate, substantial and attractive premium to historical trading prices of Carnaby Shares prior to announcement of the Scheme, including a 60.4% premium to the closing price of Carnaby Shares of $0.48 on 24 July 2026[11]. As of the Last Practicable Date, the implied value of the Scheme Consideration is approximately $0.905 per Carnaby Share which reflects a 88.5% premium to the closing price of Carnaby Shares of $0.48 on 24 July 2026[12].

✓ The Carnaby Board has determined that the combination of value, immediate de-risking and certainty offered by Evolution is likely to deliver a superior outcome for Carnaby Shareholders, compared to what would otherwise be available, on a future risk adjusted basis, if Carnaby continued to operate as a standalone entity.

✓ The Scheme reduces the development and funding risks that Carnaby Shareholders would otherwise be exposed to in delivering the Greater Duchess Project on a standalone basis, including avoiding the prospect of a near-term, dilutive capital raising to fund development costs.

✓ By receiving New Evolution Shares under the Scheme, Carnaby Shareholders gain immediate exposure to an ASX-50 leading gold and copper producer, with a portfolio of high-quality operating assets, a highly experienced management team, strong access to capital and a track record of paying consistent dividends.

✓ By receiving New Evolution Shares under the Scheme, Carnaby Shareholders will benefit from significant diversification, enhanced market positioning and increased trading liquidity.

✓ Carnaby Shareholders who receive New Evolution Shares under the Scheme will benefit from ongoing exposure to the future upside of developing the Greater Duchess Project and

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[9] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

[10] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

[11] Based on the closing price of Evolution Shares of $11.29 on 24 July 2026, being the last trading day prior to announcement of the Scheme.

[12] Based on the closing price of Evolution Shares of $13.27 on 16 September 2026, being the Last Practicable Date.

exploration in the Mt Isa region. Evolution's proven experience in developing and operating gold and copper projects, combined with its strong balance sheet and funding capability, de-risks the development of the Greater Duchess Project for the benefit of all Evolution Shareholders in the Merged Group.

- ✓ No Superior Proposal has emerged as at the date of this Scheme Booklet.
- ✓ The price of Carnaby Shares may fall if the Scheme is not implemented and no comparable or Superior Proposal emerges, and Carnaby Shareholders will remain exposed to funding and development risks associated with a standalone development pathway for the Greater Duchess Project.
- ✓ Australian resident Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration may be eligible for CGT roll-over relief under the Scheme.

These reasons are set out in more detail in Section 1.1.

Potential reasons to vote against Scheme

- ? You may believe that the Scheme is not in your individual best interests and disagree with the Carnaby Directors' unanimous recommendation and the Independent Expert's conclusion.
- ? Your exposure to Carnaby's key asset, the Greater Duchess Project, will be diluted in the Merged Group and your percentage interest in the Merged Group will be less than your current percentage interest in Carnaby.
- ? You may consider there is potential for a Superior Proposal to be made for Carnaby in the future.
- ? You may believe it is in your best interests to maintain your current investment and risk profile by preserving your investment in Carnaby Shares.
- ? The exact value of the Scheme Consideration is not certain and will depend on the price at which Evolution Shares trade on ASX after the Implementation Date.
- ? The potential tax consequences of the Scheme may not suit your current financial position or tax circumstances.

These reasons are set out in more detail in Section 1.2.

Key dates and times

Key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the table below.

Event	Time and date
First Court Date The date on which the Court made orders convening the Scheme Meeting	18 September 2026
Date of this Scheme Booklet	21 September 2026
Receipt of proxy forms for the Scheme Meeting Latest time and date for receipt of proxy forms, powers of attorney and appointments of corporate representatives for the Scheme Meeting	11:00am (AWST) on 24 October 2026
Voting record date for the Scheme Meeting Time and date for determining eligibility to vote at the Scheme Meeting	11:00am (AWST) on 24 October 2026
Scheme Meeting Carnaby Shareholders meeting to vote on the Scheme Resolution	11:00am (AWST) on 26 October 2026
If Carnaby Shareholders approve the Scheme at the Scheme Meeting	
Second Court Date Second Court hearing for approval of the Scheme	10:00am (AWST) on 29 October 2026
Effective Date The Scheme takes effect and is binding on all Scheme Shareholders Court order lodged with ASIC and announced on ASX	30 October 2026
Last day of trading in Carnaby Shares on ASX Carnaby Shares expected to be suspended from trading on ASX from close of trading	30 October 2026
Completion of Glencore subscription Issue of the Subscription Shares to Glencore under Glencore Subscription Agreement	2 November 2026
New Evolution Shares expected to commence trading on a deferred settlement basis First day of trading in New Evolution Shares on ASX on a deferred settlement basis	2 November 2026
Opt-out Notice Cut-Off Date The latest time and date by which valid Opt-out Notices must be received by the Carnaby Registry from Small Parcel Shareholders to opt out of participating in the Sale Facility (or to withdraw a previous election made)	5:00pm (AWST) on 2 November 2026
Record Date Record date for determining entitlements to receive Scheme Consideration	4:00pm (AWST) on 3 November 2026
Implementation Date Provision of Scheme Consideration to Scheme Shareholders Transfer of Scheme Shares to Evolution Commencement of dispatch of transaction confirmation statements confirming the issue of New Evolution Shares	10 November 2026
New Evolution Shares expected to commence trading on a normal (T+2) settlement basis	11 November 2026

First day of trading in New Evolution Shares on ASX on a normal settlement basis (ASX: EVN)	
Delisting of Carnaby from the ASX	11 November 2026

If the Scheme is approved by the Requisite Majorities of Carnaby Shareholders, but any Conditions remain outstanding on the scheduled date for the Second Court Hearing, the Second Court Hearing would be delayed until those Conditions have been satisfied or waived (where permitted).

The above dates and times are indicative only and subject to change. All dates and times following the date of the Scheme Meeting are, among other things, subject to the Court approval process and the satisfaction or, where applicable, waiver of all other Conditions to the implementation of the Scheme. All dates and times, unless otherwise indicated, refer to the date and time in Perth, Western Australia (AWST). Any changes to the above timetable will be announced to ASX and notified on Carnaby's website at www.carnabyresources.com.au.

Your choices and how to vote

What choices do I have as a Carnaby Shareholder?

As a Carnaby Shareholder you have the following options in relation to your Carnaby Shares:

(a) **Vote in favour of the Scheme Resolution at the Scheme Meeting**

You can vote in favour of the Scheme Resolution at the Scheme Meeting. The Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders[13]. The reasons for the Carnaby Directors' unanimous recommendation are set out in Section 3.3.

In addition, the Independent Expert has concluded that, in the absence of a Superior Proposal, the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders.

For details of how to vote on the Scheme Resolution, refer to the 'How to vote' Section below and the Notice of Scheme Meeting set out in Annexure D to this Scheme Booklet.

(b) **Vote against the Scheme Resolution at the Scheme Meeting**

If, despite the Carnaby Directors' unanimous recommendation and the Independent Expert's conclusion that, in the absence of a Superior Proposal, the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, you do not support the Scheme, you may vote against the Scheme Resolution at the Scheme Meeting.

However, if the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting and the Scheme becomes Effective, the Scheme will bind all Carnaby Shareholders, including those who voted against the Scheme Resolution and those who did not vote at all.

(c) **Sell your Carnaby Shares on ASX**

You can seek to sell your Carnaby Shares on ASX at any time prior to the close of trading on the Effective Date, after which it is expected that Carnaby Shares will cease trading on ASX. Carnaby Shareholders who sell some or all of their Carnaby Shares on market before trading in Carnaby Shares ends:

(i) may receive payment (which may vary from the ultimate value of the Scheme Consideration) for the sale of their Carnaby Shares sooner than they would receive the Scheme Consideration under the Scheme;

(ii) may incur brokerage and other transaction costs;

(iii) may be subject to capital gains tax (CGT), or may otherwise be required to include an amount relating to the disposal in their assessable income (as applicable); and

(iv) will not be able to participate in the Scheme, or in any Superior Proposal for Carnaby that may emerge, in respect of those Carnaby Shares they have sold.

[13] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

(d) **Do nothing**

You may choose to do nothing. Carnaby Shareholders who elect not to vote at the Scheme Meeting and do not sell their Carnaby Shares on market will:

(i) if the Scheme is implemented, have their Carnaby Shares transferred to Evolution by operation of the Scheme and receive the Scheme Consideration; or

(ii) if the Scheme is not implemented, retain their Carnaby Shares.

Your vote is important. If the Scheme Resolution is not approved by the Requisite Majorities at the Scheme Meeting, the Scheme may not be implemented, in which case you will not be entitled to receive the Scheme Consideration.

You should read this Scheme Booklet carefully and in its entirety before making any decision about the Scheme or your Carnaby Shares. If you have any questions or require further information, please contact the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST). If you have any doubt as to what action you should take, please consult your financial, legal, taxation or other professional adviser immediately.

Details of the Scheme Meeting

The details of the Scheme Meeting are as follows:

Location: Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

Date: 26 October 2026

Time: 11:00am (AWST)

The Notice of Scheme Meeting is set out in Annexure D to this Scheme Booklet.

Eligibility to participate and vote

The time for determining eligibility to vote at the Scheme Meeting is 11:00am (AWST) on 24 October 2026. Only those Carnaby Shareholders entered on the Carnaby Share Register as at that time will be entitled to attend and vote at the Scheme Meeting (other than Excluded Shareholders).

Voting is not compulsory. However, all Carnaby Shareholders will be bound by the result of the vote regardless of whether they were present at the Scheme Meeting and regardless of whether they voted on, or in favour of or against, the Scheme Resolution.

Evolution excluded from voting

Evolution is excluded from voting on the Scheme given that it is the proponent of the Scheme.

As at the Last Practicable Date, Evolution holds a Relevant Interest in 37,878,788 Carnaby Shares, representing approximately 13.7% of the total Carnaby Shares on issue, on an undiluted basis. Refer to Sections 5.18 and 9.2 for more information regarding Evolution's existing shareholding in Carnaby.

Voting by joint holders

In the case of Carnaby Shares held by joint holders, only one of the joint holders may vote. If more than one Carnaby Shareholder votes in respect of jointly held Carnaby Shares, only the vote of the Carnaby Shareholder whose name appears first in the Carnaby Share Register will be counted.

How to vote

Voting on the Scheme Resolution will be conducted by way of poll.

Carnaby Shareholders who are eligible to vote at the Scheme Meeting can vote in the following ways:

- **In person:** by attending the Scheme Meeting in person at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia 6000;
- **By proxy:** by completing and lodging a proxy form for the Scheme Meeting in accordance with the instructions on the proxy form. To be valid, your proxy form must be received by the Carnaby Registry by 11:00am (AWST) on 24 October 2026;
- **By attorney**: by appointing an attorney to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed, or certified copy of a, power of attorney to the Carnaby Registry by 11:00am (AWST) on 24 October 2026 (unless it has previously been provided to the Carnaby Registry); or
- **By corporate representative**: if you are a body corporate, by appointing a corporate representative to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed certificate of appointment (in accordance with section 250D of the Corporations Act) to the Carnaby Registry prior to the Scheme Meeting (unless it has previously been provided to the Carnaby Registry).

Further details on how to vote are contained in the Notice of Scheme Meeting in Annexure D of this Scheme Booklet.

1. Key considerations relevant to your vote on the Scheme

The Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and provided that the Independent Expert continues to conclude that the Scheme is in the best interests of Carnaby Shareholders[14].

This Section 1 describes some of the key considerations relevant to your vote on the Scheme, including some of the reasons why Carnaby Shareholders may wish to vote in favour of the Scheme Resolution or, notwithstanding the Carnaby Directors' unanimous recommendation, against the Scheme Resolution.

Further information regarding the Carnaby Directors' unanimous recommendation and the interests of the Carnaby Directors in the outcome of the Scheme is disclosed in Sections 3.3 and 3.4.

You should read this Scheme Booklet in full, including the Independent Expert's Report, before deciding how to vote at the Scheme Meeting. You should also seek professional advice on your particular circumstances, as appropriate.

1.1 Reasons why you should vote in favour of the Scheme

This Section 1.1 summarises the key reasons why the Carnaby Directors believe that the Scheme is in the best interests of Carnaby Shareholders and unanimously recommend that Carnaby Shareholders vote in favour of the Scheme.

This Section should be read in conjunction with Sections 1.2, 1.3 and 7, which describe the disadvantages, other key considerations and risks associated with the Scheme, risks associated with the Merged Group and an investment in New Evolution Shares, and implications if the Scheme does not proceed.

Reason 1: The Carnaby Directors unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders[15]

Before agreeing the terms of the Scheme as set out in the Scheme Implementation Deed between Carnaby and Evolution and in reaching this unanimous recommendation, the Carnaby Directors considered:

- the merits and strategic rationale of the Scheme (including the benefits expected to be realised as outlined in this Section 1.1);
- the merits and alternate courses of action available to Carnaby, including the risks, challenges and opportunities of continuing to operate Carnaby as a standalone entity;
- the implied value of the Scheme Consideration against a range of valuation benchmarks; and
- the likelihood of a Superior Proposal emerging in the future.

[14] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

[15] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

The Carnaby Directors believe that the potential advantages of the Scheme (including those summarised in this Section 1.1) significantly outweigh the potential disadvantages of the Scheme (including those summarised in Section 1.2).

Having considered various strategic alternatives, including funding and developing the Greater Duchess Project on a standalone basis and the time, cost and risk associated with this, the Carnaby Directors also consider that the Scheme has the potential to realise greater benefits to Carnaby Shareholders on a risk adjusted basis than any other strategic alternative currently available, including remaining as a standalone entity.

Each Carnaby Director intends to vote, or cause to be voted, all Carnaby Shares held or controlled by them in favour of the Scheme, subject to the same qualifications expressed above for the Carnaby Directors' unanimous recommendation.

The Carnaby Directors collectively hold or control approximately 7.3% of the Carnaby Shares on issue on an undiluted basis as at the Last Practicable Date. The interests of the Carnaby Directors in Carnaby Securities are set out in Sections 3.4 and 4.7.

Reason 2: The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal

The Independent Expert, BDO Corporate Finance Australia Pty Ltd, has considered the terms of the Scheme and has concluded that the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal.

The Independent Expert considers the Scheme to be fair because the value of 0.0682 Evolution Shares in the Merged Group following implementation of the Scheme is greater than the value of a Carnaby Share prior to the Scheme.

The Scheme is considered reasonable by the Independent Expert because the position of Carnaby Shareholders if the Scheme is approved is more advantageous than the position if the Scheme is not approved.

The potential advantages and disadvantages of the Scheme (as identified by the Independent Expert) are set out in section 2.5 of the Independent Expert's Report and discussed in greater detail in section 14 of the Independent Expert's Report.

The Independent Expert's Report is set out in Annexure A to this Scheme Booklet. The Carnaby Board recommends that Carnaby Shareholders read the Independent Expert's Report in full.

Reason 3: The implied value of the Scheme Consideration represents an immediate, substantial and attractive premium to historical trading prices of Carnaby Shares prior to announcement of the Scheme

The Scheme Consideration of 0.0682 New Evolution Shares per Carnaby Share represents a substantial and attractive premium, relative to historical share trading in Carnaby Shares up to and including 24 July 2026 (being the last trading day prior to the Announcement Date), as set out below:

- 60.4% to the closing price of $0.48 per Carnaby Share (based on the closing price of $11.29 per Evolution Share on 24 July 2026);
- 46.2% premium to the 15-day VWAP of Carnaby Shares up to and including 24 July 2026 of $0.53 per Carnaby Share (based on the closing price of $11.29 per Evolution Share on 24 July 2026); and

- 31.4% premium to the 30-day VWAP of Carnaby Shares up to and including 24 July 2026 of $0.59 per Carnaby Share (based on the closing price of $11.29 per Evolution Share on 24 July 2026).

Based on the last closing price of Evolution Shares on the Last Practicable Date of $13.27 per Evolution Share, the implied value of the Scheme Consideration at the Transaction Ratio is approximately $0.905 per Carnaby Share, which represents a 88.5% premium to the last closing price of Carnaby Shares of $0.48 per Carnaby Share on 24 July 2026 (being the last trading day prior to the Announcement Date). The implied value of the Scheme Consideration implies a fully diluted market capitalisation for Carnaby of approximately $251 million as at the Last Practicable Date[16]. The implied value of consideration per Carnaby Share will change with movements in the trading price of Evolution Shares.

The graph below shows the premia to the Carnaby Share price on 24 July 2026, being the last trading day prior to announcement of the Scheme.

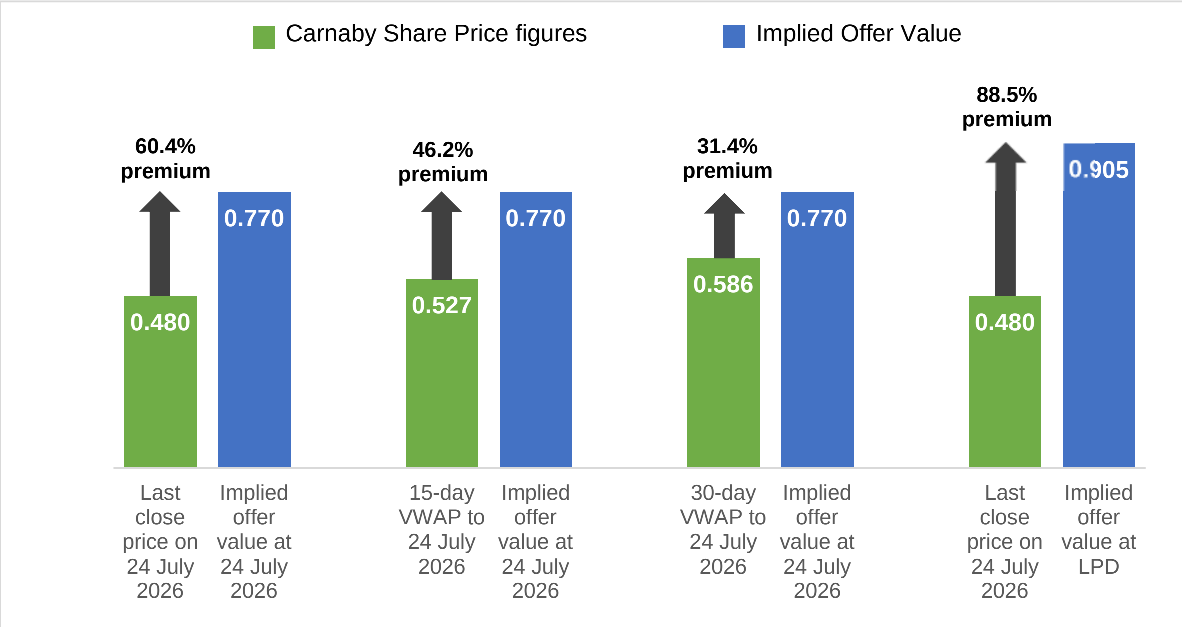


Figure 1 – Scheme Consideration premia

Reason 4: The Carnaby Board has determined that the combination of value, immediate de-risking and certainty offered by Evolution is likely to deliver a superior outcome for Carnaby Shareholders, compared to what would otherwise be available, on a future risk adjusted basis, if Carnaby continued to operate as a standalone entity

In forming its unanimous recommendation that Carnaby Shareholders vote in favour of the Scheme, the Carnaby Directors considered a range of strategic alternatives, including continuing to advance the Greater Duchess Project on a standalone basis. In considering these alternatives, the Carnaby Directors had regard to matters including:

- The expected funding and execution requirements associated with developing Greater Duchess as a standalone project, including capital, operating, infrastructure and working capital requirements.
- The risks associated with project development, permitting, financing, tolling alternatives and commodity markets that could impact the timing and value realisation of Greater Duchess if Carnaby were to remain independent.

[16] Fully diluted market capitalisation based on the implied value of the Scheme Consideration of approximately $0.905 per Carnaby Share as at the Last Practicable Date applied to 276,119,864 Carnaby Shares and cash consideration for the cancellation of 5,520,000 Carnaby Options (the calculation assumes no Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

- Evolution's established operating expertise in North Queensland and its ownership of the nearby Ernest Henry Operations, which provides a potential pathway to leverage existing processing infrastructure and latent mill capacity.

- The opportunity for Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration to receive an immediate premium while retaining exposure to future value creation, including potential development and operating synergies associated with Greater Duchess.

- The strategic review process undertaken which involved outreach and extensive engagement with a number of parties who were granted access to due diligence information on the Greater Duchess Project. Macquarie Capital (Australia) Limited acted as financial adviser to Carnaby in connection with this process. Various parties engaged in discussions regarding potential strategic alternatives for Carnaby, however, none of those alternatives were considered by the Carnaby Board to be as attractive as the proposed transaction with Evolution.

After consideration of these matters, the Carnaby Directors formed the view that, on balance, the value, certainty and reduced development risk offered by the Scheme are likely to result in a superior outcome for Carnaby Shareholders compared to the expected risk-adjusted outcome of continuing as a standalone company.

Reason 5: The Scheme reduces the development and funding risks that Carnaby Shareholders would otherwise be exposed to in delivering the Greater Duchess Project on a standalone basis, including avoiding the prospect of a near-term, dilutive capital raising to fund development costs

Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration will benefit from Evolution's financial strength, operating expertise and established infrastructure, enhancing the prospects for successful development of the Greater Duchess Project.

The Scheme is expected to reduce the development and funding risks associated with the Greater Duchess Project. While Carnaby has continued to progress key feasibility study workstreams, further capital will be required to advance the Project to a final investment decision and first production. As part of Evolution, Greater Duchess will benefit from the support of a larger, well-capitalised mining company with strong operating cash flows, a robust balance sheet and demonstrated mine development expertise. Evolution's ownership of the nearby Ernest Henry Operation also provides opportunities to leverage existing infrastructure, processing capacity and regional operating expertise.

The Scheme therefore provides Carnaby Shareholders with immediate value and, for those Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration, continued exposure to Greater Duchess while reducing the risks associated with project financing, development execution, permitting and approval timelines.

Reason 6: By becoming an Evolution Shareholder, Carnaby Shareholders gain immediate exposure to an ASX-50 leading gold and copper producer, with a portfolio of high-quality operating assets, a highly experienced management team, strong access to capital and a track record of paying consistent dividends

If the Scheme is implemented, Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration will become shareholders in a leading ASX-50 mining company with a portfolio of operating and development assets across Australia and Canada, a strong balance sheet and an established dividend framework. Evolution has a substantially larger market capitalisation, broader institutional shareholder base and significantly greater trading liquidity than Carnaby, providing those Carnaby Shareholders with enhanced capital markets access and portfolio diversification.

Reason 7: By receiving Evolution Shares, Carnaby Shareholders will benefit from significant diversification, enhanced market positioning and increased trading liquidity

As Carnaby Shareholders, investors are currently exposed to the risks and uncertainties of a company whose operations are predominantly concentrated on the development of a single flagship asset, the Greater Duchess Project. Industry-wide and company-specific risks and uncertainties inherent in resource development projects include (among others):

(a) uncertainty as to the operational viability of the Greater Duchess Project, including whether it will proceed to a final investment decision and, if it does, be successfully developed into production;

(b) funding and capital risks, including a potential dilutive capital raising in the near term, volatile equity markets, and debt markets that generally remain cautious of companies reliant on a single asset for revenue;

(c) future construction risks, including cost overruns, input cost inflation and delays to project delivery timeframes, including during the construction, commissioning or ramp-up phases;

(d) the risk of labour shortages and wage inflation in the North Queensland labour market, including as a result of competing demand from other resource projects in the region, notwithstanding the region's established mining workforce;

(e) the challenges of attracting and retaining specialised personnel with the skills and experience required to develop the Greater Duchess Project into an operating mine;

(f) technical and execution risks; and

(g) permitting and regulatory risks, including delays in obtaining, or conditions attached to, required approvals, licences and consents.

Receipt of Evolution Shares provides Carnaby Shareholders with exposure to a significantly larger, more diversified and liquid ASX-listed mining company. Following implementation of the Scheme, former Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration will benefit from Evolution's broader portfolio of operating assets, development projects and cash flow sources, reducing reliance on the performance of a single asset or jurisdiction.

Evolution's substantially greater scale and market presence may also enhance access to capital and increase investor interest over time. In addition, Evolution Shares offer materially greater trading liquidity, providing those Carnaby Shareholders with increased flexibility to realise value if desired. For the twelve months to 24 July 2026 (being the trading day prior to the Announcement Date), Evolution's average daily traded value was approximately A$115 million, more than 250 times that of Carnaby over the same period, representing a significant advantage, particularly during periods of market volatility.

Reason 8: Carnaby Shareholders who receive New Evolution Shares will benefit from ongoing exposure to the future upside of developing the Greater Duchess Project and exploration in the Mt Isa region. Evolution's proven experience in developing and operating gold and copper projects, combined with its strong balance sheet and funding capability, de-risks the development of the Greater Duchess Project for the benefit of all Evolution Shareholders in the Merged Group

By receiving New Evolution Shares as Scheme Consideration, Carnaby Shareholders will retain exposure to the future development of the Greater Duchess Project and broader exploration in the Mt Isa region under Evolution's ownership, while gaining exposure to a diversified portfolio of long-life gold and copper operations. The Scheme provides those

Carnaby Shareholders with exposure to Evolution's established asset base, strong balance sheet and dividend policy, while preserving the opportunity to benefit from future upside at Greater Duchess, including potential synergies from the integration of Greater Duchess ore into Evolution's Ernest Henry Operations and broader exploration opportunities across the Cloncurry copper-gold district.

Reason 9: No Superior Proposal has emerged as at the date of this Scheme Booklet

There is the potential for a Superior Proposal to emerge. However, since the Announcement Date and up to the date of this Scheme Booklet, no Superior Proposal has emerged and the Carnaby Board is not aware, as at the date of this Scheme Booklet, of any superior or any alternative proposal that is likely to emerge before the Scheme becomes Effective.

The Carnaby Directors will keep Carnaby Shareholders informed if a Superior Proposal emerges before the Scheme Meeting in accordance with its continuous disclosure obligations.

Reason 10: The price of Carnaby Shares may fall if the Scheme is not implemented and no comparable or Superior Proposal emerges, and Carnaby Shareholders will remain exposed to funding and development risks associated with a standalone development pathway for the Greater Duchess Project

As at the Last Practicable Date, the price of the Carnaby Shares was higher than the price at which the Carnaby Shares were trading prior to 24 July 2026 (being the last trading day prior to the Announcement Date).

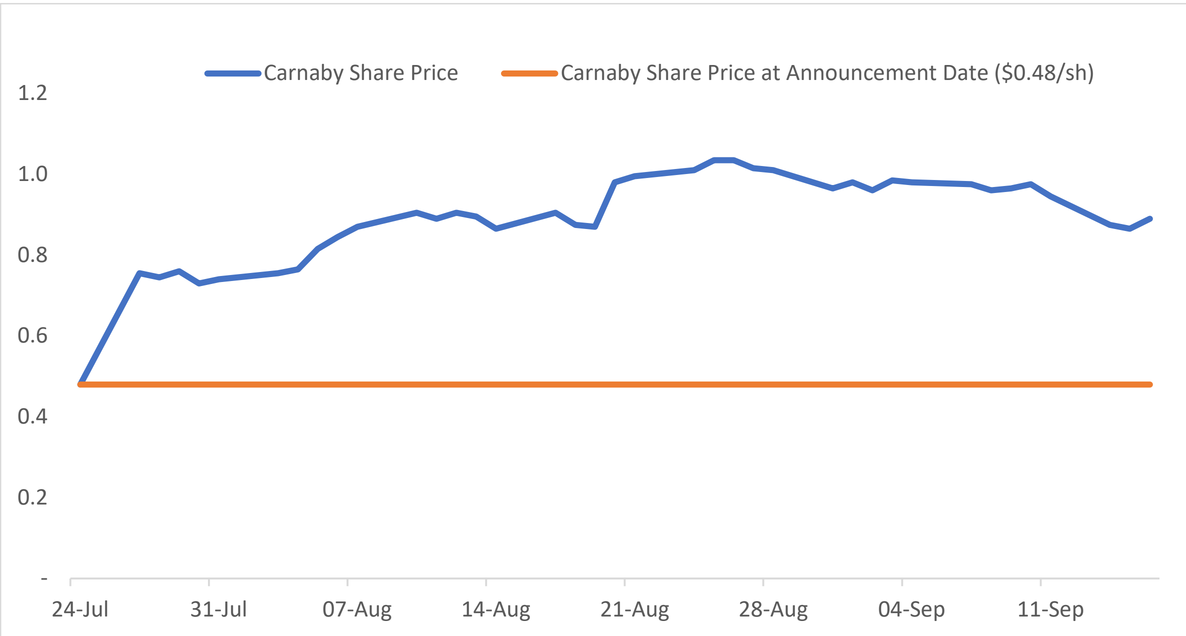


Figure 2 – Carnaby's share price performance since the Announcement Date to the Last Practicable Date

If the Scheme is not implemented, the Carnaby Shares will remain quoted on the ASX and will continue to be subject to market volatility. In these circumstances, and in the absence of an equivalent or Superior Proposal emerging, the price at which Carnaby Shares trade may fall, including potentially to a price that is materially below the implied value of the Scheme Consideration as at the Last Practicable Date of approximately $0.905 per Carnaby Share relative to the closing price of Carnaby Shares of $0.48 on 24 July 2026 (being the last trading day prior to the Announcement Date)[17].

[17] Based on the closing price of Evolution Shares of $13.27 on 16 September 2026, being the Last Practicable Date.

In the 12 months prior to the Announcement Date, Carnaby Shares have traded as low as \$0.29 per Carnaby Share and as high as \$0.75 per Carnaby Share (based on closing prices).

In addition, Carnaby Shareholders would continue to be exposed to the risks associated with progressing a standalone development pathway for the Greater Duchess Project, including funding and development risks.

Reason 11: Australian resident Carnaby Shareholders who receive New Evolution Shares may be eligible for CGT roll-over relief under the Scheme

The New Evolution Shares issued as Scheme Consideration are expected to satisfy the general requirements of the CGT scrip-for-scrip roll-over provision of the *Income Tax Assessment Act 1997* (Cth). As a result, CGT scrip for scrip roll-over relief should be available to Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration under the Scheme and are Australian tax residents, provided certain conditions are met. Broadly, CGT scrip for scrip roll-over relief enables Carnaby Shareholders to disregard the capital gain they make from the disposal of their Carnaby Shares under the Scheme.

Further information about the potential Australian tax implications of the Scheme are set out in Section 8.

All Carnaby Shareholders are advised to seek independent professional advice about their particular circumstances including, for Carnaby Shareholders resident outside Australia for tax purposes, foreign tax consequences.

Carnaby Shareholders will not incur any brokerage cost on the transfer of their Carnaby Shares to Evolution under the Scheme (other than brokerage costs which may be deducted before each Ineligible Foreign Shareholder and Non-Electing Small Parcel Shareholder receive their proportion of the Sale Proceeds in respect of New Evolution Shares sold under the Sale Facility).

1.2 Potential reasons why you may consider voting against the Scheme

This Section 1.2 summarises the potential disadvantages and risks to Carnaby Shareholders if the Scheme becomes Effective and is successfully implemented.

Notwithstanding the reasons set out below, the Carnaby Directors consider that these potential disadvantages and risks are outweighed by the potential advantages of the Scheme (as outlined in this Section 1.1). However, despite the unanimous recommendation of the Carnaby Directors and the conclusion of the Independent Expert, you may hold a different view from, and are not obliged to follow the recommendation of, the Carnaby Directors.

Further details of the potential disadvantages and risks associated with the Scheme, risks associated with the Merged Group and an investment in New Evolution Shares, and implications if the Scheme does not proceed are set out in Section 7.

Reason 1: You may believe that the Scheme is not in your individual best interests and disagree with the Carnaby Directors' unanimous recommendation and the Independent Expert's conclusion

You may disagree with the views of the Carnaby Directors that the potential advantages of the Scheme outweigh the potential disadvantages and risks, and therefore disagree with the unanimous recommendation of the Carnaby Directors that Carnaby Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and provided that the

Independent Expert continues to conclude that the Scheme is in the best interests of Carnaby Shareholders[18].

You may also disagree with the conclusions of the Independent Expert that the Scheme is fair and reasonable to, and in the best interests of, Carnaby Shareholders, in the absence of a Superior Proposal. A copy of the Independent Expert's Report is set out in Annexure A to this Scheme Booklet.

Reason 2: Your exposure to Carnaby's key asset, the Greater Duchess Project, will be diluted in the Merged Group and your percentage interest in the Merged Group will be less than your current percentage interest in Carnaby

If the Scheme is implemented, Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration will become investors in the Merged Group, and those Carnaby Shareholders will hold only approximately 0.8%[19] of the issued share capital of the Merged Group in aggregate. Accordingly, Carnaby Shareholders will have a reduced exposure to Carnaby's key asset, the Greater Duchess Project, and its broader asset portfolio.

Notwithstanding the risks associated with Carnaby continuing as a standalone entity, you may wish for Carnaby to remain an independent entity because you are invested in Carnaby to seek exposure to a company with the specific characteristics of Carnaby and its key asset, the Greater Duchess Project, and you do not want to have investment exposure to Evolution and its assets.

Reason 3: You may consider there is potential for a Superior Proposal to be made for Carnaby in the future

It is possible that if Carnaby were to continue as an independent entity a corporate control proposal for Carnaby could materialise in the future, such as a takeover bid, that is more attractive to Carnaby Shareholders than the Scheme. Implementation of the Scheme will mean that Carnaby Shareholders would not receive the benefit of any such proposal.

However, as stated in Section 1.1, since the Announcement Date and up to the date of this Scheme Booklet, no Superior Proposal has emerged and the Carnaby Board is not aware, as at the date of this Scheme Booklet, of any superior or any alternative proposal that is likely to emerge before the Scheme becomes Effective.

The Scheme Implementation Deed prohibits Carnaby from soliciting or otherwise encouraging a Competing Proposal. However, Carnaby is permitted to respond to any Competing Proposal should the Carnaby Directors determine that failing to do so would be reasonably likely to constitute a breach of their fiduciary duties or statutory obligations (and after having obtained written advice from Carnaby's external legal and financial advisers). Further details of the key terms of the Scheme Implementation Deed are provided in Section 3.10.

Reason 4: You may believe it is in your best interests to maintain your current investment and risk profile by preserving your investment in Carnaby Shares

You may prefer to keep your Carnaby Shares to preserve your investment in a listed public company with the specific characteristics and profile of Carnaby, including in terms of factors such as size, operational profile, capital structure and geographical exposure. In particular, you may consider that despite the risk factors relevant to Carnaby's potential future operations as a standalone entity (including those set out in Section 7.5), Carnaby may be

[18] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

[19] Pro-forma ownership in Evolution is based on the Transaction Ratio of 0.0682 New Evolution Shares per Carnaby Share applied to 238,241,076 Carnaby Shares as at the Record Date (the calculation assumes 37,878,788 Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

able to return greater value from its assets by remaining a standalone entity or by seeking alternative corporate transactions in the future, or that the risks related to the Merged Group (including those outlined in Sections 7.3 and 7.4) outweigh the risks of Carnaby remaining as a standalone entity. You may also consider that it would be difficult to identify or invest in alternative investments that have a similar investment profile to that of Carnaby, and you may incur transaction costs in undertaking any such new investment.

In assessing the Scheme and forming their unanimous recommendation, the Carnaby Directors and their advisers evaluated the benefits and risks of Carnaby's continuing operations against other strategic alternatives. In deciding to unanimously recommend the Scheme, the Carnaby Directors determined that, on balance, the value represented by the Scheme and the risks associated with the Scheme would be more favourable to Carnaby Shareholders than the options and risks that might otherwise be available to or faced by Carnaby Shareholders if they were to retain their investment in Carnaby.

Notwithstanding this, implementation of the Scheme may result in a disadvantage to those Carnaby Shareholders who wish to maintain their investment profile.

Reason 5: The exact value of the Scheme Consideration is not certain and will depend on the price at which Evolution Shares trade on ASX after the Implementation Date

The Scheme Consideration is based on a fixed number of New Evolution Shares for each Carnaby Share held (being the Transaction Ratio), and is not based on a fixed market value. Accordingly, the value of the Scheme Consideration depends on the future trading price of Evolution Shares, which is uncertain. As a result, the exact monetary value you receive for your Carnaby Shares under the Scheme may not reflect the market value of Evolution Shares as at the date of this Scheme Booklet, the Scheme Meeting or the Record Date.

Conversely, if there is an increase in the trading price of Evolution Shares between the date of this Scheme Booklet and the time you receive the Scheme Consideration, the effective value you receive for your Carnaby Shares under the Scheme will be more favourable compared to the market value of the Evolution Shares as at the date of this Scheme Booklet or at the time of the Scheme Meeting.

Following implementation of the Scheme, the price of Evolution Shares will continue to fluctuate based on market conditions and Evolution's financial and operation performance (including, among other things, factors beyond the control of Evolution).

Reason 6: The potential tax consequences of the Scheme may not suit your current financial position or tax circumstances

Implementation of the Scheme may trigger different or adverse tax consequences for Carnaby Shareholders. The tax consequences of the Scheme will depend on your personal situation. You may consider that the tax consequences of disposing of your Carnaby Shares under the Scheme do not suit your current financial position or tax circumstances.

Please refer to Section 8 for a summary of the Australian income tax implications of the Scheme. However, as that information is general in nature and as each Carnaby Shareholder's circumstances will vary, all Carnaby Shareholders are advised to seek independent taxation advice from a registered tax agent with respect to their individual taxation situation, including foreign tax consequences for Carnaby Shareholders resident outside Australia for tax purposes.

1.3 Other key considerations in relation to voting on the Scheme

You should also take into account the following additional considerations in determining how to vote at the Scheme Meeting.

Consideration 1: The Scheme may be implemented even if you vote against the Scheme or do not vote at all. It is an "all-or-nothing" proposal

Even if you vote against the Scheme or do not vote at all, the Scheme may still be implemented if it is approved by the Requisite Majorities of Carnaby Shareholders and by the Court, and all other Conditions to the Scheme are satisfied or waived (where permitted). If this occurs:

(a) the Scheme will bind all Scheme Shareholders, including those who did not vote on the Scheme Resolution and those who voted against it;

(b) all Scheme Shares will be transferred to Evolution and Scheme Shareholders will receive the Scheme Consideration (or, in the case of Ineligible Foreign Shareholders or Non-Electing Small Parcel Shareholders, receive their pro rata share of the Sale Proceeds under the Sale Facility); and

(c) Carnaby will become a wholly owned subsidiary of Evolution and will be delisted from the ASX.

Consideration 2: Implications for Carnaby Shareholders if the Scheme is not implemented

(a) **Carnaby's cash position and future funding requirements**

Carnaby's unrestricted cash balance as at 30 June 2026 was $9.4 million, and Carnaby continues to incur ongoing expenditure in connection with the Greater Duchess Project and its broader asset portfolio, project evaluation and development activities, corporate overheads and transaction-related costs associated with the Scheme.

If the Scheme is not implemented, Carnaby will remain responsible for these costs and will continue to require funding to support its business and advance the Greater Duchess Project. In those circumstances, Carnaby may need to seek additional capital, which could include a dilutive equity raising. There can be no assurance that such funding would be available on satisfactory terms, or at all.

Accordingly, if the Scheme is not approved by the Requisite Majorities and no Superior Proposal emerges that is subsequently completed, Carnaby Shareholders would continue to be exposed to the risks associated with Carnaby's funding requirements, including the potential for dilution from any future equity capital raising.

(b) **Status of the Feasibility Study for the Greater Duchess Project**

Carnaby has been progressing a Feasibility Study for the Greater Duchess Project based on a toll treatment solution with Glencore. While the Feasibility Study was previously targeted for completion by mid-2026, it remains ongoing and the ultimate development pathway, timing and economics of the project are yet to be finalised.

Following Implementation of the Scheme, Evolution intends to update the Feasibility Study and assess the optimal integration of Greater Duchess into the Ernest Henry Operations. This includes developing an integrated mine plan and considering optimal processing sequences to maximise efficiencies and reduce execution risk. Evolution's ownership of Ernest Henry provides a clear and potentially lower risk development pathway for Greater Duchess through access to established processing infrastructure and operating expertise. Following implementation of the Scheme, Evolution expects to complete the updated Feasibility Study within 12-18 months, supporting a defined pathway towards development and production.

If the Scheme is not implemented, Carnaby will continue to progress the Feasibility Study for Greater Duchess and evaluate a range of potential development and processing pathways, including toll treatment and standalone processing options. The assessment of alternative development pathways may extend the timeframe for completion of the Feasibility Study and a final investment decision.

(c) **Costs of the Scheme**

Carnaby has already incurred, and will incur further, significant costs in respect of the proposal to implement the Scheme. These costs include the costs of negotiating with Evolution, retention of advisers, provision of information to Evolution, facilitating Evolution's access to due diligence, engaging with ASIC, ASX and the Court, engagement of the Independent Expert and the Independent Technical Specialist and the preparation of this Scheme Booklet. If the Scheme is not implemented, including because the Scheme is not approved by the Requisite Majorities, and in circumstances where no Superior Proposal emerges that is subsequently completed, Carnaby will not receive any material value for the costs it has incurred in connection with the Scheme. Refer to Section 9.20 for further information.

Under the Scheme Implementation Deed, a Reimbursement Fee of approximately $2.1 million may become payable by Carnaby, or a Reverse Reimbursement Fee of an equivalent amount by Evolution, in certain circumstances. Failure by Carnaby Shareholders to approve the Scheme at the Scheme Meeting will not, of itself, trigger an obligation to pay the Reimbursement Fee. Further details of the circumstances in which the Reimbursement Fee or the Reverse Reimbursement Fee may become payable are set out in Section 3.10(k).

(d) **Continued exposure to Carnaby as a standalone entity**

If the Scheme is not implemented, Carnaby Shareholders will retain their Carnaby Shares and will not receive the Scheme Consideration. Carnaby will remain listed on the ASX and continue to operate as a standalone entity, and the Carnaby Board and Carnaby's management will continue to operate Carnaby's business. Carnaby Shareholders will therefore continue to be exposed to the risks and benefits of owning Carnaby Shares.

Consideration 3: Warranties by Carnaby Shareholders

Under the terms of the Scheme, if the Scheme becomes Effective, each Scheme Shareholder will be deemed to have given certain warranties in favour of Evolution, including that:

(a) on the Implementation Date, all of its Scheme Shares (including any rights and entitlements attaching to those shares) transferred to Evolution under the Scheme will, as at the date of the transfer, be fully paid and free from all Security Interests and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind;

(b) on the Implementation Date, it has full power and capacity to sell and to transfer its Scheme Shares (including any rights and entitlements attaching to those shares) to Evolution under the Scheme; and

(c) on the Record Date, it does not have any existing right to be issued any other Scheme Shares or any other form of securities in Carnaby.

Please refer to Section 3.10(m) for further information.

Consideration 4: The Scheme has a number of Conditions Precedent

In addition to the need to obtain Carnaby Shareholder approval and Court approval, the Scheme is subject to a number of other Conditions which are summarised in Section 3.10(a). These Conditions need to be satisfied (or alternatively waived, where permitted) in order for the Scheme to proceed.

The Carnaby Directors have reviewed the Conditions and do not consider them to be unduly onerous or inconsistent with market practice for a transaction of this nature. As at the date of this Scheme Booklet, the Carnaby Directors are not aware of any matters that would result in a breach or non-fulfillment of any Condition.

Consideration 5: No brokerage will be payable on the transfer of the Scheme Shares pursuant to the Scheme

Scheme Shareholders will not be required to pay brokerage or stamp duty on the transfer of their Scheme Shares pursuant to the Scheme. The Sale Proceeds received by Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders under the Sale Facility will be net of any applicable brokerage, duty and other selling costs, taxes and charges incurred.

Refer to Section 3.5(e) for further information.

Consideration 6: You may wish to sell your Carnaby Shares on market

You may wish to sell your Carnaby Shares on market before the close of trading on ASX on the Effective Date (currently expected to be 30 October 2026) at the then prevailing market price of Carnaby Shares (which could include prices at or above the implied value of the Scheme Consideration).

If you sell your Carnaby Shares on market, you may be required to pay brokerage and other transaction costs, and different tax consequences may apply compared with those that would arise if you retained your Carnaby Shares until the Scheme is implemented.

2. Frequently asked questions

This Section 2 provides answers to some questions that Carnaby Shareholders may have in relation to the Scheme. The information is a basic summary only and is elaborated on in specified areas of this Scheme Booklet. The information should be read in conjunction with those specified areas.

Question	Answer
Background information	
Why have I received this Scheme Booklet?	You have received this Scheme Booklet because you are a Carnaby Shareholder and you are being asked to vote on the Scheme which, if approved by Carnaby Shareholders and the other Conditions to the Scheme are satisfied or waived (where permitted), will result in Evolution acquiring all of the Carnaby Shares on issue for the Scheme Consideration. This Scheme Booklet is intended to help you consider and decide how to vote (should you choose to) on the Scheme at the Scheme Meeting and contains important information, including: • the reasons for the Carnaby Board's unanimous recommendation; • the reasons to vote in favour of the Scheme and potential reasons to vote against it; • information about the Scheme Consideration; • information about Carnaby, Evolution and the Merged Group; • the risks associated with the Scheme; and • the Independent Expert's Report. If you have recently sold all of your Carnaby Shares, please disregard this document.
What is the Scheme?	The Scheme is a proposed transaction under which Evolution would acquire 100% of the issued share capital of Carnaby via a scheme of arrangement between Carnaby and Carnaby Shareholders under Part 5.1 of the Corporations Act. A 'scheme of arrangement' is a statutory procedure that is commonly used in Australia to effect a change of ownership or control of a company. In addition to requiring Court approval under the Corporations Act, a scheme of arrangement must be approved at a scheme meeting by the target company's shareholders by passing a resolution to implement the scheme of arrangement. The resolution must be passed by specific majorities of votes mandated under the Corporations Act, referred to as the "Requisite Majorities". If the Scheme becomes Effective, Evolution will acquire all of the Scheme Shares from Scheme Shareholders on the Implementation Date for the Scheme Consideration, and Carnaby will become a wholly owned subsidiary of Evolution and will be delisted from the ASX. Refer to Section 3 for further information.

Question	Answer
Why has the transaction been structured as a scheme of arrangement?	Effecting the transaction via a scheme of arrangement is considered the most efficient way to implement Evolution's acquisition of Carnaby, and also reflects the co-operative nature of the Scheme.
Who is Carnaby?	Carnaby is an Australian exploration and development company focused on copper and gold projects in Queensland and Western Australia. Its flagship asset is the Greater Duchess Copper Gold Project located in the Mount Isa Inlier of Queensland, which hosts the Company's Mineral Resources and Ore Reserves. Carnaby also holds tenements prospective for gold located near the Hemi Gold Deposit held by Northern Star Resources Ltd (ASX: NST) in Western Australia, together with a portfolio of earlier-stage gold, copper and lithium exploration projects in the Pilbara and Yilgarn Margin regions of Western Australia. The Company was admitted to the official list of ASX on 26 August 2016 and had a fully diluted market capitalisation of approximately $247 million as at the close of trading on the Last Practicable Date. Refer to Section 4 for further information about Carnaby.
Who is Evolution?	Evolution is an S&P/ASX 50 gold and copper producer, that is expected to produce between 660 – 730 koz of gold and 63 – 70 kt of copper in FY27 from five operating mines across Australia and Canada. Evolution is the second largest Australian gold miner on the ASX by market capitalisation, with a market capitalisation of approximately $27.1 billion as at the close of trading on the Last Practicable Date. Evolution operates six mines, comprising five wholly owned mines - Cowal in New South Wales, Ernest Henry and Mt Rawdon in Queensland, Mungari in Western Australia, and Red Lake in Ontario, Canada, and an 80% share in Northparkes in New South Wales. Evolution also holds exploration projects across both Australia and Canada. Refer to Section 5 for further information about Evolution.
Why does Evolution wish to acquire Carnaby?	The acquisition of Carnaby is consistent with Evolution’s strategy of building a portfolio of high-quality, long-life gold and copper assets in tier-1 jurisdictions and combines the Greater Duchess Project and the surrounding tenement package with Evolution’s established Ernest Henry Operations to provide a clear pathway to increasing copper production, leveraging the operation’s latent processing capacity and existing infrastructure. The Scheme enhances Evolution's position in the highly prospective North West Queensland copper-gold district of Cloncurry, adding scale and optionality across production, development and exploration and will improve the regional exploration potential through an enlarged regional tenement package, with multiple priority targets already identified near Ernest Henry. Refer to Section 6.2 for further information.

Question	Answer
What are Evolution's intentions in relation to the Merged Group if the Scheme proceeds?	If the Scheme is implemented, Evolution intends to: • conduct a thorough review of Carnaby's operations across strategic, financial, and operating matters, with both businesses expected to continue operating in their current forms in the interim. Any final decisions to be made regarding changes to Carnaby's operations will only occur after a detailed post-implementation analysis of the Merged Group; • maintain its existing corporate strategy, corporate governance policies and dividend policy across the Merged Group; • continue operating the Merged Group's holding company under the name Evolution Mining Limited; • require all existing Carnaby Directors to resign upon implementation of the Scheme; • conduct a review of all Carnaby employees to determine their suitability for positions in the Merged Group, with employees not offered a position receiving their full contractual and statutory entitlements; and • cease Carnaby's existing employee incentive plans upon implementation of the Scheme, with Evolution intending to extend its own incentive arrangements to eligible Carnaby employees. For information about Evolution's intentions regarding Carnaby and the Merged Group if the Scheme is implemented, please refer to Section 6 and, in particular, Section 6.5.
What interests does Evolution hold in Carnaby?	Evolution holds approximately 13.7% of the total Carnaby Shares on issue, on an undiluted basis, which it acquired from QIC Queensland Critical Minerals Fund (**QCMF**) on 27 August 2026 in exchange for the issue of 2,583,333 Evolution Shares. Evolution will be excluded from voting on the Scheme in respect of these Carnaby Shares at the Scheme Meeting and they will be excluded from the operation of the Scheme. Refer to Sections 5.18 and 9.2 for more information regarding Evolution's acquisition of Carnaby Shares and its existing shareholding in Carnaby.
What needs to occur in order for the Scheme to proceed?	In order for the Scheme to proceed, the Requisite Majorities of Carnaby Shareholders need to vote in favour of the Scheme Resolution at the Scheme Meeting, and all of the other Conditions (as described at Section 3.10(a)) must be satisfied or waived (where permitted), including the Court approving the Scheme at the Second Court Hearing. The 'Requisite Majorities' require that the Scheme Resolution must be passed by:

Question	Answer
	• (**headcount test**) unless the Court orders otherwise, a majority in number (more than 50%) of Carnaby Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative); and • (**voting test**) at least 75% of the total number of votes cast on the Scheme Resolution by Carnaby Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative). Even if the Scheme is approved by Carnaby Shareholders at the Scheme Meeting, the Scheme is still subject to other outstanding Conditions, including the approval of the Court.
Do the Carnaby Directors recommend the Scheme?	The Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and provided that the Independent Expert continues to conclude that the Scheme is in the best interests of Carnaby Shareholders[20]. The decision of the Carnaby Directors to recommend the Scheme follows a comprehensive assessment by Carnaby of Evolution and consideration of potential benefits and risks of the Scheme. The reasons for this recommendation, and other matters that you may wish to take into consideration, are set out in Sections 1 and 3.3. Carnaby Shareholders should also have regard to the interests of the Carnaby Directors in the outcome of the Scheme, a summary of which is set out in Section 3.4. The Carnaby Directors recommend that, before voting on the Scheme Resolution, all Carnaby Shareholders: • carefully read this Scheme Booklet (including the Independent Expert's Report) in its entirety; • consider the choices available to them as outlined in 'Your choices and how to vote' Section on page xix; • consider their risk profile, portfolio strategy, tax position and financial circumstances; and • obtain advice from their independent legal, financial and tax advisers with regards to how the Scheme might impact them.
How are the Carnaby Directors intending to vote?	Each Carnaby Director intends to vote, or cause to be voted, all Carnaby Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders.

[20] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

Question	Answer
	Details of each Carnaby Director's interest in Carnaby Securities is set out in Sections 3.4 and 4.7.
What are some of the reasons to vote in favour of the Scheme Resolution?	The key reasons why you might consider voting in favour of the Scheme Resolution include: • the Carnaby Directors unanimously recommend voting in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in Carnaby Shareholders' best interests[21]; • the Independent Expert has concluded that the Scheme is fair and reasonable and therefore in Carnaby Shareholders' best interests, in the absence of a Superior Proposal; • the implied value of the Scheme Consideration represents an immediate, substantial and attractive premium to historical trading prices of Carnaby Shares prior to announcement of the Scheme; • the value, de-risking and certainty offered by Evolution is likely to deliver a better risk-adjusted outcome for Carnaby Shareholders than Carnaby continuing to operate as a standalone entity; • the Scheme reduces the development and funding risks of delivering the Greater Duchess Project on a standalone basis, including avoiding a near-term, dilutive capital raising; • New Evolution Shares give Carnaby Shareholders immediate exposure to an ASX-50 gold and copper producer with quality operating assets, an experienced management team, strong access to capital and a consistent dividend record; • New Evolution Shares also provide significant diversification, enhanced market positioning and increased trading liquidity; • Carnaby Shareholders who receive New Evolution Shares retain ongoing exposure to the upside of developing the Greater Duchess Project and broader Mt Isa exploration, de-risked by Evolution's proven development experience and strong balance sheet; • no Superior Proposal has emerged as at the date of this Scheme Booklet; • the price of Carnaby Shares may fall in value if the Scheme is not implemented and no Superior Proposal emerges, leaving Shareholders exposed to standalone funding and development risks; and

[21] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information

Question	Answer
	• eligible Australian resident Carnaby Shareholders who receive New Evolution Shares may be eligible for CGT roll-over relief. Refer to Section 1.1 for more information on the above reasons. Possible reasons to vote against the Scheme are set out in Section 1.2, other considerations relevant to your vote are set out in Section 1.3 and risks associated with the Scheme are set out in Section 7. The Carnaby Directors consider that the potential advantages of the Scheme outweigh the potential disadvantages and risks of the Scheme.
What are some potential reasons to vote against the Scheme?	The potential reasons why you might consider voting against the Scheme Resolution include: • you may believe that the Scheme is not in your individual best interests, and disagree with the Carnaby Directors' unanimous recommendation and the Independent Expert's conclusion; • your exposure to Carnaby's key asset, the Greater Duchess Project, will be diluted, with your percentage interest in the Merged Group lower than your current percentage interest in Carnaby, noting that Carnaby Shareholders who receive New Evolution Shares are expected to hold only approximately 0.8%[22] of the issued share capital of the Merged Group in aggregate upon implementation of the Scheme; • you may consider that a Superior Proposal for Carnaby could still emerge in the future; • you may prefer to maintain your current investment and risk profile by retaining your Carnaby Shares; • the exact value of the Scheme Consideration is not certain, and will depend on the price at which Evolution Shares trade on ASX after the Implementation Date; and • the potential tax consequences of the Scheme may not suit your financial position or tax circumstances. Refer to Section 1.2 for more information on the above reasons. Notwithstanding the reasons set out above, the Carnaby Directors consider that these disadvantages and risks are outweighed by the advantages of the Scheme (as set out in Section 1.1), and that the Scheme is in the best interests of Carnaby Shareholders.
What did the Independent Expert conclude?	The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Carnaby Shareholders, in the absence of a Superior Proposal. The Independent Expert's Report is included in Annexure A of this Scheme Booklet and should be read in its entirety, including the assumptions on which the conclusion is based.

[22] Pro-forma ownership in Evolution is based on the Transaction Ratio of 0.0682 New Evolution Shares per Carnaby Share applied to 238,241,076 Carnaby Shares as at the Record Date (the calculation assumes 37,878,788 Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

Question	Answer
What if the Independent Expert withdraws or changes its opinion?	If the Independent Expert withdraws or changes its opinion, this will be announced to the ASX. In this event, the Carnaby Directors will carefully consider the prevailing circumstances and advise Carnaby Shareholders of their recommendation.
What happens if a Superior Proposal is received?	At the date of this Scheme Booklet, no Superior Proposal for Carnaby has emerged. Until the Scheme becomes Effective, there is nothing preventing third parties from making unsolicited Competing Proposals for Carnaby. The Scheme Implementation Deed contains certain exclusivity arrangements which are summarised in Section 3.10. For example, the Scheme Implementation Deed restricts Carnaby from soliciting arrangements regarding any actual, proposed or potential Competing Proposal, obliges Carnaby to disclose certain information to Evolution in the event a Competing Proposal emerges, and gives Evolution a matching right in relation to any Competing Proposal that the Carnaby Board determines is, or could reasonably be expected to become or lead to, a Superior Proposal. If the Scheme does not become Effective and Carnaby continues to operate as a standalone company, it is possible that a Superior Proposal for Carnaby may materialise in the future. However, there can be no assurance of this and the Carnaby Board is not aware, as at the date of this Scheme Booklet, of any superior or any alternative proposal that is likely to emerge before the Scheme becomes Effective.
Scheme Consideration	
What is the Scheme Consideration?	If the Scheme is implemented, Carnaby Shareholders (other than Ineligible Shareholders) will be entitled to receive the Scheme Consideration of 0.0682 New Evolution Shares for each Carnaby Share held as at the Record Date (currently expected to be 4:00pm (AWST) on 3 November 2026). Carnaby Shareholders who are Ineligible Shareholders will not receive New Evolution Shares under the Scheme. Instead, if the Scheme becomes Effective, the New Evolution Shares to which Ineligible Shareholders would otherwise be entitled under the Scheme will be issued to the Sale Agent and sold through the Sale Facility, and each Ineligible Shareholder will be paid their proportion of the Sale Proceeds. Refer to Section 3.5 for further information.
What are the New Evolution Shares being issued as Scheme Consideration?	The New Evolution Shares being issued as Scheme Consideration are new fully paid ordinary shares in the capital of Evolution which will rank equally in all respects with all existing Evolution Shares.
Can I choose to receive cash for my Carnaby Shares?	No, you cannot elect as part of the Scheme the form of the Scheme Consideration to be received.

Question	Answer
	However, if you are an Ineligible Shareholder, you will be paid cash for your Carnaby Shares held on the Record Date under the Sale Facility. Refer to Section 3.5 for further information.
What is the premium of the Scheme Consideration to the price of Carnaby Shares?	Based on the closing price of Evolution Shares of $11.29 on the last trading day prior to announcement of the Scheme (being 24 July 2026), the implied value of the Scheme Consideration of approximately $0.77 per Carnaby Share represents a premium of 60.4% to the undisturbed closing price of Carnaby Shares of $0.48 on that date, and implies a fully diluted market capitalisation for Carnaby of approximately $213 million[23]. Based on the closing price of $13.27 per Evolution Share on the Last Practicable Date, the implied value of the Scheme Consideration is approximately $0.905 per Carnaby Share, and represents a premium of 88.5% to the undisturbed closing price of Carnaby Shares on the last trading day on ASX prior to announcement of the Scheme (being 24 July 2026), and implies a fully diluted market capitalisation for Carnaby of approximately $251 million[24].
What happens if the market price of Evolution Shares increases or decreases?	The implied value of the Scheme Consideration may increase or decrease prior to the Implementation Date, based on movements in the market price of Evolution Shares. Irrespective of movements in the market price of Evolution Shares, on the Implementation Date, you (or the Sale Agent on your behalf, if you are an Ineligible Foreign Shareholder or a Non-Electing Small Parcel Shareholder) will receive the Scheme Consideration, being 0.0682 New Evolution Shares for each Carnaby Share held by you on the Record Date.
Who is entitled to participate in the Scheme?	Carnaby Shareholders (other than Excluded Shareholders) on the Carnaby Share Register as at the Record Date (currently expected to be 4:00pm (AWST) on 3 November 2026) will participate in the Scheme.
If I am entitled to participate in the Scheme, when will I be issued the Scheme Consideration?	If the Scheme becomes Effective, Carnaby Shareholders (other than Ineligible Shareholders) on the Carnaby Share Register as at the Record Date (currently expected to be 4:00pm (AWST) on 3 November 2026) will be issued the Scheme Consideration on the Implementation Date (currently expected to be 10 November 2026).

[23] Fully diluted market capitalisation based on the implied value of the Scheme Consideration of $0.77 per Carnaby Share as at 24 July 2026 applied to 276,119,864 Carnaby Shares and cash consideration for the cancellation of 5,520,000 Carnaby Options (the calculation assumes no Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

[24] Fully diluted market capitalisation based on the implied value of the Scheme Consideration of $0.905 per Carnaby Share as at the Last Practicable Date applied to 276,119,864 Carnaby Shares and cash consideration for the cancellation of 5,520,000 Carnaby Options (the calculation assumes no Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

Question	Answer
	Ineligible Shareholders will be paid their proportion of the Sale Proceeds, from the sale of the New Evolution Shares to which they would otherwise be entitled under the Scheme, promptly following receipt by Evolution of the Sale Proceeds from the Sale Agent (as detailed further in Section 3.5(e)).
Who is an Ineligible Shareholder?	If you are either an Ineligible Foreign Shareholder or a Non-Electing Small Parcel Shareholder, you are an Ineligible Shareholder.
Who is an Ineligible Foreign Shareholder?	An Ineligible Foreign Shareholder is a Scheme Shareholder whose address as shown in the Carnaby Share Register as at the Record Date is a place outside Australia and its external territories or New Zealand, unless Evolution determines that: (a) it is lawful and not unduly onerous or unduly impracticable to issue that Scheme Shareholder with the New Evolution Shares on implementation of the Scheme; and (b) it is lawful for that Scheme Shareholder to participate in the Scheme by the law of the relevant place.
Who is a Small Parcel Shareholder?	If you are a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on your holding of Scheme Shares on the Record Date, would on implementation of the Scheme be entitled to receive less than a marketable parcel (as that term is defined in the ASX Listing Rules) of New Evolution Shares (being less than $500 worth of New Evolution Shares assessed by reference to the closing price of Evolution Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration, you are a Small Parcel Shareholder.
What are my options if I am a Small Parcel Shareholder?	Small Parcel Shareholders who wish to receive the Scheme Consideration in the form of New Evolution Shares must elect to opt out of participating in the Sale Facility by completing and returning an Opt-out Notice prior to 5:00pm (AWST) on the Opt-out Notice Cut-Off Date (being 5:00pm (AWST) on 2 November 2026), in accordance with the instructions on the Opt-out Notice. Small Parcel Shareholders who have made a valid election prior to the Opt-out Notice Cut-Off Date, will receive New Evolution Shares as Scheme Consideration in accordance with Section 3.5(b). Small Parcel Shareholders who have not made a valid election prior to the Opt-out Notice Cut-Off Date, are **Non-Electing Small Parcel Shareholders**, and will therefore each be treated as an Ineligible Shareholder. An Opt-out Notice is available on request from the Carnaby Registry. If you would like to receive an Opt-out Notice please contact the Carnaby Registry on 1300 948 609 (within Australia) or +61 (02) 9000 7012 (outside Australia). Refer to Sections 3.5(d) and 3.5(e) for further information on the treatment of Small Parcel Shareholders and the Sale Facility.

Question	Answer
What will Ineligible Shareholders receive under the Scheme?	Ineligible Shareholders will be paid their proportion of the Sale Proceeds, from the sale of the New Evolution Shares to which they would otherwise be entitled under the Scheme, promptly following receipt by Evolution of the Sale Proceeds from the Sale Agent. Evolution will procure that the Sale Agent, acting on behalf of the Ineligible Shareholders, sells all such New Evolution Shares under the Sale Facility as soon as reasonably practicable after the Implementation Date, and in any event within 15 Business Days after the date on which those New Evolution Shares become capable of being traded on ASX following the Implementation Date. Further information is provided in Section 3.5(e).
Determining entitlements	It is the responsibility of Carnaby Shareholders to determine their entitlements to New Evolution Shares prior to trading in any New Evolution Shares (including during any deferred settlement trading period) to avoid the risk of selling Evolution Shares they do not own. Carnaby Shareholders selling New Evolution Shares before they receive confirmation of their entitlement do so at their own risk.
Will brokerage or stamp duty be payable if the Scheme is implemented?	Carnaby Shareholders will not be required to pay brokerage or stamp duty on the transfer of their Carnaby Shares to Evolution upon implementation of the Scheme. The Sale Proceeds received by Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders under the Sale Facility will be net of any applicable brokerage, duty and other selling costs, taxes and charges incurred.
What are the tax implications of the Scheme?	The tax implications of the Scheme will depend on each Carnaby Shareholder's personal circumstances. General information about the potential Australian tax consequences of the Scheme is set out in Section 8. However, as that information is general in nature and as each Carnaby Shareholder's circumstances will vary, each Carnaby Shareholder should obtain independent professional advice about their particular circumstances including, for Carnaby Shareholders resident outside Australia for tax purposes, foreign tax consequences. Carnaby is seeking advice on making an application to the ATO for a class ruling confirming that CGT scrip-for-scrip roll-over relief is available in respect of the New Evolution Shares to be received by certain Carnaby Shareholders as Scheme Consideration, if the Scheme is implemented. However, any such class ruling (whether issued in draft or final form) cannot be relied upon by Carnaby Shareholders unless and until it is issued by the ATO. Carnaby does not expect any class ruling to be issued by the ATO until after the Implementation Date.

Question	Answer
Can I sell my Carnaby Shares now?	All Carnaby Shareholders (including Ineligible Shareholders) can sell their Carnaby Shares at any time before the close of trading on the ASX or register an off-market transfer by the Record Date. However, if you do sell your Carnaby Shares on the ASX, you will receive the prevailing market price at the time of sale which may be different from the implied value of the Scheme Consideration. If you are a Carnaby Shareholder (other than an Ineligible Shareholder) who sells all of your Carnaby Shares before the close of trading on the ASX on the Effective Date (given settlement timing ahead of the Record Date), you will not receive any New Evolution Shares as Scheme Consideration and will not receive any of the potential benefits of becoming an Evolution Shareholder. If you are an Ineligible Shareholder who sells all of your Carnaby Shares before the close of trading on the ASX on the Effective Date (given settlement timing ahead of the Record Date), you will not receive the Sale Proceeds which you would otherwise be entitled to receive through the Sale Facility following implementation of the Scheme. Refer to Sections 3.5(c), 3.5(d) and 3.5(e) for further information in relation to Ineligible Shareholders and the Sale Facility. Carnaby intends to apply to the ASX for Carnaby Shares to be suspended from quotation on the ASX from the close of trading on the Effective Date. Accordingly, you will not be able to sell your Carnaby Shares on-market after that time. You may also incur brokerage or other transaction costs if you sell or transfer your Carnaby Shares other than under the Scheme.
What are the risks for me if the Scheme is implemented?	If the Scheme is implemented, you will become a shareholder in the Merged Group (unless you are an Ineligible Shareholder), receiving New Evolution Shares as Scheme Consideration in exchange for your Carnaby Shares. There are risks associated with an investment in the Merged Group. The value of your investment in the Merged Group will depend on the performance of the Merged Group's business, which is subject to both general and specific risks. Scheme Shareholders who receive and retain New Evolution Shares under the Scheme may therefore be exposed to a range of risks, including those detailed in Section 7.
When can I start trading my New Evolution Shares on ASX?	Deferred settlement trading of New Evolution Shares is expected to be available from 2 November 2026. Trading on ASX of New Evolution Shares is expected to commence on a normal settlement basis on market open on 11 November 2026.
Scheme Meeting and voting considerations	
When and where will the Scheme Meeting be held?	Location: Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, WA 6000 Date: 26 October 2026

Question	Answer
	Time: 11:00am (AWST)
What are Carnaby Shareholders being asked to vote on at the Scheme Meeting?	At the Scheme Meeting, Carnaby Shareholders (other than Excluded Shareholders) will be asked to vote on the Scheme Resolution, being a resolution to approve the Scheme. The text of the Scheme Resolution is set out in the Notice of Scheme Meeting, which is included in Annexure D to this Scheme Booklet.
Who is entitled to vote at the Scheme Meeting?	If you are registered as a Carnaby Shareholder on the Carnaby Share Register as at 11:00am (AWST) on 24 October 2026, you will be entitled to vote at the Scheme Meeting. However, any Excluded Shareholders will be excluded from voting.
Can I still vote if I can't attend the Scheme Meeting in person?	If you would like to vote but cannot attend the Scheme Meeting in person, you can vote by appointing a proxy or attorney to attend and vote on your behalf. You may also vote by corporate representative if that option is applicable to you.
What choices do I have as a Carnaby Shareholder?	As a Carnaby Shareholder, you have the following choices in relation to the Scheme: • vote in favour of the Scheme Resolution at the Scheme Meeting; • vote against the Scheme Resolution at the Scheme Meeting; • seek to sell your Carnaby Shares on the ASX; or • do nothing. For more information on your choices as a Carnaby Shareholder, please refer to the 'Your choices and how to vote' Section on page xix.
What are the 'Requisite Majorities' for the Scheme?	In order for the Scheme Resolution to be approved at the Scheme Meeting, it must satisfy the Requisite Majorities set out below: • (**headcount test**) unless the Court orders otherwise, a majority in number (more than 50%) of Carnaby Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative); and • (**voting test**) at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Carnaby Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative). Even if the Scheme is approved by the Requisite Majorities at the Scheme Meeting, the Scheme is still subject to other outstanding Conditions, including the approval of the Court.

Question	Answer
Is voting compulsory?	Voting is not compulsory. However, the Scheme can only proceed if the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting. Accordingly, if you are entitled to vote at the Scheme Meeting, it is very important that you vote and the Carnaby Directors urge you to vote.
What happens if I do not vote or I do not vote in favour of the Scheme Resolution?	You will be bound by the result of the vote whether or not you were present at the Scheme Meeting, whether or not you voted on the Scheme Resolution and whether you voted in favour of or against the Scheme Resolution.
When will I know the outcome of the Scheme Meeting?	The result of the Scheme Meeting will be available shortly after the conclusion of the Scheme Meeting and will be announced to the ASX once available. Announcements released on the ASX are accessible online at www.asx.com.au.
Other steps after the Scheme Meeting	
What happens after the Scheme Meeting?	If the Scheme Resolution is approved by the Requisite Majorities at the Scheme Meeting, Court approval of the Scheme will then need to be obtained (and is proposed to be sought at the Second Court Hearing currently scheduled for 10:00am (AWST) on 29 October 2026). If the Scheme Resolution is not approved by the Requisite Majorities at the Scheme Meeting, the Scheme may not be implemented. If the Scheme Resolution is not approved due to the 'headcount test' not being met, Carnaby and Evolution may agree to make an application to the Court to disregard the 'headcount test'.
How will the Scheme be implemented?	If the Scheme becomes Effective, no further action is required on the part of Scheme Shareholders in order to implement the Scheme. Under the Scheme, Carnaby is given authority to effect a valid transfer of all Scheme Shares to Evolution and to enter the name of Evolution in the Carnaby Share Register as the holder of all Scheme Shares. If the Scheme becomes Effective, each Scheme Shareholder (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) will be deemed to have agreed to become a holder of Evolution Shares in accordance with the Scheme and to have accepted the New Evolution Shares issued to them under the Scheme subject to, and to be bound by, Evolution's constitution.
Are there any Conditions that must be satisfied or waived in order for the Scheme to be implemented?	Yes. The Conditions are summarised in Section 3.10(a). The Carnaby Directors are not aware of any reason why the Conditions should not be satisfied or waived (as applicable).
Can the Scheme Implementation Deed be terminated?	The Scheme Implementation Deed may be terminated in certain circumstances, details of which are summarised in Section 3.10(l).

Question	Answer
	If the Scheme Implementation Deed is terminated, the Scheme will not be implemented.
What happens if the Scheme does not become Effective?	If the Scheme is not approved by the Requisite Majorities or by the Court, or the other Conditions are not satisfied or waived if permitted, or the Scheme Implementation Deed is terminated, then the Scheme will not become Effective and will not be implemented. In these circumstances, Carnaby will continue to operate as a standalone entity listed on ASX and you will remain a Carnaby Shareholder. The consequences of the Scheme not being implemented include (but are not limited to) the following: • you will retain your Carnaby Shares and continue to be exposed to the risks associated with an investment in Carnaby; • you will not receive any New Evolution Shares as Scheme Consideration (or any Sale Proceeds if you are an Ineligible Shareholder); • the Carnaby Board and Carnaby's management will continue to operate Carnaby's business; • the expected benefits of the Scheme as outlined in Section 1.1 will not be realised; and • the price of Carnaby Shares traded on ASX may fall, to the extent that the market price of Carnaby Shares as at the date of this Scheme Booklet and the date of the Scheme Meeting reflects an assumption that the Scheme will be implemented (although this is difficult to predict with any degree of certainty).
What happens if the Scheme becomes Effective?	If the Scheme becomes Effective and you remain a Carnaby Shareholder as at the Record Date, all of the Carnaby Shares you hold on the Record Date will be transferred to Evolution under the Scheme on the Implementation Date. If the Scheme is implemented, Carnaby will become a wholly owned subsidiary of Evolution and will be removed from the official list of the ASX.
What are the risks if the Scheme is implemented?	Carnaby Shareholders should be aware that there are a number of risks, both general and specific, associated with the Scheme. Under the Scheme, Scheme Shareholders (other than Ineligible Shareholders) will acquire New Evolution Shares and, consequently, there will be a change to those Scheme Shareholders' overall investment risk profile.

Question	Answer
	There are a range of factors, some specific to the Merged Group and others which apply more generally to the gold and copper mining sector and equity market participants, that may, individually or in combination, affect the business, future operating and financial performance, reputation or prospects of the Merged Group and/or the value of its shares. Many of the circumstances giving rise to these risks are beyond the control of the Merged Group, its directors and management. In a number of instances, risk factors for the Merged Group are also risk factors which apply or may apply, to varying degrees, to Carnaby as a standalone entity. Section 7 outlines a number of the risk factors considered to be material risks associated with the Scheme and the Merged Group. Refer to Section 7 for further information.
What can I do if I oppose the Scheme?	If you, as a Carnaby Shareholder, are opposed to the Scheme, you have the option to: • call the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST); • attend the Scheme Meeting either in person, or by proxy or attorney (or by corporate representative, if applicable) and vote against the Scheme Resolution; and/or • if Carnaby Shareholders pass the Scheme Resolution by the Requisite Majorities at the Scheme Meeting, appear and be heard at the Second Court Hearing to oppose the approval of the Scheme at that hearing (please see the 'Important notices' Section of this Scheme Booklet for further details under the heading 'Notice of Second Court Date').
Profile of the Merged Group	
What is the Merged Group?	If the Scheme is implemented, Evolution will become the parent company of Carnaby and its Subsidiaries, which will, together with the Evolution Group, form the Merged Group. Information in relation to the Merged Group is provided in Section 6.
Who will the directors of the Merged Group be?	If the Scheme is implemented, it is intended that the directors of the Merged Group will comprise the following directors of the Evolution Board: • Jake Klein – Non-Executive Chair; • Lawrie Conway - Managing Director and Chief Executive Officer; • Jason Attew - Non-Executive Director; • Vicky Binns - Non-Executive Director;

Question	Answer
	• Andrea Hall - Non-Executive Director; • Fiona Hick - Non-Executive Director; • Tommy McKeith - Non-Executive Director; • Peter Smith - Lead Independent Director; and • John Vann – Non-Executive Director (incoming). On 20 August 2026, Evolution announced that Mr McKeith will retire from the Evolution Board at the conclusion of the Evolution Annual General Meeting in November 2026 and Mr Vann will join the Board effective 1 December 2026. Refer to Section 5.9 for further information on the Evolution Board.
Who will the senior management of the Merged Group be?	If the Scheme is implemented, it is intended that the senior management team of the Merged Group will include Evolution's current senior management team (as set out in Section 5.9).
What are Evolution's intentions regarding the Merged Group?	For information on Evolution's intentions regarding Carnaby and the Merged Group if the Scheme is implemented, please refer to Section 6.5.
What are the key risks of the Merged Group?	Carnaby Shareholders who receive New Evolution Shares under the Scheme may be subject to certain risks associated with the Merged Group, as detailed in Sections 7.3 and 7.4, including (but not limited to): • fluctuations in commodity prices; • a change in risk and investment profile; • any failure to realise the benefits of the Scheme; • general risks relating to the Merged Group's operations; and • litigation risks, including ongoing proceedings in relation to alleged misleading disclosures relating to the Red Lake Operations between July 2021 and June 2022 and the utilisation of historical tax losses (which are discussed in detail in Section 5.27). Refer to Sections 7.3 and 7.4 for further information.
How are the existing arrangements with Glencore being impacted?	Carnaby is party to the Glencore Tolling and Offtake Agreements, under which, if Carnaby's Greater Duchess Copper Gold Project is developed, then the ore from the project is to be processed at Glencore's facility in Mount Isa and the resulting concentrate sold to Glencore. It was a pre-condition of Evolution's willingness to pursue the Scheme with Carnaby that Carnaby was able to terminate the Glencore Tolling and Offtake Agreements, as Evolution's plan in acquiring Carnaby was to take the ore from the Greater Duchess Copper Gold Project, once Carnaby was owned by Evolution, and

Question	Answer
	to process that ore through Evolution's existing nearby Ernest Henry processing facility. Accordingly, at the same time as Carnaby entered into the Scheme Implementation Deed with Evolution, Carnaby entered into the Glencore Termination Deed and Glencore Subscription Agreement with Glencore to terminate the Glencore Tolling and Offtake Agreements in consideration for a one-off amount of $22,000,000 (excluding GST), subject to the Scheme becoming Effective. The termination consideration payable by Carnaby under the Glencore Termination Deed will be off-set against the subscription amount payable by Glencore pursuant to the Glencore Subscription Agreement, under which Glencore (or its nominees) has agreed to subscribe for, and Carnaby has agreed to issue, that number of Carnaby Shares to the value of $22,000,000 calculated using the implied value of the Scheme Consideration as at the date of the Scheme Implementation Deed (being $0.769978 per Carnaby Share[25]), equalling 28,572,245 Carnaby Shares. These arrangements have been structured so that no cash passes between the parties other than in respect of GST, and only take effect if the Scheme becomes Effective. In addition to these arrangements, Evolution and Glencore have also agreed that any concentrate produced from ore extracted from the Greater Duchess Project will be sold to Glencore under existing Ernest Henry offtake arrangements between Evolution and Glencore. Evolution and Glencore have also entered into a binding agreement for the toll treatment of third party ore through the Ernest Henry processing facility. Further information about the existing Glencore arrangements and Evolution's new tolling agreement with Glencore is provided in Section 3.7.
What is Glencore's existing interest in Carnaby and what will it be if the Scheme becomes Effective?	Based on information available to Carnaby, as at the Last Practicable Date, Glencore holds a Relevant Interest in 10,724,585 Carnaby Shares, representing approximately 3.9% of the total Carnaby Shares on issue, on an undiluted basis. The Glencore Termination Deed and Glencore Subscription Agreement do not preclude Glencore from voting on or otherwise participating in the Scheme in respect of its existing shareholding in Carnaby. The Subscription Shares will be issued to Glencore (or its nominees) pursuant to the Glencore Subscription Agreement on the Business Day immediately after the Effective Date and accordingly, will carry no right to vote on the Scheme. However, because the Subscription Shares will be issued before the Record Date, Glencore will be entitled to receive the Scheme Consideration in respect of the Subscription Shares. On issue of the Subscription Shares, Glencore will hold approximately 12.90% of the total Carnaby Shares on issue on a post-issue and undiluted basis, and the interests of existing

[25] Based on the closing price of Evolution Shares of $11.29 on 24 July 2026, being the last trading day prior to announcement of the Scheme.

Question	Answer
	Carnaby Shareholders in Carnaby will be diluted accordingly. As the Scheme Consideration is a fixed ratio of New Evolution Shares per Carnaby Share, the issue of the Subscription Shares does not reduce the Scheme Consideration to be received by other Scheme Shareholders, but it does increase the total number of New Evolution Shares to be issued under the Scheme. Refer to Section 3.7 for more information.
What voting rights will Carnaby Shareholders have in the Merged Group?	The Scheme Consideration comprises New Evolution Shares. Accordingly, Carnaby Shareholders (other than Ineligible Shareholders) as at the Record Date (currently expected to be 4:00pm (AWST) on 3 November 2026) will receive New Evolution Shares. The voting rights attached to New Evolution Shares issued to Carnaby Shareholders as Scheme Consideration will be the same as those attaching to Evolution Shares on issue at that time, and those New Evolution Shares will rank equally with the Evolution Shares then on issue. At a general meeting of Evolution Shareholders, each Evolution Shareholder entitled to vote will have the right to one vote per Evolution Share held. Further information about the rights and liabilities attaching to Evolution Shares (including New Evolution Shares that comprise the Scheme Consideration) is set out in Section 5.23.
What is Evolution's dividend policy?	Evolution has a policy of paying dividends, whenever possible, based on free cash flow generated during a financial year. Evolution intends to maintain its dividend policy if the Scheme is implemented. Further information is provided in Section 5.22.
Further information	
Where can I obtain further information?	If you have any questions about the Scheme or you would like a physical copy of this Scheme Booklet, please contact the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST). For information about your individual financial or tax circumstances, please consult your financial, legal, taxation or other professional adviser.

3. Overview of the Scheme

3.1 Background

On 27 July 2026, Carnaby announced that it had entered into the Scheme Implementation Deed with Evolution, under which it is proposed that Evolution will acquire all of the Carnaby Shares on issue by way of the Scheme.

A summary of the key terms of the Scheme Implementation Deed is set out in Section 3.10 below. A full copy of the Scheme Implementation Deed was released to the ASX on 27 July 2026 and is available on the ASX website at www.asx.com.au and Carnaby's website at www.carnabyresources.com.au.

3.2 What is the Scheme?

The Scheme is a scheme of arrangement between Carnaby and the Scheme Shareholders under which Evolution would acquire all of the Scheme Shares in exchange for the Scheme Consideration.

A scheme of arrangement is a statutory procedure that is commonly used to enable one entity to acquire another entity.

Implementation of the Scheme is subject to a number of Conditions being satisfied or waived (where permitted), including (among others), approval by the Requisite Majorities at the Scheme Meeting and approval by the Court in accordance with section 411(4)(b) of the Corporations Act on the Second Court Date. If the Scheme is implemented, Carnaby will become a wholly owned subsidiary of Evolution and will be delisted from the ASX. If the Scheme is not approved, the Scheme will not be implemented and Carnaby will continue as a standalone entity on the ASX.

A summary of the Conditions and the steps necessary to implement the Scheme is set out in Sections 3.10(a) and 3.6 respectively.

3.3 Carnaby Board's unanimous recommendation

The Carnaby Directors unanimously recommend that Carnaby Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders[26].

In making this recommendation, the Carnaby Directors have considered the advantages and disadvantages of the Scheme, including the information set out in:

(a) Section 1 (Key considerations relevant to your vote on the Scheme);

(b) Section 7 (Risk factors); and

(c) the Independent Expert's Report set out in Annexure A of this Scheme Booklet.

In considering whether to vote in favour of the Scheme Resolution, the Carnaby Directors encourage you to:

(a) carefully read this Scheme Booklet (including the Independent Expert's Report) in its entirety;

[26] In relation to the unanimous recommendation of the Carnaby Directors, Carnaby Shareholders should note that, if the Scheme becomes Effective, the Carnaby Directors will receive certain benefits in connection with the outcome of the Scheme. Please refer to Sections 3.4 and 9.5 for more information.

(b) consider the choices available to you as outlined in 'Your choices and how to vote' Section on page xix;

(c) have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances;

(d) obtain legal advice from your legal advisers on the Scheme and the implications on the Scheme becoming Effective;

(e) obtain financial advice from your broker or financial adviser on the Scheme; and

(f) obtain tax advice on the implications of the Scheme becoming Effective.

In the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Carnaby Shareholders, each Carnaby Director intends to vote, or cause to be voted, all Carnaby Shares held or controlled by them at the time of the Scheme Meeting in favour of the Scheme.

Details of each Carnaby Director's interests in Carnaby Securities and in the outcome of the Scheme are set out in Sections 3.4 and 4.7.

3.4 Certain interests of the Carnaby Directors in the Scheme

Carnaby Shareholders should have regard to the interests of the Carnaby Directors in the outcome of the Scheme when considering the unanimous recommendation and voting intention of the Carnaby Directors, which may differ from the interests of other Carnaby Shareholders, as set out below.

Notwithstanding these interests, the Carnaby Board considers that it is important and appropriate for the Carnaby Board to make a recommendation to Carnaby Shareholders in respect of the Scheme, given the importance of the Scheme and their role as directors of Carnaby.

If the Scheme becomes Effective, all Carnaby Shares held by the Carnaby Directors (and/or their Associates) will be acquired by Evolution (together with all other Scheme Shares) in exchange for the Scheme Consideration, on the same terms as apply to other Carnaby Shareholders.

In addition, if the Scheme becomes Effective, all Carnaby Options held by the Carnaby Directors (and/or their Associates) will be cancelled in exchange for the Option Consideration, also on the same terms as apply to other Carnaby Optionholders.

The Relevant Interests of each Carnaby Director in Carnaby Securities, and the value of their Scheme Consideration and Option Consideration, are set out below.

(a) **Peter Bowler**

As at the Last Practicable Date, Peter Bowler holds a Relevant Interest in 6,483,871 Carnaby Shares (representing approximately 2.35% of the total Carnaby Shares on issue as at the Last Practicable Date, on an undiluted basis) and 300,000 Carnaby Options (exercisable at $1.10 on or before 19 September 2027).

If the Scheme becomes Effective, Mr Bowler will receive approximately $5,867,994 worth of New Evolution Shares under the Scheme in consideration for his Carnaby Shares, based on the implied value of the Scheme Consideration of approximately $0.905 per Carnaby Share as at the Last Practicable Date.

In connection with the Scheme, Mr Bowler's Carnaby Options will be cancelled in exchange for Option Consideration of $19,440 if the Scheme becomes Effective.

(b) **Robert Watkins**

As at the Last Practicable Date, Robert Watkins holds a Relevant Interest in 6,666,999 Carnaby Shares (representing approximately 2.41% of the total Carnaby Shares on issue as at the Last Practicable Date, on an undiluted basis), 400,000 Carnaby Options (exercisable at $0.95 on or before 24 November 2026) and 480,000 Carnaby Options (exercisable at $1.10 on or before 19 September 2027).

If the Scheme becomes Effective, Mr Watkins will receive approximately $6,033,727 worth of New Evolution Shares under the Scheme in consideration for his Carnaby Shares, based on the implied value of the Scheme Consideration of approximately $0.905 per Carnaby Share as at the Last Practicable Date.

In connection with the Scheme, Mr Watkins' Carnaby Options will be cancelled in exchange for Option Consideration of $31,344 if the Scheme becomes Effective.

(c) **Gregory Barrett**

As at the Last Practicable Date, Gregory Barrett holds a Relevant Interest in 6,328,289 Carnaby Shares (representing approximately 2.29% of the total Carnaby Shares on issue as at the Last Practicable Date, on an undiluted basis) and 300,000 Carnaby Options (exercisable at $1.10 on or before 19 September 2027).

If the Scheme becomes Effective, Mr Barrett will receive approximately $5,727,190 worth of New Evolution Shares under the Scheme in consideration for his Carnaby Shares, based on the implied value of the Scheme Consideration of approximately $0.905 per Carnaby Share as at the Last Practicable Date.

In connection with the Scheme, Mr Barrett's Carnaby Options will be cancelled in exchange for Option Consideration of $19,440 if the Scheme becomes Effective.

(d) **Paul Payne**

As at the Last Practicable Date, Paul Payne holds a Relevant Interest in 797,581 Carnaby Shares (representing approximately 0.29% of the total Carnaby Shares on issue as at the Last Practicable Date, on an undiluted basis) and 300,000 Carnaby Options (exercisable at $1.10 on or before 19 September 2027).

If the Scheme becomes Effective, Mr Payne will receive approximately $721,822 worth of New Evolution Shares under the Scheme in consideration for his Carnaby Shares, based on the implied value of the Scheme Consideration of approximately $0.905 per Carnaby Share as at the Last Practicable Date.

In connection with the Scheme, Mr Payne's Carnaby Options will be cancelled in exchange for Option Consideration of $19,440 if the Scheme becomes Effective.

Further information on the Relevant Interests of each Carnaby Director in Carnaby Securities is set out in Section 4.7.

In addition, Mr Watkins will be entitled to certain benefits under his employment agreement with Carnaby, including a one-off cash payment equivalent to nine months' salary triggered on a change of control of Carnaby (which will be deemed to have occurred upon the Scheme becoming Effective). Further information on these arrangements is set out in Section 9.5.

3.5 Scheme Consideration

(a) Overview

If the Scheme becomes Effective, each Scheme Shareholder (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) will receive the Scheme Consideration, being 0.0682 New Evolution Shares for every Carnaby Share held as at 4:00pm (AWST) on the Record Date.

The treatment of Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders is set out in Sections 3.5(c) and 3.5(d) below.

(b) New Evolution Shares

The New Evolution Shares being issued as Scheme Consideration are new fully paid ordinary shares in the capital of Evolution which will rank equally in all respects with all existing Evolution Shares. The New Evolution Shares will be listed and traded on the ASX.

A summary of the rights and liabilities attaching to New Evolution Shares is set out in Section 5.23.

The Scheme Consideration will be issued by Evolution on the Implementation Date, which is expected to be 10 November 2026.

(c) Ineligible Foreign Shareholders

Restrictions in certain foreign countries may make it impracticable or unlawful for New Evolution Shares to be offered, or issued, under the Scheme, to Carnaby Shareholders in those countries.

An Ineligible Foreign Shareholder is a Scheme Shareholder whose address as shown in the Carnaby Share Register as at the Record Date is a place outside Australia and its external territories or New Zealand, unless Evolution determines that:

(i) it is lawful and not unduly onerous or unduly impracticable to issue that Scheme Shareholder with New Evolution Shares on implementation of the Scheme; and

(ii) it is lawful for that Scheme Shareholder to participate in the Scheme by the law of the relevant place.

Evolution is under no obligation to issue, and will not issue, any New Evolution Shares to any Ineligible Foreign Shareholder under the Scheme. Instead, if the Scheme becomes Effective, Evolution will issue the New Evolution Shares to which an Ineligible Foreign Shareholder would otherwise have been entitled to the Sale Agent, on trust for the Ineligible Foreign Shareholder, for sale through the Sale Facility. Refer to Section 3.5(e) for more information about the Sale Facility.

Ineligible Foreign Shareholders will receive their proportion of the Sale Proceeds in respect of any New Evolution Shares that would otherwise have been issued to them under the Scheme.

(d) Small Parcel Shareholders

A Small Parcel Shareholder is a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares on the Record Date, would on implementation of the Scheme be entitled to receive less than a marketable parcel (as that term is defined in the ASX Listing Rules) of New Evolution Shares (assessed by reference to the last traded price of Evolution Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration.

Small Parcel Shareholders who wish to receive the Scheme Consideration in the form of New Evolution Shares must elect to opt out of participating in the Sale Facility by completing and returning an Opt-out Notice prior to 5:00pm (AWST) on the Opt-out Notice Cut-Off Date (being 2 November 2026), in accordance with the instructions on the Opt-out Notice.

Small Parcel Shareholders who have made a valid election prior to 5:00pm (AWST) on the Opt-out Notice Cut-Off Date will receive New Evolution Shares as Scheme Consideration in accordance with Section 3.5(b), rather than having those New Evolution Shares issued to the Sale Agent for sale through the Sale Facility.

Small Parcel Shareholders who have not made a valid election prior to 5:00pm (AWST) on the Opt-out Notice Cut-Off Date are **Non-Electing Small Parcel Shareholders**, and will therefore each be treated as an Ineligible Shareholder.

Evolution is under no obligation to issue, and will not issue, any New Evolution Shares to any Non-Electing Small Parcel Shareholder under the Scheme. Instead, if the Scheme becomes Effective, Evolution will issue the New Evolution Shares to which a Non-Electing Small Parcel Shareholder would otherwise have been entitled to the Sale Agent, on trust for the Non-Electing Small Parcel Shareholder, for sale through the Sale Facility. Refer to Section 3.5(e) for more information about the Sale Facility.

Non-Electing Small Parcel Shareholders will receive their proportion of the Sale Proceeds in respect of any New Evolution Shares that would otherwise have been issued to them under the Scheme.

An Opt-out Notice is available on request from the Carnaby Registry. Small Parcel Shareholders who would like to receive an Opt-out Notice should contact the Carnaby Registry on 1300 948 609 (within Australia) or +61 (02) 9000 7012 (outside Australia).

For an Opt-out Notice to be effective, it must be duly completed and returned to the Carnaby Registry, in accordance with the instructions on the Opt-out Notice, prior to 5:00pm (AWST) on the Opt-out Notice Cut-Off Date (being 5:00pm (AWST) on 2 November 2026).

A Small Parcel Shareholder may withdraw an election to opt out of participating in the Sale Facility by contacting the Carnaby Registry to obtain a withdrawal form. The deadline for receipt of instructions to withdraw such an election is 5:00pm (AWST) on the Opt-out Notice Cut-Off Date. If valid instructions to withdraw are not received by that time, the Small Parcel Shareholder will be treated in accordance with their last valid election.

As at the Last Practicable Date, Carnaby had 313 Carnaby Shareholders who would, on implementation of the Scheme, be Small Parcel Shareholders, holding an aggregate interest in Carnaby of 0.03%.

(e) **Sale Facility**

Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders will not be issued New Evolution Shares under the Scheme. Instead, on the Implementation Date, Evolution will issue the New Evolution Shares to which Ineligible Shareholders would otherwise be entitled under the Scheme (**Sale Shares**) to the Sale Agent.

Evolution must appoint the Sale Agent at least 5 Business Days before the Scheme Meeting.

Evolution will procure that:

(i) as soon as reasonably practicable after the Implementation Date, and in any event within 15 Business Days after the date on which the New Evolution Shares are capable of being traded on ASX following the Implementation Date, the Sale Agent, in consultation with Evolution, sells or procures the sale of all of the Sale Shares on ASX or off-market in such manner, at such price and on such other terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Shareholders); and

(ii) as soon as reasonably practicable after settlement of the sale of the Sale Shares, and in any event within 10 Business Days of such settlement, the Sale Agent remits, or procures to be remitted, to Evolution the Sale Proceeds (being the proceeds of sale of the Sale Shares after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges).

Promptly after receiving all of the Sale Proceeds from the Sale Agent following the last sale of the Sale Shares, Evolution must pay, or procure the payment of, to each Ineligible Shareholder an amount in Australian dollars calculated in accordance with the following formula and rounded down to the nearest cent, in full satisfaction of that Ineligible Shareholder's entitlement to the Scheme Consideration:

$$\text{Proportion of Sale Proceeds to be received} = (A \div B) \times C$$

Where:

A is the number of New Evolution Shares that would otherwise have been issued to that Ineligible Foreign Shareholder or Non-Electing Small Parcel Shareholder if they had not been an Ineligible Shareholder, and which were issued to the Sale Agent for sale through the Sale Facility (subject to fractional entitlements as outlined in Section 3.5(f));

B is the total number of New Evolution Shares which would otherwise have been issued to all Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders, and which were issued to the Sale Agent for sale through the Sale Facility (subject to fractional entitlements as outlined in Section 3.5(f)); and

C is the Sale Proceeds.

None of Carnaby, Evolution or the Sale Agent give any assurance as to the price that will be achieved for the sale of the Sale Shares, and each of them expressly disclaims any fiduciary duty to any Ineligible Shareholder which may arise in connection with the Sale Facility. The sale of the Sale Shares will be at the risk of the Ineligible Shareholders.

The amount ultimately received by the Ineligible Shareholders under the Sale Facility may be more or less than the value of the Scheme Consideration on the Implementation Date, and payment may occur some weeks after the Implementation Date.

Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders are not required to take any action to participate in the Sale Facility. However, a Small Parcel Shareholder who does not wish to participate in the Sale Facility must give an Opt-out Notice in accordance with Section 3.5(d).

(f) **Fractional entitlements**

If the calculation of the number of New Evolution Shares to be issued to a Scheme Shareholder (including an Ineligible Shareholder dealt with in accordance with the Sale Facility outlined in Section 3.5(e)) would result in that Scheme Shareholder becoming entitled to a part of a New Evolution Share, then any such fractional entitlement will be rounded as follows:

(i) if the fractional entitlement is less than 0.5, it will be rounded down to the nearest whole number of New Evolution Shares; and

(ii) if the fractional entitlement is equal to or more than 0.5, it will be rounded up to the nearest whole number of New Evolution Shares.

(g) **Share splitting**

If Evolution is of the opinion (acting reasonably) that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares that results in rounding in accordance with Section 3.5(f)) have, before the Record Date, been party to share splitting or division in an attempt to obtain unfair advantage by reference to such rounding, Evolution may give notice to those Scheme Shareholders:

(i) setting out their names and registered addresses as shown in the Carnaby Share Register;

(ii) stating that opinion; and

(iii) attributing the Scheme Shares held by all of them to one of them as specifically identified in the notice,

and, after such notice has been given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of the Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and registered addresses are set out in the notice will, for the purposes of the Scheme, be taken to hold no Scheme Shares. Evolution, in complying with the other provisions of the Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Shareholders named in the notice under the terms of the Scheme.

3.6 Key steps for implementing the Scheme

The Scheme Implementation Deed sets out the respective rights and obligations of Carnaby and Evolution in connection with the implementation of the Scheme.

(a) **Scheme Meeting**

The Court has ordered that the Scheme Meeting be held at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia 6000 at 11:00am (AWST) on 26 October 2026 for the purposes of approving the Scheme Resolution. The Notice of Scheme Meeting setting out the Scheme Resolution is included in Annexure D of this Scheme Booklet.

To be passed, the Scheme Resolution must be approved by the Requisite Majorities of Carnaby Shareholders, being:

(i) unless the Court orders otherwise, a majority in number (more than 50%) of Carnaby Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative); and

(ii) at least 75% of the total number of votes cast on the Scheme Resolution by Carnaby Shareholders present and voting at the Scheme Meeting.

Carnaby Shareholders (other than Excluded Shareholders) who are registered on the Carnaby Share Register as at 11:00am (AWST) on 24 October 2026 will be entitled to vote on the Scheme.

Instructions on how to attend and vote at the Scheme Meeting in person, or to appoint a proxy to attend and vote on your behalf, are set out in the 'Your choices and how to vote' Section on page xix and in the Notice of Scheme Meeting.

If the Requisite Majorities of Carnaby Shareholders approve the Scheme at the Scheme Meeting, Carnaby will, as soon as possible after the Scheme Meeting is held, announce the results of the Carnaby Shareholders' vote to ASX and publish the results on Carnaby's website at www.carnabyresources.com.au.

(b) **Court approval of the Scheme**

Carnaby will apply to the Court for orders approving the Scheme at the Second Court Hearing, if:

(i) the Scheme Resolution is approved by the Requisite Majorities of Carnaby Shareholders at the Scheme Meeting; and

(ii) all other Conditions to the Scheme have been satisfied or waived (where capable of waiver).

Each Carnaby Shareholder may appear at the Second Court Hearing. Any other interested person may also appear, with the Court's permission.

The Second Court Date is currently expected to be 10:00am (AWST) on 29 October 2026, though an earlier or later date may be sought. Any change to the date will be announced to ASX and will be available on Carnaby's website at www.carnabyresources.com.au.

(c) **Effective Date**

If the Court approves the Scheme at the Second Court Hearing, Carnaby will lodge an office copy of the Court order approving the Scheme with ASIC. The Scheme will become Effective upon lodgement of the Court order with ASIC and Carnaby will give notice of this event by an announcement to ASX. It is anticipated that this will occur on the Business Day immediately following the Second Court Date.

(d) **Suspension of trading in Carnaby Shares**

Carnaby will apply to ASX to suspend trading on the ASX in Carnaby Shares with effect from the close of trading on the Effective Date. It is expected that the suspension will commence on the first Business Day after the day on which Carnaby notifies ASX of the Scheme becoming Effective.

(e) **Record Date for determining entitlements to Scheme Consideration**

Carnaby Shareholders will be entitled to receive the Scheme Consideration under the Scheme if they are registered as holders of Scheme Shares as at 4:00pm (AWST) on the Record Date. The Record Date is currently expected to be 4:00pm (AWST) on 3 November 2026.

(f) **Dealings on or prior to the Record Date**

For the purposes of determining which Carnaby Shareholders are eligible to participate in the Scheme, dealings in Carnaby Shares or other alterations to the Carnaby Share Registry will only be recognised by Carnaby if:

(i) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Carnaby Share Register as the holder of the relevant Carnaby Shares on or before the Record Date (and the transferee remains the registered holder as at the Record Date); and

(ii) in all other cases, registerable transmission applications or transfers in registrable form in respect of those dealings, or valid requests in respect of other alterations, are received by the Carnaby Registry on or before the Record Date (and the transferee remains registered as at the Record Date).

For the purposes of determining entitlements under the Scheme, Carnaby will not accept for registration or recognise any transfer or transmission application or other request in respect of Carnaby Shares received after the Record Date, or received prior to the Record Date but not in registrable or actionable form.

(g) **No dealings after the Record Date**

If the Scheme becomes Effective, a Scheme Shareholder (and any person claiming through that Scheme Shareholder) must not dispose of or transfer or purport or agree to dispose of or transfer any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme and any such disposal or transfer will be void and of no legal effect.

Carnaby will not accept for registration or recognise any transmission, application or transfer in respect of Scheme Shares received after the Record Date (except a transfer to Evolution pursuant to this Scheme and any subsequent transfer by Evolution or its successors in title).

(h) **Maintenance of Carnaby Share Register**

For the purpose of determining entitlements to the Scheme Consideration, Carnaby will maintain the Carnaby Share Register until the Scheme Consideration has been issued to the Scheme Shareholders and Evolution has been entered in the Carnaby Share Register as the holder of all the Scheme Shares. The Carnaby Share Register in this form will solely determine entitlements to the Scheme Consideration.

(i) **Effect of certificates and holding statements**

Subject to the provision of the Scheme Consideration and registration of the transfer of the Scheme Shares to Evolution, after the Record Date:

(i) all statements of holding or share certificates for Scheme Shares (other than statements of holding in favour of Evolution and its successors in title) will cease to have effect as documents of title in respect of such Scheme Shares; and

(ii) each entry on the Carnaby Share Register as at the Record Date (other than entries in respect of Evolution or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Carnaby Shares relating to that entry.

(j) **Transfer of Scheme Shares**

If the Scheme becomes Effective, then on the Implementation Date and subject to the provision of the Scheme Consideration:

(i) all Scheme Shares held by Scheme Shareholders will be transferred to Evolution without the need for any further act by any Scheme Shareholder;

(ii) Carnaby will procure that Evolution's name is entered in the Carnaby Share Register as the holder of all Scheme Shares transferred to Evolution in accordance with the Scheme; and

(iii) Carnaby will become a wholly owned subsidiary of Evolution and the Carnaby Board will be reconstituted so that it is comprised of persons nominated by the Evolution Board.

(k) **Provision of Scheme Consideration**

Scheme Shareholders (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) will be issued the Scheme Consideration on the Implementation Date (which is currently expected to be 10 November 2026).

The Scheme Consideration to which Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders would otherwise be entitled will also be issued to the Sale Agent on the Implementation Date.

Subject to the provision of the Scheme Consideration, the Scheme Shares will be transferred to Evolution.

After the Implementation Date, Evolution must procure that a holding statement or equivalent document is sent to each Scheme Shareholder (other than Ineligible Foreign Shareholders or Non-Electing Small Parcel Shareholders) representing the number of New Evolution Shares issued to the Scheme Shareholder pursuant to the Scheme. This statement will also provide details of a Scheme Shareholder's HIN in the case of a holding on the CHESS sub-register or SRN in the case of a holding on the issuer-sponsored sub-register.

It is expected that trading in New Evolution Shares issued under the Scheme will commence trading on the ASX initially on a deferred settlement basis from 2 November 2026 and thereafter on a normal settlement basis from 11 November 2026.

Further information regarding the rights and liabilities attaching to New Evolution Shares to be issued under the Scheme is set out in Section 5.23.

3.7 Glencore arrangements

Carnaby and its wholly owned subsidiary, Carnaby Resources (Holdings) Pty Limited, are parties to a tolling agreement and an offtake contract with Glencore each dated 3 December 2024 (together, the **Glencore Tolling and Offtake Agreements**), under which, if the Greater Duchess Project is developed, ore from the project is to be processed at Glencore's facility at Mount Isa Mines and the resulting concentrate sold to Glencore.

On 26 July 2026, simultaneously with entry into the Scheme Implementation Deed, Carnaby, Carnaby Resources (Holdings) Pty Limited and Glencore entered into the Glencore Termination Deed, and Carnaby and Glencore entered into the Glencore Subscription Agreement, for the purpose of terminating the Glencore Tolling and Offtake Agreements in consideration for $22,000,000 (excluding GST), subject to the Scheme becoming Effective.

Under these documents:

(a) on and with effect from completion of the issue of the Subscription Shares in accordance with the Glencore Subscription Agreement, the Glencore Tolling and Offtake Agreements will automatically terminate and mutual releases between the parties in connection with the Glencore Tolling and Offtake Agreements will take effect pursuant to the Glencore Termination Deed;

(b) in consideration for termination of the Glencore Tolling and Offtake Agreements, Carnaby has agreed to pay Glencore a one-off amount of $22,000,000 (excluding GST). Any GST payable on the termination consideration is payable in cash;

(c) pursuant to the Glencore Subscription Agreement, Glencore (or its nominees) has agreed to subscribe for, and Carnaby has agreed to issue, that number of Carnaby Shares to the value of $22,000,000 calculated using the implied value of the Scheme Consideration as at the date of the Scheme Implementation Deed (being $0.769978 per Carnaby Share[27]), equalling 28,572,245 Carnaby Shares (**Subscription Shares**);

(d) the subscription amount payable by Glencore pursuant to the Glencore Subscription Agreement will be set off against the termination consideration payable by Carnaby pursuant to the Glencore Termination Deed, so that no cash passes between the parties other than in respect of GST;

(e) the Subscription Shares will be issued on the Business Day immediately after the Effective Date, and will rank equally in all respects with the Carnaby Shares then on issue and will be free of Security Interests;

(f) the Glencore Subscription Agreement is conditional on the Scheme Implementation Deed not having been terminated, and the Scheme not having lapsed or otherwise failed. If the Scheme Implementation Deed terminates for any reason and the Scheme does not proceed, the Glencore Subscription Agreement will be void and of no force or effect. In these circumstances, the Subscription Shares will not be issued, and the Glencore Tolling and Offtake Agreements will remain on foot; and

(g) Carnaby has also given Glencore a limited indemnity in respect of legal costs and expenses reasonably incurred by Glencore in providing submissions or evidence to ASIC, the Court or the Takeovers Panel in connection with the Scheme, and any order for payment of the costs of other parties in connection with the Scheme, capped at $200,000 (excluding GST) in aggregate and excluding indirect and consequential loss and any amount attributable to Glencore's fraud, gross negligence, wilful default or material breach.

Given that the Subscription Shares are to be issued after the Scheme Meeting (and subsequent to the Scheme becoming Effective), they will carry no right to vote on the Scheme. However, because the issue of the Subscription Shares will occur before the Record Date, Glencore will be entitled to receive the Scheme Consideration in respect of the Subscription Shares.

Based on information available to Carnaby, as at the Last Practicable Date, Glencore holds a Relevant Interest in 10,724,585 Carnaby Shares, representing approximately 3.9% of the total Carnaby Shares on issue, on an undiluted basis. The Glencore Termination Deed and Glencore Subscription Agreement do not preclude Glencore from voting on or otherwise participating in the Scheme in respect of its existing shareholding in Carnaby.

The termination of the Glencore Tolling and Offtake Agreements outlined above was required in order for Evolution to proceed with the Scheme, and the Carnaby Directors considered the cost of the termination and the issue of the Subscription Shares in consideration for Glencore

[27] Based on the closing price of Evolution Shares of $11.29 on 24 July 2026, being the last trading day prior to announcement of the Scheme.

giving up its rights under the Glencore Tolling and Offtake Agreements as part of their overall assessment of the Scheme.

In connection with, and conditional upon, the Scheme being implemented, Evolution and Glencore have agreed that any concentrate produced from ore extracted from the Greater Duchess Project will be sold to Glencore under the existing Ernest Henry offtake arrangements between Evolution and Glencore. Evolution and Glencore have also entered into a binding agreement for the toll treatment of third party ore through the Ernest Henry processing facility.

On issue of the Subscription Shares, Glencore will hold approximately 12.90% of the total Carnaby Shares on issue on a post-issue and undiluted basis, and the interests of existing Carnaby Shareholders in Carnaby will be diluted accordingly. As the Scheme Consideration is a fixed ratio of New Evolution Shares per Carnaby Share, the issue of the Subscription Shares does not reduce the Scheme Consideration to be received by other Scheme Shareholders, but it does increase the total number of New Evolution Shares to be issued under the Scheme.

3.8 Carnaby Options

As at the date of this Scheme Booklet, the following Carnaby Options are on issue:

Class of Carnaby Option	Number of Carnaby Options	Option Consideration per Carnaby Option	Total Option Consideration
Options exercisable at $0.95 on or before 24 November 2026	1,200,000	$0.0006	$733
Options exercisable at $1.10 on or before 19 September 2027	2,520,000	$0.0648	$163,374
Options exercisable at $0.59 on or before 15 December 2029	1,500,000	$0.3774	$566,030
Options exercisable at $0.70 on or before 22 April 2030	300,000	$0.3495	$104,863
Total	**5,520,000**		**$835,000**

The Carnaby Directors hold, or control, 1,780,000 Carnaby Options in aggregate as set out in Sections 3.4 and 4.7.

Carnaby and Evolution will enter into Option Cancellation Deeds with each of the Carnaby Optionholders pursuant to which, subject to the Scheme becoming Effective, each Carnaby Optionholder agrees to the cancellation of each of their Carnaby Options on the Implementation Date in consideration for a cash payment equal to the Option Consideration set out above. The Option Consideration was determined by Carnaby and Evolution using the Black-Scholes methodology, by reference to the value of the Scheme Consideration. Further information is set out in Section 3.10(b).

The Option Cancellation Deeds do not prohibit Carnaby Optionholders from exercising any of their Carnaby Options until the date that is 1 Business Day before the Record Date.

Carnaby has obtained a waiver from ASX of the requirements of ASX Listing Rule 6.23.2 to permit the Carnaby Options to be cancelled for consideration without requiring Carnaby Shareholder approval to be obtained. Refer to Section 9.14(b) for further details.

3.9 Delisting of Carnaby from the ASX

On a date to be determined by Evolution after the Implementation Date, Carnaby will apply for termination of the official quotation of Carnaby Shares on the ASX and to have itself removed from the official list of the ASX.

3.10 Scheme Implementation Deed

A summary of the key terms and conditions of the Scheme Implementation Deed, under which the parties agreed to implement the Scheme is set out below.

A full copy of the Scheme Implementation Deed was released to the ASX on 27 July 2026 and is available on the ASX website at www.asx.com.au and Carnaby's website at www.carnabyresources.com.au.

(a) **Conditions**

Implementation of the Scheme is subject to a number of Conditions set out in clause 3.1 of the Scheme Implementation Deed and summarised below.

	Condition	Status of Condition as at the Last Practicable Date
(a)	**ACCC Clearance** Before 8.00am on the Second Court Date, Evolution has received ACCC clearance for the Scheme (or a determination that the Scheme is not required to be notified, an Australian Competition Tribunal review determination, or a Federal Court order), in each case permitting the Scheme to be put into effect either unconditionally or on conditions acceptable to Evolution acting reasonably and in good faith.	Evolution waived this Condition on 17 September 2026.
(b)	**ASIC and ASX** Before 8.00am on the Second Court Date, ASIC and ASX have issued or provided all consents, approvals, modifications or waivers, or done any other acts, which Carnaby and Evolution agree (each acting reasonably) are necessary or desirable to implement the Scheme, and those consents, approvals, modifications, waivers or other acts have not been withdrawn, cancelled or revoked.	To be confirmed prior to the Second Court Hearing.
(c)	**Regulatory Approvals** Before 8.00am on the Second Court Date, all other approvals required by law or by any Government Agency, or which Carnaby and Evolution agree (each acting reasonably) are necessary or desirable to implement the Scheme, have been obtained and have not been withdrawn, cancelled or revoked.	To be confirmed prior to the Second Court Hearing.

	Condition	Status of Condition as at the Last Practicable Date
(d)	**No restraints or intervening action** As at 8.00am on the Second Court Date, there is no permanent or temporary restraining order, injunction, decision, order, decree or ruling of any court or Government Agency, no action or investigation by any Government Agency, and no law, rule, regulation or other legal restraint or prohibition, in effect that restrains, prohibits or materially impedes implementation of the Scheme.	To be confirmed prior to the Second Court Hearing. As at the Last Practicable Date, no restraint or intervening action of the kind contemplated by this Condition has occurred.
(e)	**Carnaby Shareholder approval** Carnaby Shareholders (other than Excluded Shareholders) approve the Scheme at the Scheme Meeting by the Requisite Majorities under section 411(4)(a)(ii) of the Corporations Act.	The Scheme Meeting is scheduled for 11:00am (AWST) on 26 October 2026.
(f)	**Option Cancellation** Before 8.00am on the Second Court Date, Carnaby has entered into Option Cancellation Deeds with the holders of all outstanding Carnaby Options (or has otherwise procured the exercise or cancellation of all outstanding Carnaby Options) such that there will be no outstanding Carnaby Options on or after the Implementation Date.	Option Cancellation Deeds have been executed by each of the Carnaby Optionholders. These Option Cancellation Deeds have also been executed by Carnaby and are pending execution by Evolution. Evolution has, however, approved the form of the Option Cancellation Deeds.
(g)	**Independent Expert** The Independent Expert issues the Independent Expert's Report concluding that the Scheme is in the best interests of Carnaby Shareholders, and does not withdraw, qualify or adversely change that conclusion in any written update, or withdraw the Independent Expert's Report, before 8.00am on the Second Court Date.	The Independent Expert has concluded that, in the absence of a Superior Proposal, the Scheme is fair and reasonable and is therefore in the best interests of Carnaby Shareholders and has not changed or withdrawn its conclusion. Refer to Annexure A for further details.
(h)	**Court approval** The Court makes orders under section 411(4)(b) of the Corporations Act approving the Scheme, either unconditionally and without modification or with modifications or conditions consented to by	The Second Court Hearing is scheduled for 10:00am (AWST) on 29 October 2026.

	Condition	Status of Condition as at the Last Practicable Date
	Evolution in accordance with clause 2.4 of the Scheme Implementation Deed.	
(i)	**No Carnaby Prescribed Event** No Carnaby Prescribed Event occurs between the date of the Scheme Implementation Deed and 8.00am on the Second Court Date.	Carnaby is not aware of anything that would cause this Condition not to be satisfied.
(j)	**No Evolution Prescribed Event** No Evolution Prescribed Event occurs between the date of the Scheme Implementation Deed and 8.00am on the Second Court Date.	Evolution is not aware of anything that would cause this Condition not to be satisfied.
(k)	**No Carnaby Material Adverse Effect** No Carnaby Material Adverse Effect occurs between the date of the Scheme Implementation Deed and 8.00am on the Second Court Date.	Carnaby is not aware of anything that would cause this Condition not to be satisfied.
(l)	**No breach of Carnaby Representations and Warranties** The Carnaby Representations and Warranties are true and correct in all material respects as at the date of the Scheme Implementation Deed and on each date up to and including 8.00am on the Second Court Date.	Carnaby is not aware of anything that would cause this Condition not to be satisfied.
(m)	**No breach of Evolution Representations and Warranties** The Evolution Representations and Warranties are true and correct in all material respects as at the date of the Scheme Implementation Deed and on each date up to and including 8.00am on the Second Court Date.	Evolution is not aware of anything that would cause this Condition not to be satisfied.
(n)	**New Evolution Shares** The New Evolution Shares to be issued under the Scheme are approved for official quotation by ASX before 8.00am on the Second Court Date (which approval may be subject to customary conditions and to the Scheme becoming Effective), and that approval remains in full force and effect and has not been withdrawn, cancelled or revoked before that time.	Evolution is not aware of anything that would cause this Condition not to be satisfied.

An update on the status of the Conditions will be provided at the Scheme Meeting.

For the Scheme to be implemented, each Condition must be satisfied by the due date (if any) fixed for its satisfaction (or otherwise waived to the extent it is capable of waiver). Carnaby and Evolution have agreed to use reasonable endeavours to procure satisfaction of the Conditions and to ensure that the Conditions remain satisfied until the last time they are to be satisfied (as required).

Clause 3.1 of the Scheme Implementation Deed sets out which party can waive each of the Conditions. For the avoidance of doubt, the ability of the parties to vary any provision of the Scheme Implementation Deed includes the ability to vary who can waive any of the Conditions (including those that are not currently waivable under the agreement).

Carnaby will also announce to ASX any relevant matter that affects the Scheme or the likelihood of a Condition being satisfied or not being satisfied, in accordance with Carnaby's continuous disclosure obligations. These details will be published on ASX's website at www.asx.com.au and will also appear on Carnaby's website at www.carnabyresources.com.au.

(b) **Cancellation of Carnaby Options**

Under the Scheme Implementation Deed, Carnaby must take all action necessary to ensure that there will be no outstanding Carnaby Options on or after the Implementation Date.

To give effect to this, Carnaby and Evolution will enter into Option Cancellation Deeds with each Carnaby Optionholder under which each Carnaby Optionholder agrees to the cancellation of each Carnaby Option held by them in exchange for the Option Consideration. The material terms and conditions of the Option Cancellation Deeds are set out below:

(i) the cancellation of the Carnaby Options is conditional on the Scheme becoming Effective and Carnaby obtaining a waiver of ASX Listing Rule 6.23.2 and the satisfaction of any conditions specified in that ASX waiver (if any);

(ii) with effect on and from the Implementation Date, each Carnaby Option is cancelled and extinguished;

(iii) with effect on and from the Implementation Date, the Carnaby Optionholder releases and discharges Carnaby from all obligations, and releases and waives all rights and claims it has or may have, arising out of or in connection with the Carnaby Options;

(iv) until the Option Cancellation Deed terminates, the Carnaby Optionholder must not sell, transfer, encumber or otherwise deal with any Carnaby Option without Carnaby's prior written consent, and any purported dealing is null and void;

(v) the Carnaby Optionholder may exercise a Carnaby Option (in accordance with its terms and subject to any vesting conditions) at any time on or before the date that is 1 Business Day before the Record Date. If a holder of a Carnaby Option exercises a Carnaby Option during this time, no Option Consideration will be payable in respect of the Carnaby Option so exercised; and

(vi) each Option Cancellation Deed terminates automatically, and will be of no further force or effect, if the conditions to the Option Cancellation Deed are not satisfied or waived on or before the End Date, or if the Scheme Implementation Deed is terminated in accordance with its terms.

Refer to Sections 3.8 and 9.14 for further information.

(c) **Carnaby Board recommendation**

Under clause 6.1(g) of the Scheme Implementation Deed, Carnaby must include in this Scheme Booklet a statement by the Carnaby Board:

(i) unanimously recommending that Carnaby Shareholders (other than Excluded Shareholders) vote in favour of the Scheme at the Scheme Meeting; and

(ii) that each Carnaby Director will vote, or procure the voting of, any Carnaby Shares held or controlled by or on behalf of that Director as at the date of the Scheme Implementation Deed in favour of the Scheme at the Scheme Meeting,

in each case in the absence of a Superior Proposal, and unless there has been a change of recommendation permitted under clause 6.7 of the Scheme Implementation Deed.

Under clause 6.7 of the Scheme Implementation Deed, a Carnaby Director may only change, withdraw or modify their recommendation (or support a Competing Proposal) where the Independent Expert concludes, and continues to conclude, that the Scheme is not in the best interests of Carnaby Shareholders, or Carnaby has received a Competing Proposal that is a Superior Proposal (and Evolution's matching right under clause 12.6 of the Scheme Implementation Deed has been complied with).

(d) **Conduct of business**

From the date of the Scheme Implementation Deed until the Implementation Date, Carnaby must (and must procure that each member of the Carnaby Group will) conduct its business in the ordinary and usual course, consistent with an approved budget and generally consistent with the manner in which that business was conducted in the 12 months before the date of the Scheme Implementation Deed (and otherwise as fairly disclosed to Evolution).

During that period, Carnaby must not undertake certain actions without Evolution's prior written consent, including incurring capital expenditure outside the budget, dealing with the Glencore Subscription Agreement or Glencore Termination Deed, entering into or amending any material contract, or changing the employment or remuneration arrangements of its directors, officers and employees. The Carnaby conduct of business restrictions, and the exceptions to them, are set out in full in clause 6.4 of the Scheme Implementation Deed.

(e) **No-shop restriction**

During the Exclusivity Period, Carnaby must not (and must procure that each of its representatives does not) directly or indirectly:

(i) solicit, invite, encourage or initiate any Competing Proposal or Potential Competing Proposal;

(ii) or assist, encourage, procure or induce any person to do any of the things referred to in this Section 3.10(e) on its behalf.

(f) **No-talk restriction**

Subject to the fiduciary exception set out at Section 3.10(h) below, during the Exclusivity Period, Carnaby must not (and must procure that each of its representatives does not) directly or indirectly:

(i) enter into, facilitate, participate in or continue negotiations or discussions with any third party in relation to a Competing Proposal or Potential Competing Proposal;

(ii) negotiate, accept or enter into or offer or agree to negotiate, accept or enter into, any agreement, arrangement or understanding regarding a Competing Proposal or Potential Competing Proposal;

(iii) communicate to any person an intention to do anything referred to in this Section 3.10(f); or

(iv) assist, encourage, procure or induce any person to do any of the things referred to in this Section 3.10(f) on its behalf,

even if the Competing Proposal was not directly or indirectly solicited, invited, encouraged or initiated by Carnaby or any of its representatives or has been publicly announced.

(g) **No Due Diligence Restriction**

Subject to the fiduciary exception set out at Section 3.10(h) below, during the Exclusivity Period, Carnaby must not (and must procure that each of its representatives does not) directly or indirectly:

(i) solicit, invite, encourage, facilitate or permit any third party to undertake any due diligence investigations in respect of Carnaby or any member of the Carnaby Group or any respective businesses, affairs or operations;

(ii) make available to any third party, or cause or permit any third party to receive, any non-public information relating to the Carnaby Group for the purpose of assisting, and that may reasonably be expected to assist, such third party in formulating, developing or finalising a Competing Proposal; or

(iii) assist, encourage, procure or induce any person to do any of the things referred to in this Section 3.10(g).

(h) **Fiduciary Exception**

The no talk and no due diligence restrictions referred to at Sections 3.10(f) and 3.10(g) above do not apply to the extent that it would restrict Carnaby or the Carnaby Board from taking or refusing to take any action with respect to a bona fide Competing Proposal if:

(i) the Competing Proposal is bona fide and is made by, or on behalf of, a person the Carnaby Directors consider to be of sufficient commercial standing to implement it; and

(ii) the Carnaby Directors have determined, in good faith and after consultation with Carnaby's external legal and (if applicable) financial advisers, that:

(A) the Competing Proposal is, or may reasonably be expected to become, a Superior Proposal; and

(B) having taken written advice from Carnaby's external legal advisers, failing to take (or refusing to take) the relevant action would be reasonably likely to constitute a breach of the fiduciary or statutory obligations of the Carnaby Board.

The fiduciary exception does not apply to the no-shop restriction, which continues to apply throughout the Exclusivity Period. Carnaby must immediately notify Evolution of any action or inaction taken by it or its representatives in reliance on the fiduciary exception.

(i) **Matching right**

During the Exclusivity Period, Carnaby must not and must procure that none of its representatives, enter into any agreement, commitment, arrangement or understanding (whether or not in writing) relating to any Competing Proposal pursuant to which a third party or a member of the Carnaby Group proposes (or both proposes) to undertake or give effect to a Competing Proposal unless each of the following conditions is satisfied:

(i) the Carnaby Directors, acting in good faith, have determined that the Competing Proposal is a Superior Proposal and that failing to take an action would likely breach the statutory or fiduciary duties of the members of the Carnaby Board;

(ii) Carnaby has provided Evolution with a notice of the proposal to enter into the relevant agreement, commitment or understanding and setting out all material terms of the Competing Proposal including the identity of the proponent of the Competing Proposal, the amount and form of consideration to be offered, the source of any cash component of the consideration, the conditions to which it is subject, the proposed timetable and any reimbursement fee arrangements;

(iii) for the period of at least 5 clear Business Days after the date on which the information referred to in Section 3.10(i)(ii) is provided, Carnaby and Evolution have negotiated in good faith, to the extent Evolution wishes to negotiate, to enable Evolution to provide a proposal that is equivalent or superior to the terms of the Competing Proposal (**Negotiation Period**); and

(iv) by, but not before, the expiry of the Negotiation Period, if Evolution has given the Carnaby Board a written proposal to improve the Scheme Consideration or otherwise alter the terms of the Scheme (**Counterproposal**), the Carnaby Board, acting reasonably and in good faith and after receiving written advice from Carnaby's external legal advisers and advice from its financial advisers, has determined, as soon as reasonably practicable and in any event within 2 Business Days of receiving the Counterproposal, that the Counterproposal would not produce an equivalent or superior outcome for Carnaby Shareholders, when considered as a whole, as compared with the Competing Proposal, taking into account all of the terms, conditions and other aspects of:

(A) the Counterproposal, including the value and the type of consideration, funding any timing considerations and any conditions precedent or other matters affecting the probability of the Counterproposal being completed compared to the Competing Proposal or other relevant matters; and

(B) the Competing Proposal.

(v) If during the Negotiation Period, Evolution makes a Counterproposal, Carnaby must procure that the Carnaby Board considers the Counterproposal and determines, as soon as reasonably practicable (and in any event within 2 Business Days of receiving the Counterproposal) whether acting reasonably and in good faith, after receiving written advice from its external legal advisers and financial advisers, the Counterproposal would provide an equivalent or superior outcome to Carnaby Shareholders (when considered as a whole) as compared with the Competing Proposal; and

(vi) if the Carnaby Board acting reasonably and in good faith determines that the terms and conditions of the Counterproposal taken as a whole are no less favourable to Carnaby Shareholders than those in the relevant Competing Proposal, then:

(A) Carnaby must procure that the Carnaby Board promptly (and in any event within 24 hours of its determination) notify Evolution of the determination in writing stating reasons for that determination;

(B) the parties must use their reasonable endeavours to agree and enter into such documentation as is necessary to give effect to and implement the Counterproposal as soon as reasonably practicable for a period of not less than 2 Business Days after Carnaby delivers the notice of its determination; and

(C) Carnaby must procure that the Carnaby Board unanimously recommends that Carnaby Shareholders vote in favour of the Counterproposal, subject to the Independent Expert concluding and continuing to conclude that the Counterproposal is in the best interests of Carnaby Shareholders.

Carnaby agrees that each successive material modification to the terms of any Competing Proposal will constitute a new Competing Proposal and accordingly Carnaby must comply in respect of any new Competing Proposal.

(j) **Notification obligations**

During the Exclusivity Period, Carnaby must notify Evolution in writing as soon as possible, and in any event within 1 Business Day, if Carnaby or any of its representatives becomes aware of:

(i) any offer or request to do any of the things prohibited by the no talk or no due diligence restrictions;

(ii) any approach, inquiry, expression of interest, discussion, proposal or other communication made to Carnaby or any of its representatives to initiate discussions or negotiations concerning a Competing Proposal or a potential Competing Proposal, or any intention to make such an approach; or

(iii) any request for non-public information relating to the Carnaby Group in connection with a person formulating, developing or finalising a Competing Proposal or a potential Competing Proposal,

in each case whether direct or indirect, solicited or unsolicited, and oral or in writing.

Subject to the fiduciary exception, the notice must be accompanied by all material terms and conditions of the Competing Proposal then known to Carnaby (including price, form of consideration, conditions precedent, proposed deal protection arrangements, timetable and any reimbursement fee) and the identity of its proponent. Carnaby must also promptly provide Evolution with a copy of any material non-public information regarding the Carnaby Group provided to any person in connection with a Competing Proposal which has not previously been provided to Evolution.

(k) **Reimbursement Fee and Reverse Reimbursement Fee**

Under clause 13 of the Scheme Implementation Deed, Carnaby has agreed to pay Evolution a Reimbursement Fee of $2,134,412 (excluding GST), and Evolution has agreed to pay Carnaby a Reverse Reimbursement Fee of $2,134,412 (excluding GST), in the circumstances summarised below. A party is liable to pay the relevant fee only once.

Carnaby must pay the Reimbursement Fee to Evolution, without set-off or withholding, if:

(i) (**Carnaby Board recommendation**) any Carnaby Director fails to make the recommendation required under the Scheme Implementation Deed, or before the Second Court Date withdraws or adversely modifies, revises or qualifies their support of the Scheme or their recommendation that Carnaby Shareholders vote in favour of the Scheme, or makes a public statement indicating that they no longer support the Scheme or that they support a Competing Proposal. This does not apply where the change arises because Carnaby is entitled to terminate the Scheme Implementation Deed for a material breach by Evolution, or because a Condition cannot be or has not been satisfied (provided Carnaby has complied with its obligations to procure satisfaction of the Condition) and Carnaby has given notice of termination, or because the Independent Expert concludes that the Scheme is not in the best interests of Carnaby Shareholders (other than where that conclusion is due wholly or partly to the existence of a Competing Proposal);

(ii) (**Competing Proposal completes**) during the Exclusivity Period, Carnaby or any of its representatives was aware of, becomes aware of, or receives an approach in relation to an actual, proposed or potential Competing Proposal, and that Competing Proposal (or any related Competing Proposal) is completed before the first anniversary of the date of its public announcement;

(iii) (**Superior Proposal**) at any time during the Exclusivity Period Carnaby receives or publicly announces a Superior Proposal and terminates the Scheme Implementation Deed on that basis;

(iv) (**exclusivity**) Carnaby breaches the exclusivity obligations in the Scheme Implementation Deed; or

(v) (**material breach**) Evolution is entitled to terminate the Scheme Implementation Deed for a material breach by Carnaby and has given notice of termination.

Evolution must pay the Reverse Reimbursement Fee to Carnaby, without set-off or withholding, if Carnaby is entitled to terminate the Scheme Implementation Deed for a material breach by Evolution and has given notice of termination.

The Reimbursement Fee or the Reverse Reimbursement Fee (as applicable) must be paid within 10 Business Days after receipt of a written demand, which may only be made after the relevant triggering event has occurred.

No amount is payable if the Scheme becomes Effective, notwithstanding that a triggering event has occurred, and any amount already paid must be immediately refunded. No amount is payable to the extent that the obligation to pay it is declared by the Takeovers Panel to constitute unacceptable circumstances, or is held by a court to be unenforceable, in each case after all avenues of appeal and review have been exhausted.

The Carnaby Board has acknowledged that it received legal advice in relation to the Reimbursement Fee, that it believes implementation of the Scheme will provide significant benefits to Carnaby and Carnaby Shareholders such that it is reasonable and appropriate to agree to the Reimbursement Fee in order to secure Evolution's participation in the Scheme, and that the Reimbursement Fee represents a genuine and reasonable pre-estimate of the costs and losses that Evolution would suffer if the Scheme is not implemented. The Reimbursement Fee represents approximately 1% of the implied equity value of Carnaby on a fully diluted basis.

(l) **Termination**

Termination by either party

Either Carnaby or Evolution may terminate the Scheme Implementation Deed at any time before 8:00am (AWST) on the Second Court Date by notice in writing to the other party, if:

(i) (**Condition cannot be satisfied**) before the date fixed for its satisfaction, a Condition which is solely or jointly for that party's benefit cannot be satisfied and is not waived by the time required;

(ii) (**Condition not satisfied**) if, after the date fixed for its satisfaction, a Condition which is solely or jointly for that party's benefit, or for the benefit of neither party, has not been satisfied or waived at that time;

(iii) (**End Date**) subject to the obligation to consult in good faith, the Effective Date has not occurred by the End Date;

(iv) (**Superior Proposal**) a Competing Proposal for Carnaby is received and the Carnaby Board publicly announces that it has determined that the Competing Proposal is a Superior Proposal, provided that Carnaby may not terminate on this basis if it has materially breached its exclusivity obligations; or

(v) (**material breach**) the other party is in breach of the Scheme Implementation Deed (including a breach of a representation and warranty), that breach is material in the context of the Scheme, and it is not remedied within 10 Business Days (or any shorter period ending at 5:00pm (AWST) on the Business Day before the Second Court Date) after written notice of the breach and of an intention to terminate.

Neither party may terminate for breach of a representation and warranty under paragraph 3.10(l)(v) above to the extent that the facts, matters or circumstances giving rise to the breach are disclosed in the Scheme Implementation Deed or have been fairly disclosed in the disclosure materials or in announcements made to ASX in the 24 months before the date of the Scheme Implementation Deed.

Additional termination rights of Evolution

Evolution may also terminate the Scheme Implementation Deed with immediate effect at any time before 8:00am (AWST) on the Second Court Date by notice in writing to Carnaby, if:

(i) (**change of recommendation**) any Carnaby Director (including any Carnaby Director appointed after the date of the Scheme Implementation Deed) withdraws, changes or modifies their support of the Scheme or their recommendation that Carnaby Shareholders vote in favour of the Scheme, or recommends, endorses or supports any Competing Proposal;

(ii) (**Competing Proposal**) a Competing Proposal is received or announced by Carnaby which requires as a condition that the Scheme not be implemented, and any Carnaby Director makes a public statement that they no longer support the Scheme or that they recommend the Competing Proposal; or

(iii) (**20% interest**) a third party that does not have a Relevant Interest of 20% or more in Carnaby at the date of the Scheme Implementation Deed obtains a Relevant Interest in Carnaby of 20% or more, or a third party that has a Relevant Interest of 20% or more at that date increases its Relevant Interest by more than 1%.

Termination by agreement

The Scheme Implementation Deed may also be terminated at any time by written agreement between Carnaby and Evolution.

Effect of termination

If the Scheme Implementation Deed is terminated, it becomes void and of no effect without liability or obligation on any party, other than in respect of rights and obligations that accrued before termination and other than the provisions dealing with representations and warranties, reimbursement of costs, duty, costs and expenses, GST, no merger, notices and governing law, each of which survives termination. This does not apply where the termination results from a breach by a party of its obligations.

(m) **Warranties by Scheme Shareholders**

Each Scheme Shareholder is taken to have warranted to Evolution that:

(i) on the Implementation Date, all of its Scheme Shares (including any rights and entitlements attaching to those shares) transferred to Evolution under the Scheme will, as at the date of the transfer, be fully paid and free from all Security Interests and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind;

(ii) on the Implementation Date, it has full power and capacity to sell and to transfer its Scheme Shares (including any rights and entitlements attaching to those shares) to Evolution under the Scheme; and

(iii) on the Record Date, it does not have any existing right to be issued any other Scheme Shares or any other form of securities in Carnaby.

Each Scheme Shareholder is deemed to have authorised Carnaby to give the warranties set out above to Evolution as agent and attorney for the Scheme Shareholder.

Carnaby undertakes that it will provide the warranties set out above to Evolution as agent and attorney of each Scheme Shareholder. However, Carnaby will not be responsible for the accuracy or completeness of these warranties.

(n) **Deed Poll**

On 14 September 2026, Evolution executed the Deed Poll in favour of each Scheme Shareholder, pursuant to which Evolution covenants to perform its obligations under the Scheme.

The key obligation of Evolution under the Scheme is to provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder subject to and in accordance with the terms and provisions of the Scheme, and subject to satisfaction (or waiver) of the Conditions.

The Deed Poll may be relied upon by each Scheme Shareholder, despite the fact that they are not a party to it, and each Scheme Shareholder appoints Carnaby as its agent to enforce their rights under the Deed Poll against Evolution.

A full copy of the Deed Poll is set out in Annexure C of this Scheme Booklet.

3.11 Further information

If you have any questions or require further information, please contact the Carnaby Shareholder Information Line on 1300 948 609 (within Australia) or +61 2 9000 7012 (outside Australia) Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST). If you have any doubt as to what action you should take, please consult your financial, legal, taxation or other professional adviser immediately.

4. Information about Carnaby

This Section 4 sets out information about Carnaby as at the Last Practicable Date (unless otherwise stated) and is Carnaby Information. Additional information is included in the Independent Expert's Report set out in Annexure A to this Scheme Booklet.

The information set out in this Section was prepared by Carnaby, and Carnaby is responsible for its content.

4.1 Overview of Carnaby

Carnaby is an Australian public company which was incorporated in Western Australia on 19 February 2016, initially as Berkut Minerals Pty Ltd, until it became an Australian public company on 30 June 2016, and subsequently changed its name to Carnaby Resources Limited on 7 May 2019.

Carnaby was admitted to the official list of the ASX on 26 August 2016 and official quotation of its securities commenced on 30 August 2016. It has remained listed on ASX since that date as a mineral exploration and development company. It currently trades under the ASX ticker code "CNB".

Carnaby is an Australian copper and gold exploration and development company headquartered in Subiaco, Western Australia, with projects in Queensland and Western Australia.

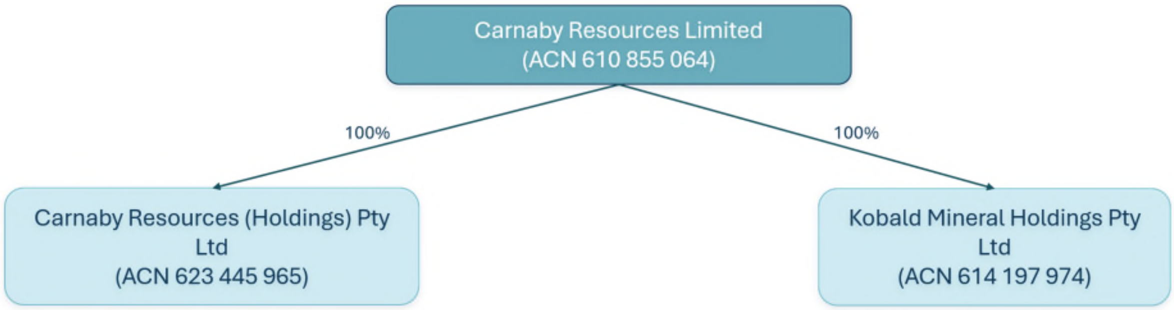
As at the Last Practicable Date, Carnaby had a fully diluted market capitalisation of approximately $247 million and, as at 30 June 2026, held cash of $10.8 million (including $1.4 million of restricted cash held in term deposits as security for the Company's bank guarantee facilities).

Detailed information about Carnaby is available on its website at www.carnabyresources.com.au and on the ASX website at www.asx.com.au (ASX: CNB).

4.2 Carnaby's group structure

Carnaby is the ultimate holding company of the Carnaby Group.

A corporate structure diagram of Carnaby and the wholly owned subsidiaries and/or controlled entities comprising the Carnaby Group is set out below.



4.3 Summary of Carnaby's key assets and operations

Carnaby's flagship asset is the Greater Duchess Copper Gold Project in the Mount Isa Inlier of Queensland, which hosts the Company's Mineral Resources and Ore Reserves (refer to Section 4.3(g) set out below for further information).

Carnaby also holds a portfolio of earlier stage gold, copper and lithium exploration projects in the Pilbara and Yilgarn Margin regions of Western Australia. This includes tenements prospective for gold located near the Hemi Gold Deposit held by Northern Star Resources Ltd (ASX: NST).

(a) **Tenure**

The Greater Duchess Project is located approximately 70 kilometres south-east of Mount Isa in north-west Queensland and centred on the historical Duchess copper mining district. The Greater Duchess Project comprises numerous camp-scale iron oxide copper gold (**IOCG**) deposits of over 1,900 km² of tenure and hosts the Company's Mineral Resources and Ore Reserves.

The Greater Duchess Project comprises a package of granted mining leases and exploration permits, together with tenements held under joint venture or farm-in arrangements and a number of tenement applications. Except where stated otherwise, Carnaby holds a 100% interest in the tenements comprising the Greater Duchess Project.

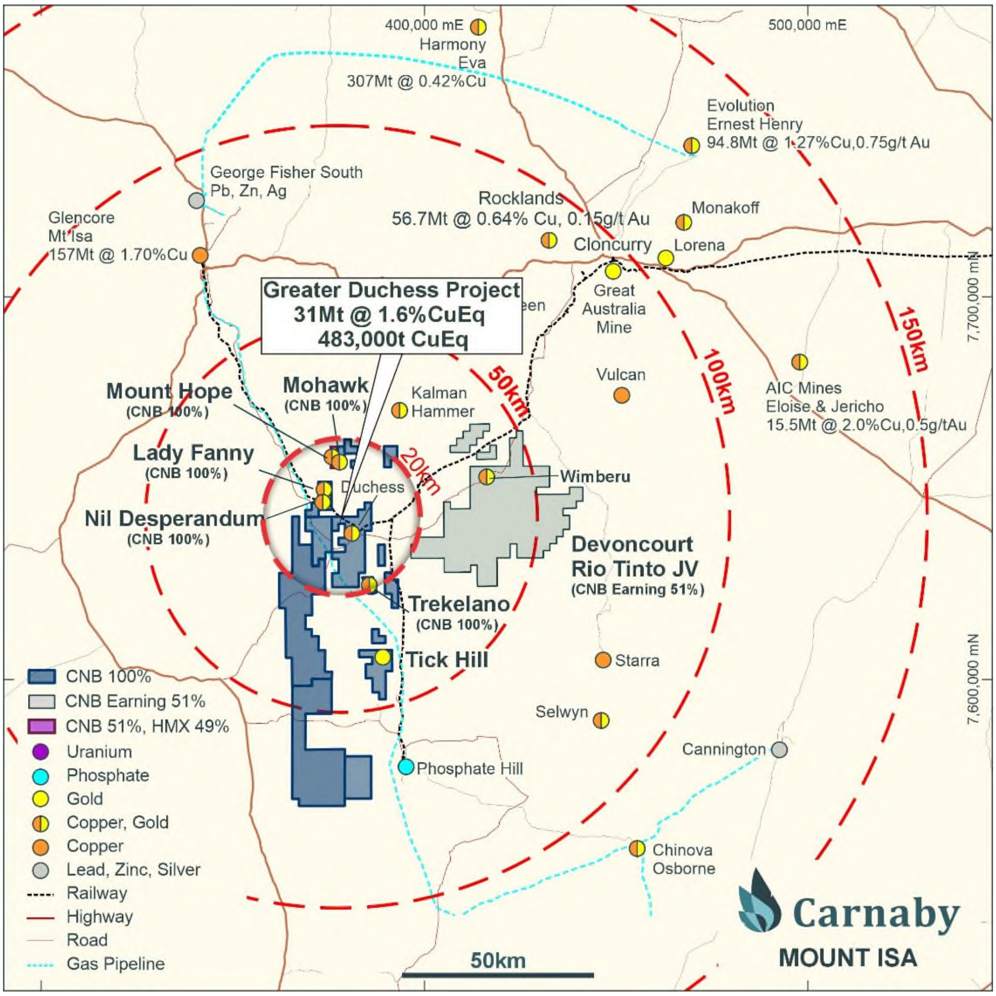
The Mount Hope, Lady Fanny and Nil Desperandum deposits, as well as the recently acquired Trekelano deposits, represent standout prospects within the Greater Duchess Project, where broad high-grade copper mineralisation has been intersected at all four locations. The tenement package also includes the historical Duchess Copper-Gold Mine which produced approximately 205,000t at 12.5% copper from 1900-1940, as well as numerous shallow IOCG deposits in a camp scale setting.

The Greater Duchess Project includes the granted mining leases ML90240 at Mount Hope and, at Trekelano, ML90125, ML90128 and ML90183.

The project tenure for the Greater Duchess Project is summarised in the table below:

Tenement	Location	Ownership
ML90240	Queensland	100%
ML90125	Queensland	100%
ML90128	Queensland	100%
ML90183	Queensland	100%
EPM9083	Queensland	100%
EPM11013	Queensland	100%
EPM14366	Queensland	100%
EPM14369	Queensland	100%
EPM17637	Queensland	100%
EPM18223	Queensland	100%
EPM18980	Queensland	100%
EPM19008	Queensland	100%

Tenement	Location	Ownership
EPM25435	Queensland	100%
EPM25439	Queensland	100%
EPM25853	Queensland	100%
EPM25972	Queensland	100%
EPM26651	Queensland	100%
EPM27101	Queensland	100%
EPM27822	Queensland	100%
EPM28238	Queensland	100%
EPM28239	Queensland	100%
EPM28634	Queensland	100%
EPM26777 (Sub-blocks CLON958Y, CLON1030D and CLON1030J only)	Queensland	51%



Greater Duchess Copper Gold Project Location Plan

(b) **Project and Geological setting**

The Greater Duchess Project hosts a number of IOCG copper-gold deposits, including the Mount Hope, Trekelano (comprising the Inheritance, Trek 1 and Trek 2 deposits), Lady Fanny, Burke & Wills, Nil Desperandum, Duchess, Mount Birnie and Mohawk deposits. The more advanced of these deposits underpin the Probable Ore Reserve for the Greater Duchess Project.

Certain of the deposits (including parts of the Mount Hope area) are located on tenure held in joint venture with Mt Dockerell Mining Pty Ltd (a subsidiary of Hammer Metals Limited (ASX: HMX)), in which Carnaby holds a 51% interest with a right to earn up to 70%[28].

Carnaby's recent exploration has focused on the Trekelano and Mount Hope areas, including the Trek 1 main lode extension and footwall lode discovery, and the Mount Hope miniboom lode discovery.

(c) **Trekelano Deposits (100%)**

Trekelano comprises the Inheritance, Trek 1 and Trek 2 copper-gold deposits in close proximity, which are interpreted as iron oxide copper-gold style mineralised systems developed within the broader Greater Duchess structural corridor.

The Inheritance deposit is centred on the historical Trekelano Inheritance open pit and represents a broad copper-gold mineralised system with a moderate southerly plunge. Carnaby's drilling has confirmed that mineralisation extends at depth and remains open, including a 164m downhole interval grading 0.4% Cu and 0.2g/t Au from 195m in hole CBRC012[29]. The Inheritance deposit comprises a Mineral Resource Estimate (**MRE**) of 3.0 Mt @ 1.2% Cu, 0.4g/t Au, 1.5% CuEq for 46,500 CuEq tonnes[30].

Trek 1 is the historical high-grade Trekelano underground mine, which was mined from 1911 to 1943 and is interpreted as a steeply dipping high-grade copper-gold lode system. Recent drilling has extended the Trek 1 Main Lode materially below the existing Mineral Resource envelope, including the first exploration hole result of 7m at 9.3% CuEq from 415m in CBRC001[31]. Carnaby subsequently announced the discovery of a new Trek 1 Footwall Lode, with the first reported intercept being 6m at 12.6% CuEq from 211m in CBRC052[32], followed by further results including 19m at 7.1% CuEq from 256m in CBRC085[33]. On 24 August 2026, the Company announced an updated MRE, which resulted in an approximate 130% increase in the Trek 1 resource by incorporating recent drilling results. Trek 1 comprises an MRE of 2.9Mt @ 2.0% Cu, 0.5g/t Au, 2.4% CuEq for 70,100 CuEq tonnes[34].

Trek 2 is located within the same Trekelano mineralised corridor and is interpreted as a continuation or related copper-gold lode system. Drilling has demonstrated broad and locally high-grade copper-gold mineralisation at depths amenable to open pit mining, including 18m at 5.0% CuEq from 115m within a broader 35m at 2.9% CuEq from 105m in CBRC063[35]. Subsequent drilling also returned 104m at 1.7% CuEq from 97m in CBGT010, including 43m at 3.1% CuEq and 11.2m at 7.4% CuEq[36],

[28] Refer to Carnaby's ASX release dated 2 April 2024.
[29] Refer to Carnaby's ASX release dated 25 June 2025.
[30] Refer to Carnaby's ASX release dated 24 August 2026.
[31] Refer to Carnaby's ASX release dated 22 September 2025.
[32] Refer to Carnaby's ASX release dated 18 December 2025.
[33] Refer to Carnaby's ASX release dated 14 May 2026.
[34] Refer to Carnaby's ASX release dated 24 August 2026
[35] Refer to Carnaby's ASX release dated 3 March 2026.
[36] Refer to Carnaby's ASX release dated 14 May 2026.

supporting the strategic importance of Trekelano as both an initial production source and a continuing resource growth opportunity within the Greater Duchess development plan. The Trek 2 MRE comprises 1.2Mt @ 1.0% Cu, 0.2g/t Au, 1.2% CuEq for 15,400 CuEq tonnes[37].

The Trekelano Mineral Resources form part of the Greater Duchess Mineral Resource estimate updated by Carnaby on 24 August 2026[38]. That update reported a 47% increase in Trekelano Mineral Resources to 7.1Mt at 1.5% Cu and 0.4g/t Au for 1.8% CuEq and 132,000t CuEq, comprising 4.0Mt at 1.4% Cu, 0.4g/t Au and 1.8% CuEq in the Indicated category and 3.1Mt at 1.6% Cu, 0.4g/t Au and 2.0% CuEq in the Inferred category.

(d) **Mount Hope Deposits (100%)**

Mount Hope Central is the principal Mount Hope copper-gold deposit and is interpreted as an IOCG-style system comprising multiple steeply dipping copper-gold lodes, including the Boomerang, Chalcus, Binna Burra and Miniboom lode positions. Mineralisation at Mount Hope Central is hosted in folded and structurally displaced quartz-vein lode positions developed in multiple orientations, with individual lodes showing strong structural control, local high grades and continuity both down plunge and along strike. The principal Boomerang and Chalcus lodes have been progressively extended by drilling, while the Binna Burra lode and the more recent Miniboom lode demonstrate the capacity for additional lode positions to be identified within the broader Mount Hope Central system. The Miniboom lode, announced in June 2026, is interpreted as a shallow, high-grade extension of the Boomerang lode structure formed in a dilational bend on the eastern extension of that structure, located near the planned Mount Hope Central Ore Reserve open pit.

Since its acquisition by Carnaby in 2022, drilling at Mount Hope Central Boomerang lode in particular has returned broad and high-grade intersections, including 83m at 2.4% Cu and 0.3g/t Au from MHDD083, including 36m at 4.2% Cu and 0.5g/t Au[39], and 138m at 2.1% Cu and 0.3g/t Au in MHDD103[40]. In June 2026, Carnaby announced the Miniboom lode discovery, a shallow high-grade extension of the Boomerang lode structure located near the planned Mount Hope Central Ore Reserve open pit, with MHWB007 returning 232m at 1.3% CuEq from surface, including 65m at 2.9% CuEq from 25m[41]. The Mount Hope Central MRE consists of 9.0Mt @ 1.9% Cu, 0.3g/t Au, 1.8% CuEq for 163,400 CuEq tonnes[42].

Mount Hope North is located north of Mount Hope Central within the same Mount Hope mineralised system and contains copper-gold mineralisation developed along related lode structures. Early Mount Hope North drilling returned 40m at 1.7% Cu and 0.4g/t Au from 378m in MHDD021, including 17m at 3.0% Cu and 0.7g/t Au from 397m[43], and later delineation drilling returned shallow high-grade results including 24m at 2.3% CuEq from 33m in MHRC289 and 21m at 2.5% CuEq from 54m in MHRC292, first announced on 9 July 2025[44]. The Mount Hope North MRE consists of 2.0Mt @ 1.2% Cu, 0.2g/t Au, 1.4% CuEq for 26,600 CuEq tonnes[45].

[37] Refer to Carnaby's ASX release dated 24 August 2026.
[38] Refer to Carnaby's ASX release dated 24 August 2026.
[39] Refer to Carnaby's ASX release dated 30 March 2023.
[40] Refer to Carnaby's ASX release dated 14 July 2023.
[41] Refer to Carnaby's ASX release dated 2 June 2026.
[42] Refer to Carnaby's ASX release dated 24 August 2026.
[43] Refer to Carnaby's ASX release dated 17 April 2023.
[44] Refer to Carnaby's ASX release dated 9 July 2025.
[45] Refer to Carnaby's ASX release dated 24 August 2026.

The total Mount Hope MRE is 11.2Mt at 1.5% Cu and 0.3g/t Au for 1.7% CuEq and 195,600t CuEq, comprising 8.5Mt at 1.6% Cu, 0.3g/t Au and 1.9% CuEq in the Indicated category and 2.8Mt at 1.2% Cu, 0.2g/t Au and 1.3% CuEq in the Inferred category[46].

(e) **Nil Desperandum Deposit (100%)**

Nil Desperandum represents Carnaby's first copper-gold discovery within the Greater Duchess Project and is interpreted as an IOCG-style mineralised system hosted within a structurally controlled breccia and lode corridor. Multiple RC and diamond drilling programs have defined a high-grade copper-gold shoot, with mineralisation characterised by semi-massive and disseminated chalcopyrite-pyrite-pyrrhotite sulphides within an elongate pipe shaped breccia extending down plunge for at least 1000m. It has a dip length of 250m to 400m and is up to 40m thick and remains open at depth and to the south-west. The deposit was materially advanced by the discovery hole NLDD044, which returned 41m at 4.1% Cu and 0.5g/t Au from 247m, including 24m at 6.5% Cu and 0.7g/t Au from 251m and 9m at 10.3% Cu and 1.2g/t Au from 264m[47]. Subsequent drilling confirmed continuity of the main high-grade breccia shoot, and later drilling and geophysical work extended the interpreted Nil Desperandum system to the south-west. The Nil Desperandum MRE comprises 4.3Mt at 1.3% Cu, 0.2g/t Au and 1.5% CuEq for 63,400 tonnes CuEq, including 3.2Mt at 1.2% Cu, 0.2g/t Au and 1.4% CuEq in the Indicated category and 1.1Mt at 1.4% Cu, 0.4g/t Au and 1.7% CuEq in the Inferred category[48].

(f) **Lady Fanny Deposit (100%)**

Lady Fanny is located approximately 3km north of Nil Desperandum within the same emerging IOCG mineralised corridor. Carnaby's first recorded drilling within the historical Lady Fanny mining lease area outlined a broad, shallow copper-gold system developed beneath and along strike from historical workings and outcropping mineralisation, with mineralisation remaining open along strike and at depth. Initial RC drilling returned high-grade copper-gold results including LFRC009, which intersected 27m at 2.8% Cu and 0.8g/t Au from 61m, including 9m at 4.0% Cu and 0.3g/t Au from 65m and 11m at 3.3% Cu and 1.6g/t Au from 77m, and LFRC013, which intersected 20m at 2.3% Cu and 0.5g/t Au from 30m, including 6m at 5.5% Cu and 1.4g/t Au from 38m[49]. Additional results included LFRC129, which intersected 32m at 2.6% Cu and 0.6g/t Au from 69m, including 17m at 3.7% Cu and 1.1g/t Au from 79m[50]. The Lady Fanny MRE comprises 3.2Mt at 1.3% Cu, 0.2g/t Au and 1.5% CuEq for 47,000 tonnes CuEq, including 1.9Mt at 1.4% Cu, 0.2g/t Au and 1.6% CuEq in the Indicated category and 1.3Mt at 1.1% Cu, 0.2g/t Au and 1.3% CuEq in the Inferred category[51].

(g) **Mineral Resources and Ore Reserves**

The Mineral Resource estimate for the Greater Duchess Project, as announced on 24 August 2026, totals 30.8Mt at 1.3% Cu, 0.3g/t Au and 1.6% CuEq for 415,000t of contained copper, 258,700oz of gold and 482,800t CuEq, an approximate 10% increase, comprising 17.6Mt at 1.5% Cu, 0.3g/t Au and 1.7% CuEq in the Indicated category and 13.2Mt at 1.2% Cu, 0.2g/t Au and 1.4% CuEq in the Inferred category. The estimate is summarised in the table below:

[46] Refer to Carnaby's ASX release dated 24 August 2026.
[47] Refer to Carnaby's ASX release dated 29 December 2021.
[48] Refer to Carnaby's ASX release dated 24 August 2026.
[49] Refer to Carnaby's ASX release dated 13 January 2022.
[50] Refer to Carnaby's ASX release dated 20 May 2022.
[51] Refer to Carnaby's ASX release dated 24 August 2026.

Greater Duchess Copper Gold Project August 2026 Mineral Resource Inventory

0.5% CuEq Cut-off for Pit Potential, 1.0% CuEq for Underground Potential

Deposit	Class	Tonnes Mt	Cu %	Au g/t	CuEq %	Cu Tonnes	Au Ounces	CuEq Tonnes
Trekelano	Indicated	4.0	1.4	0.4	1.8	57,900	48,900	70,800
	Inferred	3.1	1.6	0.4	2.0	49,800	43,100	61,200
	Sub-total	**7.1**	**1.5**	**0.4**	**1.8**	**107,700**	**92,000**	**132,000**
Mt Hope	Indicated	8.5	1.6	0.3	1.9	138,900	74,500	158,600
	Inferred	2.8	1.2	0.2	1.3	32,600	16,600	36,900
	Sub-total	**11.2**	**1.5**	**0.3**	**1.7**	**171,500**	**91,100**	**195,600**
Nil Desperandum	Indicated	3.2	1.2	0.2	1.4	38,700	20,600	44,100
	Inferred	1.1	1.4	0.4	1.7	15,900	12,800	19,200
	Sub-total	**4.3**	**1.3**	**0.2**	**1.5**	**54,500**	**33,400**	**63,400**
Lady Fanny	Indicated	1.9	1.4	0.2	1.6	26,500	12,800	29,900
	Inferred	1.3	1.1	0.2	1.3	14,400	9,900	17,000
	Sub-total	**3.2**	**1.3**	**0.2**	**1.5**	**40,900**	**22,800**	**47,000**
Mt Birnie	Inferred	0.4	1.4	0.2	1.5	6,300	2,300	6,800
	Sub-total	**0.4**	**1.4**	**0.2**	**1.5**	**6,300**	**2,300**	**6,800**
Duchess	Inferred	3.7	0.7	0.1	0.8	26,300	11,300	28,800
	Sub-total	**3.7**	**0.7**	**0.1**	**0.8**	**26,300**	**11,300**	**28,800**
Mohawk	Inferred	0.8	0.9	0.2	1.1	7,800	5,900	9,300
	Sub-total	**0.8**	**0.9**	**0.2**	**1.1**	**7,800**	**5,900**	**9,300**
Greater Duchess Total Inventory	Indicated	17.6	1.5	0.3	1.7	262,000	156,800	303,500
	Inferred	13.2	1.2	0.2	1.4	153,000	101,900	179,300
	Total	**30.8**	**1.3**	**0.3**	**1.6**	**415,000**	**258,700**	**482,800**

Notes:

1. Rounding discrepancies may occur.
2. Mount Hope is 100% owned by Carnaby, excluding the small 6kt South Hope MRE which is 51% owned by Carnaby and part of the joint venture with Hammer Metals Limited. Trekelano, Nil Desperandum, Lady Fanny, Mount Birnie, Mohawk and Duchess are 100% owned by Carnaby.
3. Refer to Carnaby's ASX announcement released on 24 August 2026 for further information, including for individual deposit CuEq calculations and cut-off grades.

The Ore Reserve estimate for the Greater Duchess Project, as announced on 16 March 2026, comprises a Probable Ore Reserve of 8.4 Mt at 1.7% Cu, 0.3 g/t Au (1.9% CuEq) for approximately 164,300 tonnes of contained copper equivalent (comprising 4.2 Mt at 1.7% CuEq (open pit) and 4.2 Mt at 2.1% CuEq (underground)). There is no Proved Ore Reserve.

(h) Devoncourt Project

The Company is currently farming-in to the Rio Tinto Exploration Pty Ltd (**Rio Tinto**) owned Devoncourt Project, located closely to the East of the Company's existing Greater Duchess Project mineral deposits. The project adds a high-quality advanced IOCG exploration target and greatly expands the land position of the Greater Duchess Project. The Wimberu Prospect was discovered by Rio Tinto in 2019 and is described as IOCG-style, intrusion-related mineralisation hosted in the Wimberu Granite, with initial Rio Tinto drilling comprising 25 diamond holes on broad 300m to 500m spacings across a copper-gold mineralised footprint of approximately 1.5km by 1.0km associated with a magmatic-hydrothermal breccia system[52]. The initial drilling program yielded indications of late, higher-grade hydrothermal breccia mineralisation, including individual metre grades of up to 4.3% Cu, and the presence of high-tenor hypogene copper species including bornite and chalcocite, providing geological features consistent with a large-scale IOCG target. Carnaby's maiden drilling at Wimberu subsequently intersected broad halo-style IOCG mineralisation in WBDD001 and WBDD002, including 75m at 0.1% Cu and 0.02g/t Au in WBDD001,

[52] Refer to Carnaby's ASX release dated 2 August 2023.

and identified in WBDD003 a new hydrothermal breccia zone recording 17.3m @ 0.46% Cu, 0.09g/t Au[53].

4.4 Western Australian Projects

(a) Summary

The Company holds a tenement package in the Pilbara region of Western Australia comprising the Strelley, Mount Grant, Pardoo and Goldsworthy Gold Projects as well as the Big Hill Lithium Project. Each of these projects is located in the highly prospective Mallina Basin of Western Australia, northeast of the Hemi Gold Deposit of Northern Star Resources Ltd (ASX: NST).

Elsewhere in Western Australia, the Company also has a series of tenure at the Yilgarn Margin Projects, comprising the Malmac and Throssel Projects, which are both 100% owned by Carnaby and located in the highly prospective Yilgarn Margin of Western Australia.

Minimal exploration has been conducted at the Company's Western Australia projects over the past year, due to the prioritisation of the Greater Duchess Project in Queensland. However, the Company has achieved encouraging results at both the Pilbara Gold and Lithium Projects and the Yilgarn Margin Projects in past exploration programs. Further information on these projects is set out below.

(b) Pilbara Projects

The Pilbara Gold and Lithium Projects (**Pilbara Projects**) comprise a package of exploration tenure located along the Berghaus and Tabba Tabba Shear Zones in the Mallina Basin, Western Australia of approximately 288km^2.

The Strelley Gold Project is located approximately 70km northeast of the Hemi Gold Deposit and is centred on the Strelley Gold Corridor exceeding 4km, where previous exploration has targeted the Alcazar, Stockade and Bastion prospects.

The Big Hill Gold and Lithium Project is located on the Berghaus Shear Zone and includes a large lithium soil anomaly associated with elevated caesium and tantalum, interpreted as an LCT pegmatite-style target, together with parallel gold soil anomalies and altered mafic greenstone subcrop.

The Mount Grant Gold Project lies along the interpreted northern continuation of the Tabba Tabba Shear Zone, where aeromagnetic surveying has highlighted "Hemi style" intrusion targets along a granite-greenstone contact beneath cover.

The Goldsworthy Gold Project contains approximately 4km of unexplored granite-greenstone contact along the interpreted eastern extension of the Tabba Tabba Shear Zone, which is considered to be a fertile structure for gold mineralisation.

The project tenure for the Pilbara Projects is summarised in the table below:

Tenement	Location	Ownership
E45/5743	Western Australia	100%
E45/4638	Western Australia	100%
E45/5622	Western Australia	80%

[53] Refer to Carnaby's ASX releases dated 1 July 2024 and 29 August 2024.

Tenement	Location	Ownership
E45/5822	Western Australia	100%
E45/4801	Western Australia	100%

(c) **Yilgarn Margin Projects**

The Yilgarn Margin Projects comprise the Malmac Project and the Throssel Project, which are considered prospective for orogenic gold, sedimentary exhalative (SEDEX) and volcanogenic massive sulphide (VHMS) base metals deposits, and nickel and platinum group elements.

The Malmac Project covers approximately 500km² within the northern Yilgarn margin mobile belt and lies on the northern margin of the Earaheedy Basin, comprising rocks variously described as the Troy Creek Beds or Troy Creek Schist. Rocks in this area are poorly understood, with no firm depositional age or depositional environment clearly described, and the Troy Creek package has been affiliated with the Bryah Group, the Yerrida Group and the Earaheedy Group.

The Throssel Project covers approximately 409km² located around 70km north of the Gruyere Gold Deposit and includes a potential 20km strike of unexplored greenstone belt under shallow cover.

The project tenure for the Yilgarn Margin Projects is summarised in the table below:

Tenement	Location	Ownership
E69/3509	Western Australia	100%
E69/4200	Western Australia	100%
E38/3289	Western Australia	100%
E38/4016	Western Australia	100%

4.5 Environmental, Social and Governance

(a) **Overview**

Carnaby is committed to conducting its exploration and development activities in a safe, environmentally responsible and sustainable manner and in accordance with applicable laws and its corporate governance framework.

The Carnaby Directors believe that effective corporate governance improves company performance, enhances corporate social responsibility and benefits all stakeholders. Governance practices are not a static set of principles, and the Company assesses its governance practices on an annual basis. Changes and improvements are made in a substance over form manner, which appropriately reflect the changing circumstances of the Company as it grows and evolves.

(b) **Environmental**

Carnaby conducts its exploration and development activities in an environmentally responsible manner and in compliance with applicable environmental approvals, tenure conditions and regulatory requirements. The Company manages environmental matters through its permitting, rehabilitation, disturbance management and monitoring processes, and provides financial assurance for relevant obligations where required. In circumstances where the Scheme does not proceed, Carnaby intends to continue managing environmental risks as the Greater Duchess Project progresses, with a focus on minimising disturbance, meeting its rehabilitation obligations and maintaining compliance with applicable environmental requirements.

As at 30 June 2026, Carnaby held $1.4 million of restricted cash in term deposits as security for its bank guarantee facilities (including in respect of tenement and environmental obligations).

(c) **Social**

Carnaby seeks to maintain constructive relationships with landholders, Traditional Owners, local communities, suppliers and other stakeholders in the areas in which it operates. The Company actively and regularly engages with affected stakeholders in relation to land access, heritage protection, exploration activities and project development, and seeks to support regional suppliers where practicable. In circumstances where the Scheme does not proceed, Carnaby intends to continue its stakeholder engagement as the Greater Duchess Project progresses, with a focus on transparent communication, early identification of concerns and maintaining positive long-term relationships.

(d) **Governance**

The Carnaby Board has established a number of practices and policies to ensure that the above intentions are met and that Carnaby Shareholders are fully informed about the affairs of the Company, including adopting the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations where the Carnaby Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices.

Where, after due consideration, Carnaby's corporate governance practices depart from a recommendation, the Carnaby Board has disclosed the reasons for the departure in its Corporate Governance Statement for the financial year ended 30 June 2026, a copy of which can be found in Carnaby's Appendix 4G dated 3 September 2026.

Carnaby's corporate governance policies, including its code of conduct, risk management policy and diversity policy, are available on its website at www.carnabyresources.com.au.

4.6 Directors and senior management of Carnaby

(a) **Directors**

The Directors of Carnaby as at the date of this Scheme Booklet are as follows:

Peter Bowler – Non-Executive Chairman

Mr Bowler was appointed to the Carnaby Board on 23 April 2019. Mr Bowler holds a Diploma of Farm Management (Honours). He was previously the founding Managing Director of Beadell Resources Limited from 2007 to 2015 and, prior to that, Managing Director of Agincourt Resources Limited from 2003 to 2007. Under his leadership, those companies grew to peak market capitalisations of approximately $800 million and $500 million respectively. Mr Bowler holds no other current directorships of listed companies and has held no other listed company directorships in the last three years.

Robert Watkins – Managing Director

Mr Watkins was appointed to the Carnaby Board on 23 April 2019. Mr Watkins holds a Bachelor of Science (Honours) and is a Member of the Australasian Institute of Mining and Metallurgy. He is a geologist with over 20 years of exploration experience and a track record of exploration success in Australia and overseas. He was previously a founding Executive Director of Beadell Resources Limited and, prior to that, Exploration Manager of Agincourt Resources Limited. Mr Watkins holds no other current directorships of listed companies and has held no other listed company directorships in the last three years.

Gregory Barrett – Non-Executive Director

Mr Barrett was appointed to the Carnaby Board on 12 March 2020. Mr Barrett holds a Bachelor of Commerce and is a Chartered Accountant. He has over 30 years of experience as a corporate and finance professional, primarily within the mining industry, and has previously served as the Chief Financial Officer of several ASX-listed companies with operating gold mines in Australia and abroad. Mr Barrett holds no other current directorships of listed companies and has held no other listed company directorships in the last three years.

Paul Payne – Non-Executive Director

Mr Payne holds a Bachelor of Applied Science, a Graduate Diploma in Mineral Economics and a Graduate Certificate in Geostatistics and is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Payne is the principal of PayneGeo and has over 30 years of experience in the mining industry, including over ten years of independent consulting across a range of commodities and jurisdictions. His principal area of expertise is the assessment and evaluation of mineral projects, from due diligence reviews to resource estimation and evaluation. Mr Payne has also held a number of corporate roles, including as Managing Director, Technical Director and Non-Executive Director of ASX-listed companies. Mr Payne was a director of Essential Metals Limited until 6 November 2023.

(b) **Carnaby senior management**

The senior management personnel of Carnaby as at the date of this Scheme Booklet are as follows:

(i) Michael Breen – General Manager | Project Development;

(ii) Paul Tan – Exploration Manager; and

(iii) Steven Bowler – Company Secretary.

4.7 Interests of Carnaby Directors in Carnaby Securities

As at the date of this Scheme Booklet, the Relevant Interests of each of the Carnaby Directors in Carnaby Securities is set out below:

Director	Carnaby Shares	Carnaby Options	Percentage interest in Carnaby Shares (undiluted basis)[5]
Peter Bowler[1]	6,483,871	300,000	2.35%
Robert Watkins[2]	6,666,999	880,000	2.41%
Gregory Barrett[3]	6,328,289	300,000	2.29%

Director	Carnaby Shares	Carnaby Options	Percentage interest in Carnaby Shares (undiluted basis)[5]
Paul Payne[4]	797,581	300,000	0.29%
Total	**20,276,740**	**1,780,000**	**7.34%**

Notes:

1. Held by Braidwood Investments (WA) Pty Ltd, of which Mr Bowler is a director and beneficiary.
2. Held by Cosmo Holdings (WA) Pty Ltd <The Watkins Family A/C>, of which Mr Watkins is a director and beneficiary.
3. Held by Hookipa Pty Ltd <G Barrett Family A/C>, of which Mr Barrett is a director and beneficiary.
4. Held by Payne Geological Services Pty Ltd <Payne Super Fund A/C>, of which Mr Payne is a director and beneficiary.
5. Percentage interests are calculated by reference to 276,119,864 Carnaby Shares on issue as at the Last Practicable Date and exclude the Subscription Shares to be issued to Glencore after the Effective Date.

Further information about the interests of the Carnaby Directors in Carnaby Securities and the treatment of the Carnaby Options held by them is set out in Sections 3.4 and 3.8.

No Carnaby Director has acquired or disposed of a Relevant Interest in any Carnaby Shares in the four-month period ending on the date immediately before the date of this Scheme Booklet.

4.8 Interests of Carnaby Directors in Evolution securities

As at the date of this Scheme Booklet, none of the Carnaby Directors has a Relevant Interest in any Evolution securities.

4.9 Recent Carnaby Share price history

The last recorded trading price of Carnaby Shares immediately before the Announcement Date was $0.48 on 24 July 2026.

The closing price of Carnaby Shares on the ASX on 16 September 2026, being the Last Practicable Date, was $0.89.

During the three-month period up to and including the Last Practicable Date, the highest and lowest recorded closing sale prices of Carnaby Shares on ASX were, respectively, $1.04 on 26 August 2026 and $0.48 on 24 July 2026.

Set out below is the VWAP of Carnaby Shares for various periods up to and including the Last Practicable Date:

	10 Days	20 Days	30 Days	90 Days
VWAP (A$)	0.94	0.98	0.94	0.78

The current price of Carnaby Shares on ASX can be obtained from the ASX website at www.asx.com.au.

4.10 Dividend history of Carnaby

Carnaby has not previously paid and does not currently pay dividends.

4.11 Financial profile of Carnaby

(a) Historical financial information

This Section 4.11 contains financial information relating to Carnaby extracted from the audited financial statements of Carnaby for the years ended 30 June 2024, 30 June 2025 and 30 June 2026.

The historical financial information of Carnaby contained in this Section 4.11 is a summary only and has been prepared and extracted for the purposes of this Scheme Booklet only.

The historical financial information of Carnaby presented in this Section 4.11 is in an abbreviated form and does not contain all the disclosures, presentations, statements or comparatives that are usually provided in an annual report prepared in accordance with the Corporations Act. Carnaby considers that for the purposes of this Scheme Booklet the historical financial information presented in an abbreviated form is more meaningful to Carnaby Shareholders.

The historical financial information of Carnaby presented in this Scheme Booklet has been prepared in accordance with the recognition and measurement principles contained in the Australian Accounting Standards and is presented on a standalone basis, and accordingly, does not reflect any impact of the implementation of the Scheme (or the transactions contemplated by it).

Further details about Carnaby's historical financial performance can be found in Carnaby's financial statements for the financial years ended 30 June 2024 (which are included in the Annual Report in respect of that financial year, which Carnaby released to ASX on 19 September 2024), 30 June 2025 (which are included in the Annual Report in respect of that financial year, which Carnaby released to ASX on 26 September 2025) and 30 June 2026 (which are included in the Annual Report in respect of that financial year, which Carnaby released to ASX on 3 September 2026). Copies of these documents can be obtained, free of charge, from ASX's website at www.asx.com.au or from Carnaby's website at www.carnabyresources.com.au.

(b) Historical consolidated statement of financial position for full year ended 30 June 2024, 30 June 2025 and 30 June 2026

	June 2026 $	June 2025 $	June 2024 $
Assets			
Cash and cash equivalents	9,391,670	11,957,006	10,296,535
Other financial assets	15,000	15,000	15,000
Prepayments	95,106	80,782	196,973
Other receivables	258,446	680,372	334,443
Other current assets	520,000	3,800,000	-
Total current assets	**10,280,222**	**16,533,160**	**10,842,951**
Other receivables	61,463	1,371,032	400
Other financial assets	1,357,432	42,312	477,274
Exploration and evaluation assets	35,607,846	28,233,552	18,282,973
Property, plant and equipment	118,902	134,280	180,547
Right of use assets	71,489	19,635	66,758
Total non-current assets	**37,217,132**	**29,800,811**	**19,007,952**
Total assets	**47,497,354**	**46,333,971**	**29,850,903**
Liabilities			
Trade and other payables	1,409,055	8,426,814	2,377,589
Lease liabilities	50,551	18,698	46,903
Employee benefits	217,628	165,597	134,816
Total current liabilities	**1,677,234**	**8,611,109**	**2,559,308**
Lease liabilities non-current	22,413	-	18,698
Employee benefits non-current	84,875	42,996	21,557
Provisions	1,383,682	1,385,632	474,814
Total non-current liabilities	**1,490,970**	**1,428,628**	**515,069**
Total liabilities	**3,168,204**	**10,039,737**	**3,074,377**
Net assets	**44,329,150**	**36,294,234**	**26,776,526**
Equity			
Share capital	98,227,983	80,866,996	64,204,790
Reserves	4,287,935	4,086,867	3,836,804
Accumulated losses	(58,186,768)	(48,659,629)	(41,265,068)
Total equity	**44,329,150**	**36,294,234**	**26,776,526**

(c) Historical consolidated statement of profit or loss and other comprehensive income for full year ended 30 June 2024, 30 June 2025 and 30 June 2026

	June 2026 $	June 2025 $	June 2024 $
Interest received	456,243	534,840	832,265
Other income	345,766	417,027	-
Administrative expenses	(1,219,316)	(989,321)	(1,583,070)
Project exploration and evaluation expenses	(8,867,612)	(7,098,911)	(10,603,475)
Share based payment expense	(201,068)	(250,063)	(715,487)
Results from operating activities	**(9,485,987)**	**(7,386,428)**	**(12,069,767)**
Finance expense	(41,152)	(8,133)	(16,577)
Net finance expense	**(41,152)**	**(8,133)**	**(16,577)**
Loss for the year before income tax	**(9,527,139)**	**(7,394,561)**	**(12,086,344)**
Income tax benefit/(expense)	-	-	-
Total comprehensive loss for the year	**(9,527,139)**	**(7,394,561)**	**(12,086,344)**
Loss attributable to ordinary shareholders	**(9,527,139)**	**(7,394,561)**	**(12,086,344)**
Earnings per share			
Basic loss per share $	(0.037)	(0.037)	(0.074)
Diluted loss per share $	(0.037)	(0.037)	(0.074)

(d) Material changes to financial position and performance

(i) In the opinion of the Carnaby Directors, there has been no other matter or event of a material or unusual nature that has arisen that has significantly affected the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future financial years, other than as otherwise disclosed in the financial statements and subsequent announcements on ASX. To the knowledge of the Carnaby Board, and except as disclosed elsewhere in this Scheme Booklet or as otherwise disclosed to the ASX by Carnaby, the financial position of Carnaby has not materially changed since 30 June 2026.

(ii) The Carnaby financial report for the year ended 30 June 2026 is available on the ASX's website at www.asx.com.au under ASX code 'CNB' or on Carnaby's website at www.carnabyresources.com.au.

(e) Forecast Financial Information

Carnaby has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information. Carnaby has concluded that, as at the date of this Scheme Booklet, it would be misleading to provide forecast financial information, as a reasonable basis does not exist for providing financial forecasts that would be sufficiently meaningful and reliable as required by applicable law, policy and market practice.

4.12 Carnaby issued capital

(a) Carnaby issued securities

(i) As at the date of this Scheme Booklet, the capital structure of Carnaby comprises the following securities:

Type of security	Number on issue
Carnaby Shares	276,119,864
Carnaby Options	5,520,000
Terms of Carnaby Options	**Number on issue**
Options expiring 24 November 2026, exercise price $0.95	1,200,000
Options expiring 19 September 2027, exercise price $1.10	2,520,000
Options expiring 15 December 2029, exercise price $0.59	1,500,000
Options expiring 22 April 2030, exercise price $0.70	300,000
Total Carnaby Options	**5,520,000**

It is a Condition that Carnaby enters into Option Cancellation Deeds with all Carnaby Optionholders, under which those holders agree to cancel their Carnaby Options in exchange for the Option Consideration to be paid or funded by Evolution. Refer to Sections 3.8 and 3.10(b) for further information about the treatment of Carnaby Options in connection with the Scheme.

(b) Substantial Shareholders

Based on publicly available information, as at the Last Practicable Date, the Carnaby Shareholders who have a substantial holding (within the meaning of the Corporations Act) in Carnaby are as follows:

Name	Number of Carnaby Shares	Percentage shareholding
Evolution Mining Limited	37,878,788	13.72%

The information set out in the table above was notified to Carnaby by a substantial holder filing released to ASX prior to the Last Practicable Date. Information regarding substantial holdings that arise, change or cease after the date of the substantial holding notices disclosed to Company, or in respect of which the relevant announcement is not available on the ASX's website at www.asx.com.au, is not included above.

As set out in Section 3.7, in addition to the Carnaby Shares on issue set out above, Carnaby has agreed to issue 28,572,245 Subscription Shares to Glencore (or its nominees) under the Glencore Subscription Agreement on the Business Day immediately after the Effective Date.

If issued, the Subscription Shares will represent approximately 9.4% of the total Carnaby Shares on issue on a post-issue and undiluted basis, increasing Glencore's Relevant Interest in Carnaby Shares to approximately 12.9%. However, the Subscription Shares will be issued after the Scheme Meeting (and subsequent to the Scheme becoming Effective) and will therefore carry no right to vote at the Scheme Meeting, but will be issued before the Record Date and will accordingly participate in the Scheme.

As the Scheme Consideration is a fixed ratio of New Evolution Shares per Carnaby Share, the issue of the Subscription Shares does not reduce the Scheme Consideration to be received by other Scheme Shareholders, but it does increase the total number of New Evolution Shares to be issued under the Scheme.

Refer to Section 3.7 for further information.

(c) **Employee incentive arrangements**

Carnaby has adopted an employee incentive securities plan titled "Employee Incentive Securities Plan" which was approved by Carnaby Shareholders on 24 November 2022 and last renewed at Carnaby's annual general meeting held on 25 November 2025 (for the purposes of ASX Listing Rule 7.2, Exception 13(b)).

Under the Employee Incentive Securities Plan, Carnaby may grant options and other incentive securities to eligible employees, including Directors and consultants.

As at the date of this Scheme Booklet, the only incentive securities on issue are the 5,520,000 Carnaby Options described in Section 4.12 above. Refer to Sections 3.8 and 3.10(b) for further information about the treatment of Carnaby Options in connection with the Scheme.

4.13 Carnaby Directors' intentions for the business

The Corporations Regulations require a statement by the Carnaby Directors of their intentions regarding Carnaby's business.

If the Scheme is implemented, Carnaby will become a wholly owned subsidiary of Evolution, and the Carnaby Board will be reconstituted in accordance with Evolution's instructions. Accordingly, it is not possible for the current Carnaby Directors to provide a statement of their intentions regarding:

(a) the continuation of the business of Carnaby, or how the existing business will be conducted;

(b) any major changes to be made to the business of Carnaby; or

(c) the future employment of the present employees of Carnaby.

Carnaby Shareholders should refer to Section 6 for Evolution's intentions in respect of Carnaby and the Merged Group.

If the Scheme is not implemented, the current intention of the Carnaby Board is that Carnaby will continue to operate in the ordinary course of business, including by continuing to progress the development of, and exploration at, the Greater Duchess Copper Gold Project. Further, Carnaby will immediately evaluate its working capital requirements to determine an appropriate level of funding to continue to advance exploration and development activities at the Greater Duchess Copper Gold Project. In this scenario, Carnaby is expected to require additional funding.

4.14 Risk factors

For a summary of the risks associated with the Scheme, refer to Section 7. In particular, Section 7.5 outlines a summary of certain risks to Carnaby Shareholders if the Scheme does not proceed.

4.15 Material Litigation

As at the date of this Scheme Booklet, the Carnaby Group is not currently subject to any material legal disputes and is not party to any material litigation proceedings.

4.16 Publicly available information about Carnaby

As a company listed on ASX and a 'disclosing entity' for the purposes of the Corporations Act, Carnaby is subject to periodic and continuous disclosure and reporting obligations under the Corporations Act and the ASX Listing Rules. Broadly, these require Carnaby to announce to ASX immediately, upon becoming aware of the information, any information concerning Carnaby that a reasonable person would expect to have a material effect on the price or value of Carnaby Securities, subject to certain exceptions for confidential information.

Copies of Carnaby's announcements are available free of charge from Carnaby's website at www.carnabyresources.com.au and from the ASX website at www.asx.com.au. Further announcements concerning developments at Carnaby may be made and published on those websites after the date of this Scheme Booklet.

ASIC also maintains a record of documents lodged with it by Carnaby which can be obtained using services provided by ASIC, information in respect of which can be found on the ASIC website at www.asic.gov.au. Please note, ASIC may charge a fee in respect of such services.

5. Information about Evolution

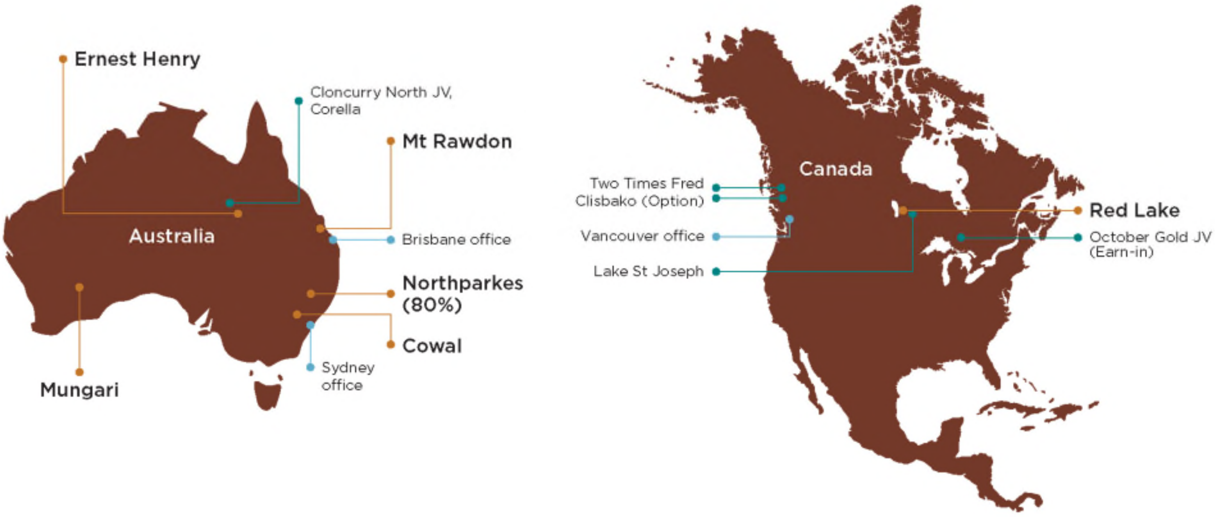
This Section 5 sets out information about Evolution Mining Limited (ASX: EVN) (**Evolution**) as at the Last Practicable Date (unless otherwise stated) and is Evolution Information. Additional information is included in the Independent Expert's Report set out in Annexure A to this Scheme Booklet.

The information set out in this Section was prepared by Evolution, and Evolution is responsible for its content.

5.1 Overview of Evolution

Evolution is an S&P/ASX 50 gold and copper producer, that is expected to produce between 660 – 730 koz of gold and 63 – 70 kt of copper in FY27 from five operating mines across Australia and Canada.[54] Evolution is the second largest Australian gold miner on the ASX by market capitalisation, with a market capitalisation of approximately $27.1 billion as at the close of trading on the Last Practicable Date.

Evolution operates six mines, comprising five wholly owned mines - Cowal in New South Wales, Ernest Henry and Mt Rawdon in Queensland, Mungari in Western Australia, and Red Lake in Ontario, Canada, and an 80% share in Northparkes in New South Wales. Evolution also holds exploration projects across both Australia and Canada.



Further information about Evolution's key assets and business is set out in Section 5.4.

5.2 History

Evolution was formed on 2 November 2011 through the merger of Catalpa Resources Limited and Conquest Mining Limited, and the concurrent purchase of Newcrest Mining Limited's interests in the Cracow and Mt Rawdon Gold Mines in Queensland.

Since its formation, Evolution has transformed from a four-asset producer generating approximately 280koz Au in FY2012, into a global scale gold and copper producer. FY26 production figures consisted of 715koz of gold and 66kt of copper. Evolution's current portfolio has been built through a combination of organic growth and strategic M&A activity, including seven major acquisitions and four asset divestments since 2011.

[54] Evolution currently operates six mines (Cowal and Northparkes in New South Wales, Ernest Henry and Mt Rawdon in Queensland, Mungari in Western Australia, and Red Lake in Ontario, Canada), however Mt Rawdon is reaching the end of its mine life and no guidance has been given in relation to this asset.

5.3 Strategy

Evolution seeks to create a business that prospers through the cycle, delivering long-term stakeholder value through low-cost production in a safe, environmentally and socially responsible way.

Evolution aspires to build a portfolio of up to eight assets in Tier 1 jurisdictions that generate superior returns for its shareholders. Evolution seeks to identify and acquire assets with significant mineral endowment and then unlock value through targeted exploration, drilling programs and technical studies.

To create a business that prospers through the cycle, Evolution:

- **Integrates sustainability** into everything it does;
- **Drives a high-performing culture** with values and reputation as non-negotiables;
- **Takes appropriate** geological, operational and financial risks;
- **Seeks to build a portfolio of up to eight assets in Tier 1 jurisdictions** generating superior returns; and
- **Applies financial discipline** centred around margin and appropriate capital returns.

Evolution's values underpin its strategy and guide decision making and behaviour across the business. These values are:

- **Safety.** Think before we act, every job, every day.
- **Excellence.** We take pride in our work, deliver our best and always strive to improve.
- **Accountability.** It is my responsibility. I own it – good or bad.
- **Respect.** We trust each other, act honestly and consider each other's opinion.

5.4 Key assets and operations

Evolution owns and operates a portfolio of six high-quality gold and copper assets, in highly prospective geological settings. These comprise five wholly owned mines - Cowal in New South Wales, Ernest Henry and Mt Rawdon in Queensland, Mungari in Western Australia, and Red Lake in Ontario, Canada, and an 80% share in Northparkes in New South Wales. Evolution also holds exploration projects across both Australia and North America. Evolution's portfolio includes copper-gold operations, Ernest Henry and Northparkes, supporting copper production alongside its gold production.

(a) Cowal Gold Operations

The Cowal operation is a high-quality open pit and underground gold mine. Cowal has been operated by Evolution since 2015 and is a cornerstone asset for the company. The mine has a permitted life to 2042, following a Board FID in 2025 to support the continuation of open pit mining and the development of additional open pits via the Cowal Open Pit Continuation (**OPC**) Project. The OPC Project continues to progress as planned, on time and budget with the first of the four OPC adjacent satellite open pits, E46, commencing operations during the June FY26 quarter.

The site encompasses a large tenement package and a workforce of ~1,200, including around 480 employees. The underground mine reached commercial production in 2024 and has since ramped up to produce ~2.4Mt in FY26, while the open pit produced ~5Mt in FY26. The processing plant is permitted to process up to 9.8Mt per annum.

Cowal's favourable geological profile, as well as the team's strong community engagement and strategic investment decisions, has positioned it as one of Australia's most significant gold mining operations.

FY26 production at Cowal consisted of 297koz gold at an AISC of A$2,253/oz.

(b) **Mungari Operations**

Evolution's Mungari Operations is a major open pit and underground gold mining and processing hub located approximately 600km east of Perth and 20km west of Kalgoorlie in Western Australia with an ~1,290-strong workforce.

Owned by Evolution since 2015, Mungari has grown into a cornerstone asset via acquisitions, expansion and exploration success. It has a current mine life extending to at least 2038. The operation includes multiple deposits across a large tenement package in Western Australia's rich goldfields.

A key milestone for Mungari was the successful completion of its mill expansion project which commenced FY24, which more than doubled processing capacity from 2Mt to 4.2Mt per annum. Delivered ahead of schedule and under budget, the expansion has positioned Mungari for long-term operational success. The new mill was completed during FY26, increasing nominal mill throughput to 4.2mtpa.

FY26 production at Mungari consisted of 186koz gold at an AISC of A$2,249/oz.

(c) **Ernest Henry Operations**

Ernest Henry Operations is a large-scale copper-gold-silver operation. The site began as an open pit operation in 1997 and transitioned to underground mining in 2011. Evolution initially acquired an economic interest in Ernest Henry in 2016 and secured full ownership in 2022.

Today, the mine uses a low-cost and highly efficient sub-level caving method that has proven effective in extracting ore from deep underground. With a life of mine until at least 2040 and substantial production capacity, Ernest Henry is a long-life asset with significant growth potential.

In February 2026, the Evolution Board approved the development of the Bert deposit at Ernest Henry. Bert represents an incremental addition to the existing operations at Ernest Henry, unlocking latent processing capacity, enhancing mine plan flexibility and delivering value without materially increasing site footprint or operational risk to the main cave. Bert has an estimated mine life of approximately seven years, with first production scheduled in FY29.

Evolution has delivered significant growth in Mineral Resources and Ore Reserves at the operation. There remain significant opportunities for growth both beyond the current interpreted mineralisation domain with the main orebody remaining open at depth, and a large-scale regional exploration package located around Ernest Henry.

FY26 production at Ernest Henry consisted of 55koz gold and 38kt Cu at an AISC of A$(2,975)/oz.

(d) **Northparkes Operations**

Northparkes Operations is a well-established copper-gold mine located 27km north-west of Parkes, in Central West New South Wales, Australia. Evolution acquired an

80% interest in Northparkes in December 2023, entering into a longstanding joint venture with Sumitomo Group (20%). Evolution is the operator of the Northparkes Operations.

The mine has been in operation since 1993 and was the first to use the block cave mining method in Australia. Today, the operations include underground block caving, sub-level caving and open pit mining – undertaken by a ~630-strong workforce. The onsite processing plant produces a copper-gold-silver concentrate that is trucked and railed to the Port of Newcastle before being shipped to international customers.

It is favourably located close to well-capitalised infrastructure and has multiple concentrated mining options, with five deposits within a 2km radius. Evolution's organic growth opportunities position Northparkes as an operation with long-term growth potential.

Growth projects include the Evolution Board-approved development of the E22 block cave, which will enable a long-life, ~6Mtpa underground operation with first ore expected to be produced from the end of FY30. The Northparkes Coarse Particle Flotation Project and Expansion Study are also ongoing, aimed at improving copper recoveries and evaluating an increase in processing capacity to 10Mtpa or more.

FY26 production at Northparkes consisted of 27koz gold and 28kt copper at an AISC of A$(8,314)/oz.

(e) **Red Lake Operations**

Red Lake Operations is a high-grade underground gold mine located in Northwestern Ontario, Canada. The mine is part of one of North America's prolific gold-producing regions. Evolution acquired Red Lake in 2020, marking Evolution's first major expansion into North America. The site includes multiple historical mining areas with outstanding exploration potential.

Since acquisition, Evolution has launched a comprehensive operational transformation plan aimed at restoring Red Lake to a premier Canadian gold mine.

Red Lake’s strategic importance is underscored by its exceptional geology, high-grade ore bodies, and long-term growth potential. Evolution continues to invest in exploration across the region, aiming to unlock further value and extend the life of the operation.

FY26 production at Red Lake consisted of 127koz gold at an AISC of A$2,757/oz.

(f) **Mt Rawdon Operations**

Mt Rawdon is an open pit gold mine situated 75km south-west of Bundaberg, Queensland, owned and operated by Evolution since 2011. Mining operations concluded in FY25, marking the end of active extraction after 25 years. Since then, the site has transitioned to processing existing low-grade stockpiles, which is expected to be completed in the September 2026 quarter. The Queensland Government had been assessing the potential development of a pumped hydro project at Mt Rawdon. At the end of June 2026, Evolution received confirmation from the Queensland Investment Corporation (QIC), on behalf of the Queensland Government, that the Mt Rawdon Pumped Hydro Project will not be prioritised by the Queensland Government. This decision does not have additional financial implications and has minimal impact on Evolution’s options for Mt Rawdon.

FY26 production at Mt Rawdon consisted of 22koz gold at an AISC of A$5,297/oz.

5.5 Recent financial and operating performance

Evolution has performed strongly financially and operationally over the last three years, achieving significant growth in earnings and stable production, and achieving reliable delivery across the portfolio.

In FY26 the company produced 715koz of gold and 66kt of copper at a sector-leading AISC of $1,717/oz, building on improved consistent performance and meeting production and cost guidance.

Between FY24 and FY26, Evolution's gold production has remained greater than 700koz, despite Mt Rawdon reaching end of life, and Group cash flow has increased by approximately 278%, with $1,389 million in FY26 achieved at a high margin of $1,958/oz.

Evolution's financial and operational performance FY24-26

Metric	Units	FY24	FY25	FY26
Gold produced	*koz*	717	751	715
Copper produced	*kt*	68	76	66
AISC[55]	*$/oz*	1,477	1,653	1,717
Revenue	*$m*	3,216	4,351	5,559
Underlying EBITDA	*$m*	1,513	2,207	3,171
Underlying profit after income tax	*$m*	482	958	1,563
Operating mine cash flow	*$m*	1,539	2,288	3,394
Net mine cash flow	*$m*	583	1,035	2,079
Group cash flow	*$m*	367	787	1,389

Evolution's financial position remains strong, maintaining a net cash position with a cash balance of $1,347 million at 30 June 2026, with no further gold or copper hedges in place. Evolution's FY27 growth program, with mine development at Northparkes (E22), Cowal (E42, E46) and Ernest Henry (Bert), fully funded and in alignment with Evolution's financial discipline strategy centred around margin and appropriate capital returns.

Evolution declared record FY26 interim and final dividends of 20 cents and 21 cents per Evolution Share (respectively), fully franked. The total dividend for FY26 is 41.0 cents per share, returning a total of $833 million to shareholders. Information about Evolution's dividend policy is set out in Section 5.22.

Evolution has an investment-grade balance sheet with net cash of $19 million as at 30 June 2026,[56] and cash and cash equivalents of $1,347 million as at 30 June 2026.

[55] FY24 AISC is shown for the Group's operations including Mt Rawdon. This basis differs from the comparative periods ended 30 June 2025 and 30 June 2026, which have both been stated to exclude Mt Rawdon for consistency with FY26 Annual Financial Report.

[56] Net cash is defined as cash and cash equivalents less external borrowings offset by derivative financial instruments (cash flow hedges).

Evolution's FY26 Production and Cost Summary[57]

Metric	Units	Cowal	Ernest Henry	Northparkes (80%)	Red Lake	Mungari[58]	Group (continuing operations)[59]	Group
Total ore mined	*kt*	7,382	5,223	4,212	893	4,991	22,701	
Total tonnes processed	*kt*	7,831	5,609	6,120	905	4,055	24,520	
Gold grade processed	*g/t*	1.36	0.41	0.20	4.91	1.87	1.07	
Copper grade processed	*%*	-	0.74	0.58	-	-	0.65	
Gold recovery	*%*	86.7	77.4	70.1	89.0	93.3	82.1	
Copper recovery	*%*	-	89.5	78.8	-	-	83.9	
Gold produced	***oz***	**297,029**	**55,060**	**27,299**	**127,158**	**186,115**	**692,661**	**714,728**
Silver produced	*oz*	256,051	174,713	240,261	8,857	24,800	704,681	765,694
Copper produced	***t***	**-**	**37,751**	**27,885**	**-**	**-**	**65,636**	**65,636**
Gold sold	***oz***	**292,572**	**54,604**	**25,416**	**128,916**	**185,815**	**687,324**	**709,541**
Achieved gold price	***$/oz***	**6,223**	**6,154**	**6,323**	**6,227**	**5,465**	**6,017**	**6,023**
Copper sold	*t*	-	37,398	29,592	-	-	66,990	66,990
Achieved copper price	*$/t*	-	17,943	18,187	-	-	18,052	18,051
C1 Cash Cost	***$/sold oz***	**1,892**	**(4,677)**	**(10,484)**	**2,364**	**1,605**	**914**	
AISC	***$/sold oz***	**2,253**	**(2,975)**	**(8,314)**	**2,757**	**2,249**	**1,717**	

Evolution generated record net mine cash flow for FY26 of $2,079 million, driven by strong operational performance and high gold and copper prices.

Evolution's key financial metrics

Metric	Units	FY26	FY25	Change	Change (%)
Revenue	*$m*	5,559	4,351	1,208	28%
EBITDA	*$m*	3,046	2,161	885	41%
Underlying EBITDA	*$m*	3,171	2,207	964	44%

[57] All metal production is reported as payable.
[58] All Mungari operating metrics are reported on a 100% basis with the exception of gold production and financials, which are reported as Evolution's attributable share.
[59] Continuing Operations" refers to Evolution's portfolio excluding Mt Rawdon, which ceased mining operations in FY25. Group metrics include Mt Rawdon unless otherwise stated.

Metric	Units	FY26	FY25	Change	Change (%)
Underlying profit after income tax	*$m*	1,563	958	605	63%
Operating mine cash flow	*$m*	3,394	2,288	1,106	48%
Net mine cash flow	*$m*	2,079	1,035	1,044	101%
Group cash flow	*$m*	1,389	787	602	76%
Cash and cash equivalents	*$m*	1,347	760	587	77%
Basic earnings per share	*cents*	72.84	46.49	26.35	57%

5.6 Mineral Resources and Ore Reserves

As at 31 December 2025, Evolution had a Mineral Resource of 31Moz of gold and 4.2Mt of copper and an Ore Reserve of 12Moz of gold and 1.3Mt of copper, as set out in the tables below.

Evolution's Group Mineral Resources Statement for contained gold as at 31 December 2025

Gold			Measured			Indicated			Inferred			Total Resources				December 2024 Resources		
Project	Type	Cut-off	Tonnes (Mt)	Gold grade (g/t)	Gold metal (moz)	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)	CP[4]	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)
Cowal	SP	0.3g/t Au	52	0.49	0.82	-	-	-	-	-	-	52	0.49	0.82	1	51	0.52	0.84
Cowal	OP	0.3g/t Au	-	-	-	200	0.77	4.9	47	0.72	1.1	240	0.76	6	1	190	0.83	5.2
Cowal	UG	1.4g/t	-	-	-	31	2.42	2.4	13	2.17	0.92	44	2.35	3.4	1	38	2.38	2.9
Cowal	**Total**		**52**	**0.49**	**0.82**	**230**	**0.99**	**7.3**	**60**	**1.04**	**2**	**340**	**0.92**	**10**		**280**	**0.98**	**8.9**
Ernest Henry	**Total**	**~0.7% Cu**	**31**	**0.79**	**0.8**	**49**	**0.79**	**1.2**	**25**	**0.76**	**0.6**	**100**	**0.78**	**2.6**	**2**	**110**	**0.77**	**2.8**
Mungari	SP		-	-	-	4.5	0.65	0.093	0.045	1.14	<0.01	4.5	0.65	0.095	3	3.7	0.64	0.077
Mungari	OP	0.25g/t Au	0.19	2.33	0.01	89	0.95	2.7	65	0.86	1.8	150	0.91	4.5	3	150	0.93	4.4
Mungari	UG	1.9 - 2.3g/t Au	1.9	5.22	0.31	7.8	4.87	1.2	7.6	4.24	1	17	4.63	2.6	3	19	4.45	2.6
Mungari[2]	**Total**		**2.1**	**4.96**	**0.33**	**100**	**1.24**	**4**	73	1.22	2.9	**180**	**1.27**	**7.2**		**170**	**1.31**	**7.2**
Red Lake	T	0.5g/t Au	-	-	-	12	1.17	0.46	5.6	0.74	0.13	18	1.04	0.6	4	2.5	1.74	0.14
Red Lake	UG	2.6 - 2.9g/t Au	-	-	-	27	4.78	4.2	15	4.59	2.2	43	4.71	6.5	4	44	4.96	7.0
Red Lake	**Total**		**-**	**-**	**-**	**40**	**3.67**	**4.7**	**21**	**3.55**	**2.4**	**61**	**3.63**	**7.1**	**5**	**47**	**4.79**	**7.2**
Mt Rawdon	**OP**	**Various**	**-**	**-**	**-**	**0.5**	**0.58**	**<0.01**	**-**	**-**	**-**	**0.5**	**0.58**	**<0.01**	**5**	**5.0**	**0.30**	**0.048**
Marsen	**OP**	**~0.2% Cu**	**-**	**-**	**-**	**93**	**0.3**	**0.9**	**4.2**	**0.16**	**0.022**	**97**	**0.3**	**0.92**	**1**	**120**	**0.27**	**1.1**
Northparkes	SP	Various	5.1	0.44	0.07	-	-	-	-	-	-	5.1	0.44	0.073	6	5.8	0.45	0.084
Northparkes	OP	Various	12	0.78	0.29	24	0.34	0.26	7.2	0.16	0.037	42	0.43	0.58	7	16	0.81	0.41
Northparkes	UG	Various	150	0.2	0.98	260	0.14	1.2	39	0.16	0.2	450	0.17	2.4	8	460	0.17	2.5
Northparkes[3]	**Total**		**170**	**0.25**	**1.3**	**290**	**0.16**	**1.5**	**47**	**0.16**	**0.24**	**500**	**0.19**	**3.1**		**480**	**0.19**	**3.0**
Total[1]			**250**	**0.41**	**3.3**	**800**	**0.76**	**20**	**230**	**1.1**	**8.1**	**1,300**	**0.75**	**31**		**1,200**	**0.77**	**30**

Notes:

1. All Mineral Resources are reported inclusive of Ore Reserves
2. Mungari Mineral Resource represent Evolution's interest
3. Northparkes Mineral Resource represents Evolution's interest
4. Mineral Resources Competent Persons (CP) notes refer to: 1. Ben Reid 2. Phillip Micale 3. Darren Hurst 4. Paul Boamah 5. Ben Young 6. Riek Muller 7. Krista Sutton 8. David Richards

Evolution's Group Ore Reserves Statement for contained gold as at 31 December 2025

Gold			Proved			Probable			Total Reserves				December 2024 Reserves		
Project	Type	Cut-off	Tonnes (Mt)	Gold grade (g/t)	Gold metal (moz)	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)	CP[3]	Tonnes (Mt)	Gold grade (g/t)	Gold Metal (Moz)
Cowal	SP	0.30g/t Au	44	0.52	0.73	2	0.37	0.024	46	0.51	0.75	1	43	0.53	0.74
Cowal	OP	0.30g/t Au	-	-	-	110	0.78	2.7	110	0.78	2.7	1	75	0.97	2.3
Cowal	UG	1.5 - 1.8g/t Au	-	-	-	26	2.02	1.7	26	2.02	1.7	2	20	2.20	1.4
Cowal	**Total**		**44**	**0.52**	**0.73**	**130**	**1.01**	**4.4**	**180**	**0.89**	**5.1**		**140**	**1.01**	**4.4**
Ernest Henry	**UG**	**0.75 - 0.8% CuEq**	**27**	**0.65**	**0.57**	**46**	**0.35**	**0.51**	**73**	**0.46**	**1.1**	**3**	**78**	**0.46**	**1.2**
Mungari	SP	Various	-	-	-	4	0.67	0.086	4	0.67	0.086	4	3.7	0.62	0.074
Mungari	OP	0.40 - 0.55 g/t Au	-	-	-	38	1.07	1.3	38	1.07	1.3	4	43	1.04	1.4
Mungari	UG	2.20 - 2.65g/t Au	0.57	3.87	0.071	4.4	4.26	0.6	5	4.21	0.67	4	4.2	4.54	0.61
Mungari[1]	**Total**		**0.57**	**3.87**	**0.071**	**47**	**1.33**	**2**	**47**	**1.36**	**2.1**		**51**	**1.30**	**2.1**
Red Lake	T		-	-	-	6.8	1.31	0.29	6.8	1.31	0.29	5	1.3	1.60	0.068
Red Lake	UG	3.2 - 3.5g/t Au	-	-	-	11	4.57	1.7	11	4.57	1.7	6	13	4.46	1.9
Red Lake	**Total**		**-**	**-**	**-**	**18**	**3.35**	**2**	**18**	**3.35**	**2**		**14**	**4.20**	**2.0**
Mt Rawdon	**OP**	**Various**	**-**	**-**	**-**	**0.5**	**0.58**	**<0.01**	**0.5**	**0.58**	**<0.01**	**7**	**0.98**	**0.4**	**0.015**
Marsen	**OP**	**0.3% Cu**	**-**	**-**	**-**	**68**	**0.36**	**0.79**	**68**	**0.36**	**0.79**	**8**	**65**	**0.39**	**0.82**
Northparkes	SP	Various	2.8	0.17	0.015	-	-	-	2.8	0.17	0.015	9	3.5	0.24	0.028
Northparkes	OP	0.25% CuEq	4	0.25	0.032	3.3	0.21	0.023	7.3	0.23	0.055	10	5.8	0.36	0.066
Northparkes	UG	0.32 - 0.58% CuEq	1.8	0.33	0.019	67	0.28	0.6	69	0.28	0.62	9,11	72	0.27	0.63
Northparkes[2]	**Total**		**8.7**	**0.24**	**0.067**	**71**	**0.28**	**0.63**	**79**	**0.27**	**0.69**		**81**	**0.28**	**0.73**
Total			**81**	**0.56**	**1.4**	**380**	**0.83**	**10**	**460**	**0.79**	**12**		**430**	**0.82**	**11**

Notes:

1. Mungari Ore Reserve represent Evolution's interest
2. Northparkes Ore Reserve represent Evolution's interest
3. Ore Reserves Competent Persons (CP) notes refer to: 1. Ethan Robins 2. Peter Nichols 3. Michael Corbett 4. Ryan Bettcher 5. Ross Garling 6. Jack Carswell 7. Ben Young 8. Glen Williamson 9. Riek Muller 10. Sam Ervin 11. Sarah Webster

Evolution's Group Mineral Resources Statement for contained copper as at 31 December 2025

Copper			Measured			Indicated			Inferred			Total Resources				December 2024 Resources		
Project	Type	Cut-off	Tonnes (Mt)	Copper grade (%)	Copper metal (kt)	Tonnes (Mt)	Copper grade (%)	Copper metal (kt)	Tonnes (Mt)	Copper grade (%)	Copper metal (kt)	Tonnes (Mt)	Copper grade (%)	Copper metal (kt)	CP[3]	Tonnes (Mt)	Copper grade (%)	Copper metal (kt)
Ernest Henry	**UG**	**~0.7% Cu**	**31**	**1.34**	**420**	**49**	**1.24**	**610**	**25**	**1.13**	**280**	**100**	**1.25**	**1,300**	**1**	**110**	**1.26**	**1,400**
Marsden	**OP**	**~0.2% Cu**	**-**	**-**	**-**	**93**	**0.5**	**460**	**4.2**	**0.42**	**18**	**97**	**0.49**	**480**	**2**	**120**	**0.46**	**560**
Northparkes	SP	Various	5.1	0.33	17	-	-	-	-	-	-	5.1	0.33	17	**3**	5.8	0.33	19
Northparkes	OP	Various	12	0.16	18	24	0.22	52	7.2	0.26	19	42	0.21	89	**4**	16	0.21	33
Northparkes	UG	Various	150	0.56	840	260	0.5	1,300	30	0.47	180	450	0.52	2,300	**5**	460	0.52	2,400
Northparkes[1]	**Total**		**170**	**0.53**	**880**	**290**	**0.48**	**1,400**	**47**	**0.43**	**200**	**500**	**0.49**	**2,500**		**480**	**0.51**	**2,400**
Total			**200**	**0.65**	**1,300**	**430**	**0.57**	**2,400**	**75**	**0.66**	**500**	**700**	**0.60**	**4,200**		**720**	**0.61**	**4,400**

Notes:

1. Northparkes Mineral Resource represents Evolution's interest
2. Mineral Resources are reported inclusive of Ore Reserves
3. Mineral Resources Competent Persons (CP) notes refer to: 1. Phillip Micale 2. Ben Reid 3. Riek Muller 4. Krista Sutton 5. David Richards

Evolution's Group Ore Reserves Statement for contained copper as at 31 December 2025

Copper			Proved			Probable			Total Reserves				December 2024 Reserves		
Project	Type	Cut-off	Tonnes (Mt)	Copper grade (g/t)	Copper metal (kt)	Tonnes (Mt)	Copper grade (g/t)	Copper metal (kt)	Tonnes (Mt)	Copper grade (g/t)	Copper metal (kt)	CP[2]	Tonnes (Mt)	Copper grade (g/t)	Copper metal (kt)
Ernest Henry	**UG**	**0.75 - 0.8% CuEq**	**27**	**1.07**	**290**	**46**	**0.56**	**260**	**73**	**0.75**	**550**	**1**	**78**	**0.76**	**600**
Marsden	**OP**	**0.3% Cu**	**-**	**-**	**-**	**68**	**0.56**	**380**	**68**	**0.56**	**380**	**2**	**65**	**0.57**	**370**
Northparkes	SP	Various	2.8	0.29	8.2	-	-	-	2.8	0.29	8.2	3	3.5	0.30	11
Northparkes	OP	0.25% CuEq	4	0.37	15	3.3	0.3	10	7.3	0.34	25	4	5.8	0.36	21
Northparkes	UG	0.32 - 0.58% CuEq	1.8	0.59	11	67	0.53	360	69	0.53	370	3,5	72	0.55	390
Northparkes[1]	**Total**		**8.7**	**0.39**	**34**	**71**	**0.52**	**370**	**79**	**0.51**	**400**		**81**	**0.52**	**420**
Total			**36**	**0.91**	**330**	**180**	**0.55**	**1,000**	**220**	**0.61**	**1,300**		**220**	**0.62**	**1,400**

Notes:

1. Northparkes Ore Reserve represents Evolution's interest
2. Ore Reserves Competent Persons (CP) notes refer to: 1. Michael Corbett 2. Glen Williamson 3. Riek Muller 4. Sam Ervin 5. Sarah Webster

5.7 FY27 production and cost guidance

Evolution expects to produce 660-730koz of gold in FY27 at an AISC of A$1,795-1,995/oz.

Evolution's Production and AISC Guidance

FY27 Guidance	Gold Production (koz)	Copper Production (kt)	AISC (A$/oz)
Group	660 - 730	63 - 70	1,795 - 1,995
Cowal	285 - 305	-	2,200 - 2,400
Ernest Henry	50 - 60	40 - 43	(3,700) - (3,500)
Northparkes	20 - 25	23 - 27	(7,500) - (7,300)
Mungari	185 - 205	-	2,500 - 2,650
Red Lake	120 - 135	-	3,100 – 3,300
Corporate	-	-	170 – 190

5.8 Environmental, Social and Governance

Overview

At Evolution, sustainability is integrated into everything the company does. Evolution's sustainability efforts aim to deliver long-term stakeholder value through safe, reliable, low-cost production in an environmentally and socially responsible way. These efforts are supported by an integrated approach that focuses on informed risk-based decision-making, proactive risk management and continuous improvement.

Evolution's sustainability strategy is guided by nine sustainability principles that align with United Nations Sustainable Development Goals (UNSDGs) and governed by an Integrated Risk Management Framework, Sustainability and Strategic Planning Policy and Sustainability and Strategic Planning Standards (in principle aligned with ISO 31000). Implementation of the strategy strives for continuous improvement through a disciplined approach to risk and operational management including health, safety, wellbeing, climate-related, environmental, and social licence to operate risks. This is strengthened by active community, First Nations and broader stakeholder engagement. Governance frameworks and assurance programs that support Evolution's improvement and adaptability in a changing external environment. Transparent disclosures and shared stories ensure impacts and actions of Evolution are understood internally and externally. At the centre of the sustainability strategy is people – leaders are visible and people feel engaged, fit and capable to be their best.

Sustainability governance and performance is detailed in a comprehensive suite of annual reports aligned with regulatory and voluntary environmental, social and governance (ESG) reporting frameworks (such as the Australian Accounting Standards Board's Australian Sustainability Reporting Standards *S2 Climate-related Disclosures* (AASB S2), Global Reporting Initiative (GRI), United Nations Global Compact (UNGC), Church of England tailings dam reporting framework, and elements of the International Financial Reporting Standards (IFRS) S1 and S2 and Taskforce on Nature-Related Financial Disclosure (TNFD)). Reports include the Climate Report (*Corporations Act 2001* mandatory sustainability report), Sustainability Report (voluntary), ESG Performance Data, Modern Slavery Statement and Tailings Dam Management Disclosure, and are published on Evolution's website at www.evolutionmining.com.

Evolution is on track to meet its commitment to reduce operational emissions, having achieved an approximately 19% reduction in total Scope 1 and Scope 2 emissions (using the market-based method) against its FY20 baseline as at the end of FY26. Total Scope 1 and Scope 2 emissions were reduced to 741,336 tCO_2-e in FY26, compared with 919,167 tCO_2-e in FY20.

The methodologies used to calculate Evolution's Scope 1 and Scope 2 emissions are aligned with the National Greenhouse and Energy Reporting (NGER) scheme and the GHG Protocol. Scope 1 and Scope 2 emissions disclosed in Evolution's FY26 Climate Report and the relevant emissions data is reported annually to the Clean Energy Regulator. For more information in relation to Evolution's sustainability targets, please refer to the FY26 Climate Report which is available on Evolution's website at www.evolutionmining.com.

Health and Safety

Core to Evolution's approach to sustainability is a holistic and iterative risk management process focused on continuous improvement. This approach is underpinned by a strong health, safety and wellbeing culture maintained through ongoing care and leadership, operational discipline and an engaged, competent and capable workforce.

Evolution aspires to create an environment where people go home better than how they arrived – where people are healthy and safe, where they have a voice and where they can contribute at work, home and in the community. Health, safety and wellbeing have long been core to Evolution's values and strategic priorities. Evolution believes every injury is preventable and recognises that working safely will help create a premier global gold company. Evolution aims to provide workplaces where people are physically and psychologically safe, healthy and well – where they can thrive and contribute. Evolution is committed to creating and maintaining positive social, psychological and physical living conditions for people and communities.

Environment

Evolution recognises the responsibility to manage and mitigate environmental risks and impacts across the value chain, particularly those relating to nature, water and biodiversity, to help safeguard ecosystem health, support a healthy workforce and sustain local communities. Environmental stewardship is essential to maintaining regulatory and social licence to operate. Evolution strives for safe and sustainable consumption of resources and responsible production to support long-term environmental outcomes through incorporating proactive risk-based environmental management, focused on protecting cultural and environmental values including the rights and interests of local communities.

Jurisdictional regulations, approval conditions and permit and licence provisions include stringent requirements to support the health and safety of local communities and the environment. Tailings storage facilities are managed through a system and governance structure aligned in principle with Australian National Committee on Large Dams (ANCOLD) guidelines and the Global Industry Standard on Tailings Management (GISTM). All sites undertake regular monitoring, reporting and assurance activity to demonstrate compliance with these obligations.

Evolution recognises climate change is a pressing global issue requiring sustained action to ensure a clean and productive environment, a healthy and just society and a positive future for Evolution's business. Evolution is committed to reducing operational emissions, transparently disclosing climate-related risks, and contributing to global efforts to meet the Paris Agreement goals. Since FY21, Evolution has set and regularly measures performance against targets, in alignment with the Paris Agreement, of a 30% reduction in Scope 1 and 2 emissions by 2030 and net zero by 2050 against an FY20 baseline.

Social

Social responsibility is central to Evolution’s purpose of delivering long-term stakeholder value. Evolution strives to deliver socially inclusive and sustainable development outcomes for the people and communities in which it operates.

Evolution’s approach to social responsibility is guided by the Company’s sustainability principles, including to be an employer of choice, protect and enhance the Company’s reputation as a trusted partner, advance the outcomes of Indigenous peoples and respect human rights. Evolution's Sustainability and Strategic Planning Standards outline a set of minimum requirements for human rights and modern slavery, land access, stakeholder engagement, cultural heritage and First Nations partners and Indigenous peoples that support positive relationships with communities and First Nations partners. Evolution upholds a zero-tolerance approach to all forms of modern slavery and adverse human rights impacts.

Evolution's approach values consultation with stakeholders including local communities and First Nations partners to advance community development outcomes and reconciliation. The Company has committed to delivering on a Reconciliation Plan (aligned with Reconciliation Australia’s Reconciliation Action Plan (RAP) framework). This process acknowledges both the Australian and Canadian Reconciliation journeys and establishes a structured framework to guide actions and accountabilities to further Indigenous employment, procurement and economic opportunities.

Governance

Evolution’s strong governance framework links Board oversight with management accountability and risk management processes. Evolution maintains oversight through the Leadership Team and the Board, with appointed responsibilities designated to specific members of the Leadership Team to implement sustainability management systems, policies, practices and plans. The Risk and Sustainability Committee is responsible for the formal review and oversight of health, safety, security, environment, tailings dam governance, community, social performance, human rights, cultural heritage, operational risk management, business risk management, cyber management and legal and regulatory compliance, on behalf of the Board.

5.9 Directors and Senior Management of Evolution

Evolution Board of Directors

The Evolution Directors as at the date of this Scheme Booklet, and a summary of their relevant background, skills and experience is set out below:

Jake Klein | Non-Executive Chair

Mr Klein was appointed Executive Chair in October 2011, following the merger of Conquest Mining Limited and Catalpa Resources Limited. Effective 1 July 2025, he transitioned to Non-Executive Chair. Previously he served as Executive Chair of Conquest Mining.

Prior to that, Mr Klein was President and CEO of Sino Gold Mining Limited, where he managed the development of that company into the largest foreign participant in the Chinese gold industry. Sino Gold was listed on the ASX in 2002 with a market capitalisation of A$100 million and was purchased by Eldorado Gold Corporation in late 2009 for more than A$2 billion. It became an ASX/S&P 100 Company, operating two award-winning gold mines and engaging more than 2,000 employees and contractors in China.

Prior to joining Sino Gold (and its predecessor) in 1995, Mr Klein was employed at Macquarie Bank and PwC. Effective 1 July 2025, Mr Klein is Executive Chair of Endura Mining.

Lawrie Conway | Managing Director and Chief Executive Officer

Mr Conway was appointed Managing Director and Chief Executive Officer on 1 January 2023. He was previously Evolution's Finance Director and Chief Financial Officer (1 August 2014), prior to which he held the position of Non-Executive Director. Mr Conway has more than 35 years' experience in the resources sector across a range of commercial, financial, and operational activities. He has held a mix of corporate, operational, and commercial roles within Australia, Papua New Guinea and Chile with Newcrest Mining, and BHP.

Immediately prior to joining Evolution, Mr Conway was Executive General Manager – Commercial and West Africa with Newcrest Mining, where he was responsible for Newcrest's Group Supply and Logistics, Marketing, Information Technology and Laboratory functions as well as Newcrest's business in West Africa. Mr Conway served as Non-Executive Director and Chair of the Audit Committee for Aurelia Metals Limited until his retirement effective 31 August 2022.

Mr Conway is Deputy Chair of NSW Minerals Council.

Jason Attew | Non-Executive Director

Mr Attew is a mining industry veteran who has dedicated 30 years to the sector. He is currently the President and Chief Executive Officer of OR Royalties.

Mr Attew previously served as President and CEO of Liberty Gold Corporation, President and CEO of Gold Standard Ventures Corporation, and EVP, CFO & Corp Dev of Goldcorp Inc.

Mr Attew has extensive capital markets experience from his time in investment banking with the BMO Global Metals and Mining Group. There he was at the forefront of structuring and raising significant growth capital, as well as advising on both formative and transformational mergers and acquisitions for corporations that have become industry leaders over the past two decades.

Mr Attew joined the Evolution Board on 1 December 2019 and is a Member of the Audit Committee and a Member of the Nomination and Remuneration Committee.

Vicky Binns | Non-Executive Director

Ms Binns has over 35 years' experience in the global resources and financial services sectors, including more than ten years in executive leadership roles at BHP and 15 years in financial services with Merrill Lynch Australia and Macquarie Equities. During her career at BHP, Ms Binns's roles included Vice President Minerals Marketing, leadership positions in the metals and coal marketing business, and Vice President Market Analysis and Economics. She was also the Co-Founder and Chair of Women in Mining and Resources Singapore (WIMARSG).

Prior to BHP, Ms Binns held board and senior management roles at Merrill Lynch Australia including Managing Director and Head of Australian Research, Head of Global Mining, Metals and Steel Research, and Head of Australian Mining Research.

Ms Binns is currently a Non-Executive Director of ASX-listed Sims Limited, as well as not-for-profit Carbon Market Institute, which assists industry in the transition to net zero emissions. Ms Binns previously served on the Board of Cooper Energy. In addition, Ms Binns is a Member of the Advisory Council for JP Morgan in Australia and New Zealand, and the Advisory Board of Merlon Capital Partners.

Ms Binns joined the Evolution Board on 1 April 2020 and is a Member of the Audit Committee and a Member of the Nomination and Remuneration Committee. Effective from 1 September 2026, Ms Binns will assume the role as Chair of the Nomination and Remuneration Committee.

Andrea Hall | Non-Executive Director

Ms Hall is an experienced Non-Executive Director who currently sits on the Board of ASX-listed Perenti Group, where she is also Chair of the Audit and Risk Committee. Ms Hall is also a Non-Executive Director of Commonwealth Superannuation Corporation, Western Power, and Australian Naval Infrastructure.

Ms Hall has previously served on the boards of Core Lithium Limited, Pioneer Credit Limited, Insurance Commission of Western Australia and the Fremantle Football Club.

Prior to retiring from KPMG in 2012, Ms Hall was a Perth-based partner within KPMG's Risk Consulting Services, where she serviced industries including mining, mining services, transport, healthcare, and insurance.

Ms Hall joined the Evolution Board on 1 October 2017 and is Chair of the Audit Committee and a Member of the Risk and Sustainability Committee.

Fiona Hick | Non-Executive Director

Ms Hick is an executive with 30 years' experience in the minerals and energy industries, having held senior roles at Rio Tinto, Woodside Energy, and Fortescue Metals Group. During her 22-year career at Woodside, Ms Hick occupied leadership positions in the areas of health, safety and environment, strategy and planning, and engineering. She was the Executive Vice President of Woodside's Australian Operations and, more recently, Chief Executive Officer of Fortescue Metals Group.

Previously Ms Hick was President and Chair of the Advisory Board for the Chamber of Minerals and Energy (WA) and a member of the University of Western Australia's Strategic Resources Committee. She has also been a Non-Executive Director of Infrastructure WA, and CO2CRC, as well as a Member and Chair of the Australian Petroleum Production and Exploration Association (APPEA) Environmental Science Committee. Ms Hick is currently a Non-Executive Director of Dyno Nobel, Origin Energy, Barrenjoey Capital Partners Group Holdings, and the Royal Flying Doctor Service Western Operations.

Ms Hick joined the Evolution Board on 1 July 2024 and is a Member of the Risk and Sustainability Committee. Effective from 1 September 2026, Ms Hick will replace Mr McKeith as a member of the Nomination and Remuneration Committee.

Tommy McKeith | Retiring Non-Executive Director

Mr McKeith is a geologist with more than 30 years' experience in mine geology, exploration, business development and executive leadership roles. He was formerly Executive Vice President (Growth and International Projects) for Gold Fields Limited, where he was responsible for global exploration and project development.

Other positions previously held by Mr McKeith include Chief Executive Officer of Troy Resources Limited and Non-Executive Director roles at Sino Gold Limited, Genesis Minerals Limited, Clean Tech Lithium Plc, and Avoca Resources Limited. He is currently Non-Executive Director of Arrow Minerals Limited, Thungela Resources, Endura Mining, and Perseus Mining, and Non-Executive Chairman of Ordell Minerals Limited.

Mr McKeith joined the Evolution Board on 1 February 2014 and is Chair of the Nomination and Remuneration Committee. Effective from 1 September 2026, Mr McKeith will step down from his role as Chair and member of the Nomination and Remuneration Committee, following his announcement to retire from the Evolution Board. He will formally step down at the conclusion of the Evolution Annual General Meeting in November 2026.

Peter Smith | Lead Independent Director

Mr Smith is a senior executive with 50 years' experience, primarily in the resources industry, working in the gold, coal, metals, and fertilisers sectors. He has held senior positions with Kestrel Coal Resources, Israel Chemical Limited, Newcrest Mining, Lihir Gold, WMC Resources, Western Metals, and Rio Tinto.

Mr Smith was formerly a Non-Executive Director of NSW Minerals Council, Commissioner of PT NHM Indonesia, and Executive Director and Chairman of Western Metals Limited. He is currently a Non-Executive Director of Iluka Resources Limited, and Yancoal Australia Ltd.

Mr Smith was reappointed to the Evolution Board on 1 April 2020 and is Lead Independent Director and Chair of the Risk and Sustainability Committee.

John Vann | Incoming Non-Executive Director

Mr Vann is a geoscientist and senior mining industry executive with more than three decades of geoscience experience across global mining businesses. He has spent over 10 years at Anglo American plc, most recently as Senior Vice President Discovery and Geosciences, prior to which he worked at AngloGold Ashanti, Quantitative Group and SRK Consulting.

Mr Vann commenced his career with Renison Goldfields Consolidated as a mining and exploration geologist. Based in Perth, Western Australia, Mr Vann holds a Bachelor of Applied Science (Geology), a Bachelor of Science (Geology with Honours), a Master of Science (Mining Geostatistics) and a Master of Business and Technology.

Mr Vann will join the Board effective 1 December 2026 and be appointed as a member of the Risk and Sustainability Committee.

Details regarding changes to the Evolution Board as outlined above were announced in Evolution's release on 19 August 2026 titled 'Board Changes'.

Evolution senior management

The senior management personnel of Evolution as at the date of this Scheme Booklet are, and a summary of their relevant background, skills and experience is set out below:

Lawrie Conway | Managing Director and Chief Executive Officer

See Mr Conway's skills and experience as set out above.

Fran Summerhayes | Chief Financial Officer

Ms Summerhayes was appointed as Evolution's Chief Financial Officer in May 2025 and commenced in the role on 15 September 2025.

Ms Summerhayes has 20 years' experience in the resources sector, having worked in multiple commodities across Australia, South and North America, and South Africa. She most recently held the role of VP Finance Minerals Americas for BHP. Prior to that she was the Head of Finance for BHP's Iron Ore business and has held a range of other senior finance roles across BHP. She is a Chartered Accountant, starting her career at PwC.

Ms Summerhayes holds a Bachelor of Business and Accounting degree, a master's degree in financial analysis and a Post Graduate Certificate in Supply Chain and Logistics Management.

Matt O'Neill | Chief Operating Officer

Mr O'Neill commenced as Chief Operating Officer on 1 June 2024. He has more than 20 years' experience working in base metals and gold.

Most recently, Mr O'Neill was the Australian Regional Lead / COO for Glencore's Copper and Zinc businesses, responsible for managing all copper and zinc assets in Glencore's Australian portfolio. This included accountability for Ernest Henry when Evolution acquired an economic interest in the operation in 2016 through to Evolution's 100% ownership of the asset in January 2022. Mr O'Neill joined Xstrata / Glencore in 2004 and, since leaving in 2023, managed his own consulting business, which included supporting Evolution with the integration of the Northparkes operation.

Mr O'Neill's strong experience is supported by a Bachelor of Mechanical Engineering, a Graduate Certificate in Mining Engineering and an MBA.

Nancy Guay | Chief Technical Officer

Ms Guay commenced in the role of Chief Technical Officer on 1 June 2024. With more than 30 years' experience in the mining sector, she brings a breadth of knowledge and technical expertise to her position.

She most recently held the position of VP Technology, Optimisation and Innovation at Agnico Eagle Mines, with oversight of 12 operations worldwide including Fosterville Gold mine in Victoria. Prior to her 12 years at Agnico Eagle Mines, Nancy worked in Canada and at Coffey Mining in Perth, Australia.

With a Bachelor of Applied Science (Mining and Processing), Ms Guay has a strong operational background and engineering experience in process design, study management, commissioning, project management and consultation.

Glen Masterman | Vice President Discovery

Mr Masterman has more than 30 years' experience within the gold sector and has held senior technical and management roles both in Australia and internationally. He has held previous roles of Executive Director Geology and Corporate Development for Beadell Resources and Senior Vice President Exploration and Chief Geoscientist at Kinross Gold.

During Mr Masterman's time at Kinross, he led a workforce in excess of 200 people and built a world-class exploration team across four continents. He and his team were responsible for a number of significant near-mine discoveries in Russia and Chile.

Prior to Kinross, Mr Masterman was the General Manager Exploration for Bolnisi Gold where he became the lead geologist in the discovery and development of the Palmarejo silver-gold deposit in Mexico.

Evan Elstein | Company Secretary, Vice President IT, Communications & Corporate Affairs

Mr Elstein was appointed Company Secretary in October 2011, following the merger of Conquest Mining Limited and Catalpa Resources Limited. Previously he served as Company Secretary of Conquest Mining. In addition, Mr Elstein has the responsibility for Information Technology, Communications and Corporate Affairs.

Mr Elstein has more than 30 years' executive management and corporate governance experience, spanning the mining, technology and manufacturing sectors.

Mr Elstein began his career at Grant Thornton and Dimension Data in South Africa. Prior to joining the mining industry, he served as the Chief Financial Officer and Company Secretary of Hartec Limited.

Mr Elstein holds a Bachelor of Commerce degree and is a fellow of the Institute of Chartered Accountants Australia and New Zealand, the Governance Institute of Australia, and the Australian Institute of Company Directors.

Fiona Murfitt | Vice President Sustainability

Ms Murfitt is an accomplished senior executive and change agent who delivers operational experience with deep technical competency to lead change and improve business outcomes. She oversees the Safety, Health, Environment, Risk and Social Responsibility portfolio.

Her career has focused on working within high-risk operations mainly within oil and gas, and mining, leading transformations for organisations such as Shell, DuPont and Viva Energy. She is passionate about sustainability, underpinned by a genuine care for people and the communities in which they live.

Ms Murfitt's personal ambition is to help people go home better from work than how they arrived. This is anchored in her personal experience of a workplace fatality in her family – so her role is also a deeply personal one.

Her operational experience is supported by a comprehensive academic background which includes a master's in risk and technology, post graduate qualification in leadership and transformation, and she is a qualified executive coach. She is also a published author in the areas of operational risk, contractor management and leadership.

Paul Eagle | Vice President People & Culture

Mr Eagle is Vice President People & Culture, with responsibility for human resources, people, organisational development and culture.

Mr Eagle has operated at a senior level across a range of industries, including FMCG, Finance, Industrial Services and Mining, and driven strategic and innovative business solutions.

He has worked in a number of countries and different environments, including Australia, New Zealand, the UK and parts of Europe, in both business management and People and Culture / Human Resources roles.

Mr Eagle has a high level of expertise across the full spectrum of HR and prides himself on delivering frameworks, tools, initiatives and support that are aligned to delivering on the strategic objectives of the business, while being practical and fit for purpose.

Kirron Schmidt | Vice President Corporate Development

Mr Schmidt joined Evolution in 2015. In July 2024 he was promoted to Vice President Corporate Development. He has responsibility for optimising Evolution's portfolio of assets through mergers, acquisitions, partnerships and divestments.

Since joining Evolution, Mr Schmidt has played a key role in the numerous transactions the company has completed to continuously improve the quality of its portfolio.

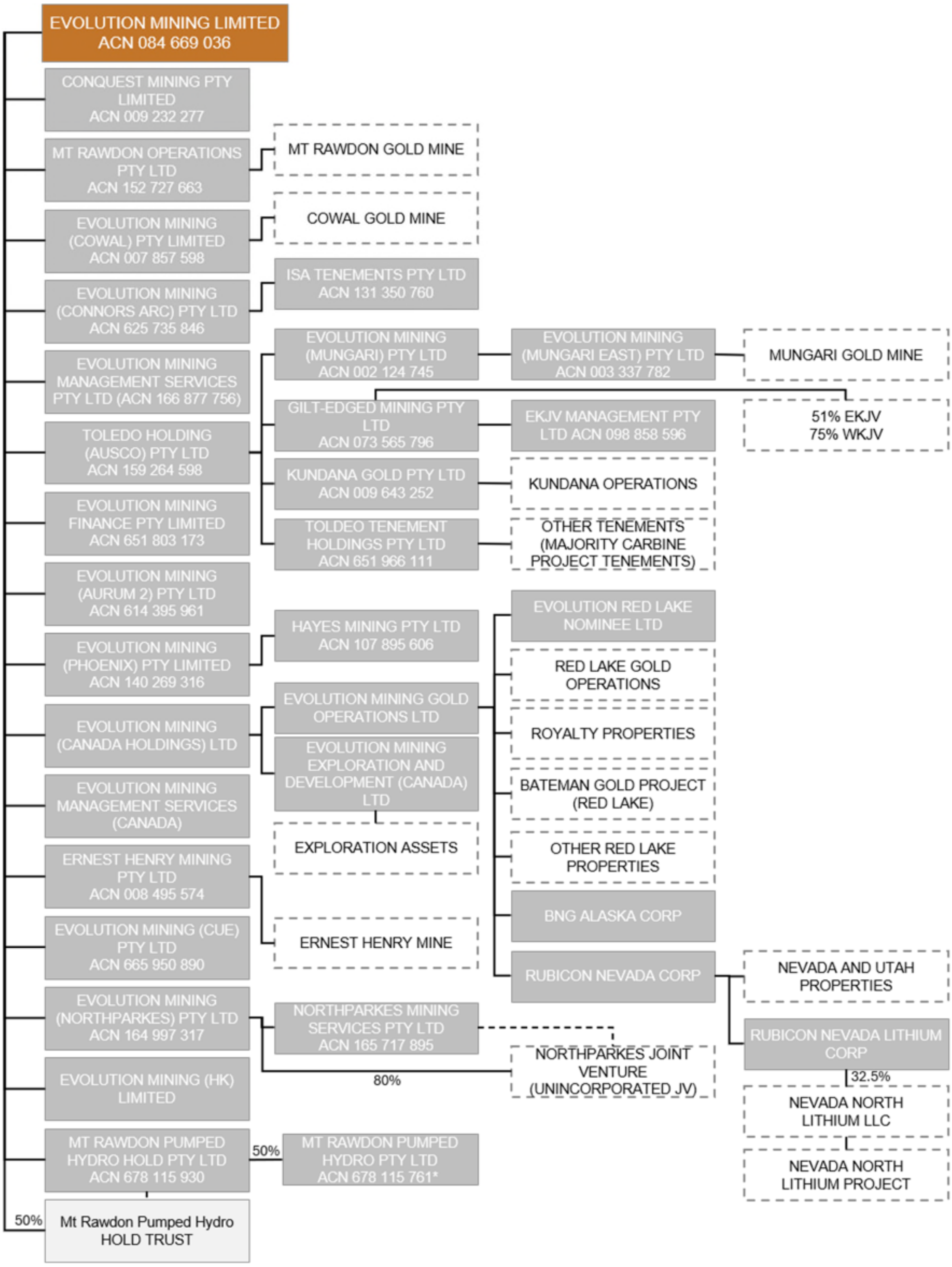
Mr Schmidt has more than 15 years' experience in both investment banking and in-house corporate development roles for mining companies. Prior to joining Evolution, he was in the Corporate Development team at ASX listed Lynas Corporation, one of the world's only significant producers of rare earths outside of China.

Mr Schmidt started his career in investment banking working at leading global independent investment bank Greenhill & Co as well as at Wilson HTM, a leading boutique corporate advisory firm in Australia.

5.10 Evolution's Group structure

Evolution and its existing wholly owned and controlled entities in the Evolution Group are detailed below. Under the Scheme, Carnaby will become a wholly owned subsidiary of Evolution, and Carnaby's Subsidiaries will in turn become part of the Evolution Group.

Evolution's Organisational Structure



5.11 Financing

Evolution believes its existing cash and cash equivalents, undrawn corporate revolving credit facility and forecast cash generation from continuing operations will be adequate to satisfy working capital needs, fund future growth, meet debt obligations and meet other liquidity requirements for the foreseeable future. As at the Last Practicable Date, Evolution continues to remain compliant with its covenants and does not currently anticipate any events or circumstances that would impact Evolution's ability to access funds available on any of its facilities.

Details of each of Evolution's current debt facilities and financing arrangements as at 30 June 2026 are outlined below:

Summary of Evolution's Financial Facilities as at 30-Jun-26

Facility Name	Term Date	Facility Size $m	Amount Drawn $m	Available Amount $m
Loan Facilities and US Private Placements				
Revolving Credit Facility - Facility A - $m	1 Aug 2028	$525.0	-	$525.0
US Private Placement - USD $m	8 Nov 2028	$200.0	$200.0	-
US Private Placement - USD $m	14 Feb 2031	$200.0	$200.0	-
US Private Placement - USD $m	8 Nov 2031	$350.0	$350.0	-
US Private Placement - USD $m	22 Aug 2033	$100.0	$100.0	-
US Private Placement - USD $m	22 Aug 2035	$100.0	$100.0	-
Performance Bond and Guarantee Facilities (Contingent Liabilities)				
Performance Bond - Facility C $m	31 Jul 2028	$340.0	$221.4	$118.6
Performance Bond - Facility D CAD $m	31 Mar 2027	$150.0	$77.2	$72.8

As per the terms of the Syndicated Facility Agreement and each USPP Note and Guarantee Agreement, Evolution is required to comply with the following financial covenants which are tested at the end of each annual and interim reporting period:

- The tangible net worth ratio must not be greater than 0.5 to 1;
- The leverage ratio must not be greater than 2.5 to 1; and
- The interest cover ratio must not be less than 3.5 to 1.

5.12 Evolution Historical Financial Information

The summary financial information below has been extracted from the audited financial statements contained within the annual financial reports for Evolution for the years ended 30 June 2024, 30 June 2025 and 30 June 2026, all published by Evolution on the ASX.

The Evolution financial statements for the financial years ended 30 June 2024, 30 June 2025 and 30 June 2026 were audited by PricewaterhouseCoopers in accordance with Australian Auditing Standards, who issued unqualified audit opinions on those financial statements.

The financial information has been prepared in accordance with the recognition and measurement requirements of the Corporations Act, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board (AASB). The financial report also complies with the International Financial Reporting Standards (IFRS) including interpretations as issued by the International Accounting Standards Board (IASB).

Where appropriate, adjustments have been made to headings and classifications of historical data to provide a consistent basis of presentation. In the interval between 30 June 2026 and the date of this Scheme Booklet, there has not arisen any item, transaction or event of a material nature likely, in the opinion of the directors of Evolution, to significantly affect the operations of the consolidated entity, the result of those operations, or the state of affairs of the consolidated entity, in future financial years, other than as otherwise disclosed in the 30 June 2026 financial statements and subsequent filings on the ASX. Copies of Evolution's audited financial statements for the financial years ended 30 June 2026, 30 June 2025 and 30 June 2024 are available on the Evolution website (www.evolutionmining.com). The historical financial information in this Section 5.12 is a summary only and has been extracted for the purposes of this scheme booklet only.

(a) **Historical Statement of Income**

Set out in the following table is the Evolution Historical Income Statements for the financial years ended 30 June 2026, 30 June 2025 and 30 June 2024.

Evolution's Historical Income Statements

Description Period End Date (MM/DD/YYYY) Latest Filing Date (MM/DD/YYYY)		FY 24 06/30/2024 08/14/2024	FY 25 06/30/2025 08/13/2025	FY 26 06/30/2026 08/19/2026
Income Statement (Y)	Unit of Measurement			
Sales revenue	A$'000	3,215,832	4,351,475	5,558,774
Cost of sales	A$'000	(2,292,576)	(2,792,446)	(3,034,710)
Gross profit	**A$'000**	**923,256**	**1,559,029**	**2,524,064**
Interest income	A$'000	4,994	17,957	34,614
Other (expense)/income	A$'000	32,632	7,145	(75,785)
Share-based payments expense	A$'000	(12,682)	(21,406)	(37,329)
Corporate and other administration costs	A$'000	(53,822)	(78,722)	(103,135)
Transaction, integration and restructuring costs	A$'000	(94,238)	(21,157)	(4,990)
Exploration and evaluation costs expensed	A$'000	(31,891)	(26,774)	(12,479)
Finance costs	A$'000	(148,457)	(160,453)	(137,320)
Profit/(loss) before income tax expenses	**A$'000**	**619,792**	**1,275,619**	**2,187,640**
Income tax benefit / (expense)	A$'000	(197,523)	(349,450)	(712,585)
Profit/(loss) after income tax expenses attributable to owners of Evolution Mining Limited	**A$'000**	**422,269**	**926,169**	**1,475,055**
Other comprehensive (expense)/income (may not be reclassified to profit or loss)				
Changes in the fair value of equity investments at fair value through other comprehensive income (FVOCI) net of tax	A$'000	1,738	13,932	1,757
Exchange differences on translation of foreign operations	A$'000	(48,232)	32,623	(143,048)
Profit/(loss) on cash flow hedge reserve net of tax	A$'000	(16,150)	(7,333)	22,057
Cost of hedging reserve net of tax (may be reclassified to profit or loss)	A$'000	(1,153)	(372)	(1,551)
Other comprehensive (expense)/income for the year, net of tax	**A$'000**	**(63,797)**	**38,850**	**(120,785)**
Total comprehensive (expense)/income for the year	**A$'000**	**358,472**	**965,019**	**1,354,270**
Earning/(Loss) per share for profit/(loss)/ attributable to the ordinary equity holders of the Company:				
Basic (loss)/earning per share (cents per share)	A$ CPS	22.0200	46.4900	72.8400
Diluted (loss)/earning per share (cents per share)	A$ CPS	21.9500	46.4100	72.7700
Dividend per share (cents per share)	A$ CPS	7.000	20.000	41.000

(b) **Historical Statement of Financial Position**

Set out in the following table is the Evolution Historical Statements of Financial Position for the financial years ended 30 June 2026, 30 June 2025 and 30 June 2024.

Evolution's Historical Statements of Financial Position

Description Period End Date (MM/DD/YYYY) Latest Filing Date (MM/DD/YYYY)		FY 24 06/30/2024 08/14/2024	FY 25 06/30/2025 08/13/2025	FY 26 06/30/2026 08/19/2026
Balance Sheet (Y)	Unit of Measurement			
ASSETS				
Current assets				
Cash and cash equivalents	A$'000	403,303	759,542	1,347,436
Trade and other receivables	A$'000	268,127	234,205	350,332
Inventories	A$'000	399,102	450,179	384,279
Derivative financial instruments	A$'000	22	92	-
Current tax receivables	A$'000	-	-	4,046
Other current assets	A$'000	-	10,000	-
Total current assets	**A$'000**	**1,070,554**	**1,454,018**	**2,086,153**
Non-current assets				
Inventories	A$'000	255,063	276,040	352,127
Equity investments at fair value	A$'000	39,628	52,667	55,030
Property, plant and equipment	A$'000	2,738,347	7,628,935	7,946,221
Mine properties and exploration	A$'000	4,356,178	-	-
Mine properties	A$'000	3,898,914	-	-
Exploration & evaluation	A$'000	457,264	-	-
Right-of-use assets	A$'000	30,983	42,529	33,346
Deferred tax assets	A$'000	134,527	82,899	-
Derivative financial instruments	A$'000	88,455	94,976	64,677
Equity accounted investments	A$'000	-	-	7,192
Other non-current assets	A$'000	33,257	5,090	1,493
Total non-current assets	**A$'000**	**7,736,438**	**8,183,136**	**8,460,086**
Total assets	**A$'000**	**8,806,992**	**9,637,154**	**10,546,239**
LIABILITIES				
Current liabilities				
Trade and other payables	A$'000	577,002	576,998	623,287
Interest bearing liabilities	A$'000	72,889	-	-
Provisions	A$'000	106,801	126,407	132,203
Derivative financial instruments	A$'000	4,085	3,756	5,068
Lease liabilities	A$'000	53,638	29,416	15,510
Current tax liabilities	A$'000	127,098	205,460	288,600
Contingent consideration liabilities	A$'000	-	5,343	46,399
Deferred revenue	A$'000	38,065	4,423	31,731
Total current liabilities	**A$'000**	**979,578**	**951,803**	**1,142,798**
Non-current liabilities				
Interest bearing liabilities	A$'000	1,850,721	1,722,687	1,380,583
Provisions	A$'000	503,002	575,758	593,728
Derivative financial instruments	A$'000	14,044	15,767	22,063
Deferred tax liabilities	A$'000	652,160	746,365	898,422
Lease liabilities	A$'000	41,826	16,237	20,331
Deferred revenue	A$'000	548,124	563,656	546,350
Contingent consideration liabilities	A$'000	87,190	87,545	113,196
Total non-current liabilities	**A$'000**	**3,697,067**	**3,728,015**	**3,574,673**
Total liabilities	**A$'000**	**4,676,645**	**4,679,818**	**4,717,471**
Net assets	**A$'000**	**4,130,347**	**4,957,336**	**5,828,768**
EQUITY				
Issued capital	A$'000	3,190,357	3,268,066	3,420,550
Other reserves	A$'000	45,984	104,304	16,098
Retained earnings	A$'000	894,006	1,584,966	2,392,120
Capital and reserves attributable to owners of Evolution Mining Lim	**A$'000**	**4,130,347**	**4,957,336**	**5,828,768**
Total equity	**A$'000**	**4,130,347**	**4,957,336**	**5,828,768**

(c) Historical Statement of Cash Flows

Set out in the following table is the Evolution Historical Statements of Cash Flows for the financial years ended 30 June 2026, 30 June 2025 and 30 June 2024.

Evolution's Historical Statements of Cash Flows

Description Period End Date (MM/DD/YYYY) Latest Filing Date (MM/DD/YYYY)		FY 24 06/30/2024 08/14/2024	FY 25 06/30/2025 08/13/2025	FY 26 06/30/2026 08/19/2026
Cash Flow (Y)	Unit of Measurement			
Cash flows from operating activities				
Receipts from customers, inclusive of GST	A$'000	3,152,216	4,464,909	5,562,307
Payments to suppliers and employees, inclusive of GST	A$'000	(1,771,491)	(2,302,118)	(2,488,161)
Payments for transaction, integration and restructuring costs	A$'000	(33,034)	(21,157)	(4,990)
Other income	A$'000	40,543	29,082	16,999
Interest received	A$'000	4,641	17,483	32,131
Interest paid	A$'000	(77,644)	(97,512)	(73,147)
Income taxes paid	A$'000	(33,800)	(124,106)	(408,556)
Net cash inflow from operating activities	**A$'000**	**1,281,431**	**1,966,581**	**2,636,583**
Cash flows from investing activities				
Payments for property, plant and equipment	A$'000	(481,239)	(1,176,379)	(1,204,466)
Payments for mine properties	A$'000	(406,194)	-	-
Payments for exploration and evaluation expenditure	A$'000	(30,836)	-	-
Payments for mine development and exploration	A$'000	-	-	-
Proceeds from sale of property, plant and equipment	A$'000	1,014	2,093	2,282
Proceeds from contingent consideration	A$'000	7,819	7,905	10,760
Proceeds from sale of equity investments	A$'000	6,186	5,653	-
Payment for stamp duty	A$'000	(50,870)	(20,853)	-
Payment of contingent consideration	A$'000	-	-	(5,349)
Receipts from/(payments for) investments	A$'000	-	(10,000)	10,000
Payments for equity accounted investments	A$'000	-	-	(7,192)
Payments for acquisition of subsidiary, net of cash acquired	A$'000	(553,757)	-	-
Net cash (outflow) from investing activities	**A$ '000**	**(1,507,877)**	**(1,191,581)**	**(1,193,965)**
Cash flows from financing activities				
Proceeds from interest bearing liabilities - Senior Secured Syndicated Revolving and Term I	A$'000	865,764	-	-
Repayment of interest bearing liabilities - Senior Secured Syndicated Revolving and Term F	A$'000	(705,000)	(220,000)	(280,000)
Lease liability principal payments	A$'000	(44,160)	(54,837)	(52,282)
Dividends paid	A$'000	(76,453)	(160,977)	(515,417)
Proceeds from issue of shares	A$'000	556,743	-	-
Payment of transaction costs for issuing shares	A$'000	(10,248)	-	-
Net cash inflow/(outflow) from financing activities	**A$'000**	**586,646**	**(435,814)**	**(847,699)**
Net increase/(decrease) in cash and cash equivalents	**A$'000**	**360,200**	**339,186**	**594,919**
Cash and cash equivalents at the beginning of the year	A$'000	46,146	403,303	759,542
Effects of exchange rate changes on cash and cash equivalents	A$'000	(3,043)	17,053	(6,965)
Cash and cash equivalents at the end of the year	**A$'000**	**403,303**	**759,542**	**1,347,496**

5.13 Material changes in financial position and performance

Other than:

(a) Generating revenue and incurring costs in the course of ordinary business,

(b) As disclosed in this Scheme Booklet (including in the Pro Forma Historical Financial Information); and

(c) As otherwise disclosed to the ASX by Evolution, including in the annual report for Evolution for the year ended 30 June 2026,

to the knowledge of Evolution, the financial position of Evolution has not materially changed since 30 June 2026, being the last date of the period to which the financial statements for the year ended 30 June 2026 relate. Copies of Evolution's periodic reports can be obtained from Evolution's website at www.evolutionmining.com or ASX's website at www.asx.com.au.

5.14 Evolution's issued securities

As at the Last Practicable Date, the capital structure of Evolution is comprised of securities as set out below in table 15.

Evolution's Issued Securities

Type of security	Number on issue
Fully paid ordinary shares	2,044,548,397

Performance Rights	18,423,029
Share Rights	53,971
Options	-

Evolution Shares are quoted on ASX and may be freely traded.

Evolution Performance Rights are issued in accordance with Evolution's Employee Share Option and Performance Rights Plan (ESOP, as a component of the LTIP as set out in Section 5.24) for a specified period and each Performance Right is convertible into one ordinary share in accordance with the terms of the ESOP. All Performance Rights expire on the earlier of their expiry date or termination of the employee's employment subject to Board discretion. Performance Rights do not vest until a specified period after granting and their vesting is conditional on the achievement of certain performance hurdles that are aligned with shareholder interests. There are no voting or dividend rights attached to the Performance Rights. Voting and dividend rights attach to the ordinary shares when the Performance Rights vest and shares are allocated to the participating employee. Unvested Performance Rights cannot be transferred and will not be quoted on the ASX. Evolution is proposing to update its ESOP. The proposed amendments will be considered at Evolution's upcoming Annual General Meeting and are subject to shareholder approval.

5.15 Recent trading and performance of Evolution Shares

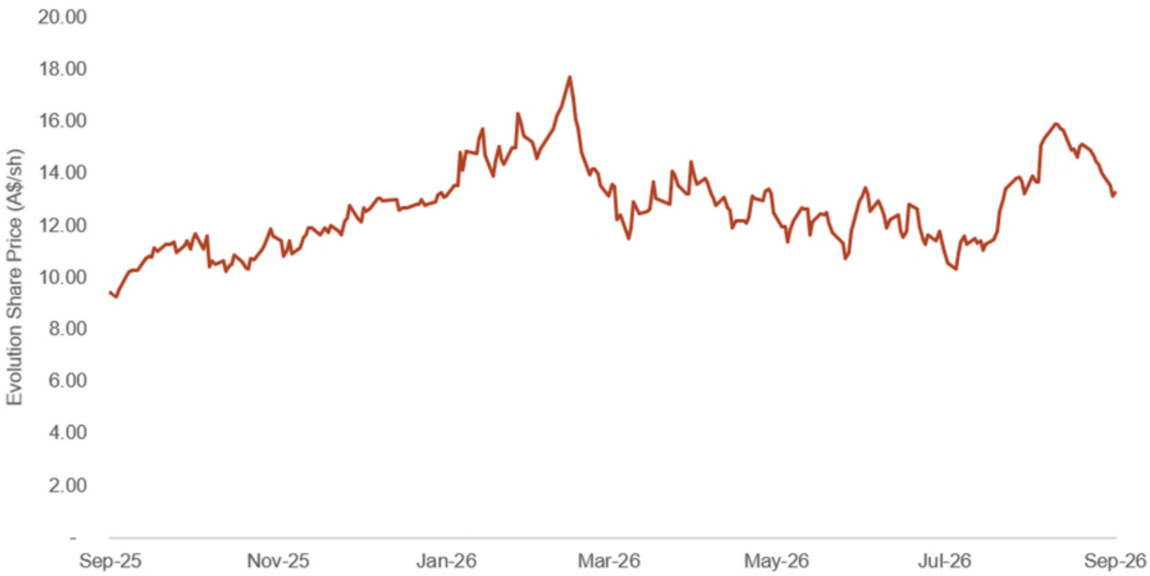
Evolution Shares are listed on ASX under the trading code "EVN". The closing price of Evolution Shares on ASX on 24 July 2026 (being the last trading day prior to the announcement of the Scheme Implementation Deed) was A$11.29 per share.

During the 6 months ended on the Last Practicable Date:

(a) the highest recorded daily closing share price for Evolution Shares was A$15.90 per share on 26 August 2026; and

(b) the lowest recorded daily closing share price for Evolution Shares was A$10.31 per share on 20 July 2026.

The graph below shows Evolution's share price performance over the 12-month period prior to the Last Practicable Date.



5.16 Evolution's substantial shareholders

Based on information lodged with the ASX or known to Evolution, as at the Last Practicable Date, Evolution had the following substantial shareholders:

Evolution's Substantial Shareholders

Investor	Shares Held	% of issued capital
AustralianSuper	328,656,043	16.1%
State Street Corporation	171,327,927	8.4%
BlackRock Group	158,802,781	7.8%
VanEck Inc	138,439,702	6.8%
The Vanguard Group, Inc	122,184,598	6.0%

Note: Investors Grouped by Parent Company

5.17 Interests of Evolution Directors in Evolution securities

As at the Last Practicable Date, the Evolution Directors have Relevant Interests in the following Evolution securities as set out in the table below.

Interests of Evolution Directors in Evolution Securities

Director	Evolution Shares	% of issued Evolution Shares	Evolution Share Rights	Evolution Performance Rights
Jake Klein	8,620,769	0.42%	0	661,313
Lawrie Conway	3,771,901	0.18%	0	1,437,750
Jason Attew	140,209	0.01%	8,662	0
Vicky Binns	123,835	0.01%	8,662	0
Andrea Hall	128,906	0.01%	8,662	0
Fiona Hick	15,352	0.00%	8,662	0
Tommy McKeith	321,494	0.02%	8,662	0
Peter Smith	141,600	0.01%	10,661	0

5.18 Interests in Carnaby Securities

Evolution holds approximately 13.7% of the outstanding Carnaby Shares which it acquired from QIC Queensland Critical Minerals Fund (**QCMF**) on 27 August 2026 in exchange for the issue of 2,583,333 Evolution shares, reflecting the same ratio as the Scheme Consideration, being 0.0682 Evolution Shares for each Carnaby Share acquired.

Evolution will be excluded from voting on the Scheme in respect of these Carnaby Shares at the Scheme Meeting and they will be excluded from the operation of the Scheme.

Other than as set out above, neither Evolution nor any Evolution Director holds a Relevant Interest or any voting power in any Carnaby Shares or Carnaby Options.

Except for the consideration to be provided under the Scheme and as described in this Scheme Booklet, none of Evolution or any of its Related Bodies Corporate or any of the respective Associates has provided or agreed to provide consideration for any Carnaby Securities under any transaction during the period of four months before the date of this Scheme Booklet.

5.19 Other interest of Evolution Directors

The Evolution Directors have no interest in the outcome of the Scheme, except as provided for in this Scheme Booklet.

5.20 Disclosure of interests

Except as other provided in this Scheme Booklet, no:

(a) Evolution Director or proposed director of Evolution;

(b) person named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet for or on behalf of Evolution; or

(c) promoter, stockbroker or underwriter of Evolution or the Merged Group,

(together, the **Interested Persons**) holds, or held at any time during the two years before the date of this Scheme Booklet, any interests in:

(d) the formation or promotion of Evolution or the Merged Group;

(e) property acquired or proposed to be acquired by Evolution in connection with the formation or promotion of Evolution or the Merged Group or the offer of Evolution Shares under the Scheme; or

(f) the offer of the New Evolution Shares under the Scheme.

5.21 Disclosure of fees and other benefits

Evolution has not paid or agreed to pay any fees, or provided or agreed to provide any benefit:

(a) to a director or proposed director of Evolution to induce them to become or qualify as a director of Evolution; or

(b) for services provided by any Interested Persons in connection with:

(i) the formation or promotion of Evolution or the Merged Group; or

(ii) the offer of the New Evolution Shares under the Scheme.

5.22 Dividend History

Evolution has a long history of paying consistent dividends to its shareholders. Evolution recently announced its 27th consecutive dividend paid in each half-year since FY2013, bringing the total value of dividends declared to over A$2.5 billion as at the Last Practicable Date.

Evolution has a current dividend policy of, whenever possible, paying a dividend based on free cash flow generated during a financial year. The Evolution Directors will, on a bi-annual basis, assess Evolution's cash flow and business outlook, with the intention to return excess cash to shareholders and targeting a level around 60% of cash flow. Evolution's free cash flow is defined as cash flow before debt, dividends and mergers and acquisition activity.

Evolution reactivated its Dividend Reinvestment Plan (DRP) with effect from FY25 and it is the current intention of the Evolution Directors to maintain the DRP.

If the Scheme is implemented, Evolution intends to maintain its current dividend policy.

Evolution Historical Dividend Payments

Dividend	Payment Date	Amount (cents)	Franking status (%)	DRP price (A$)
Final	2 October 2026	21.0c	100	[60]
Interim	2 April 2026	20.0c	100	14.4695
Final	3 October 2025	13.0c	100	8.7298
Interim	4 April 2025	7.0c	100	5.9612
Final	4 October 2024	5.0c	100	NA
Interim	5 April 2024	2.0c	100	NA
Final	6 October 2023	2.0c	100	NA
Interim	2 June 2023	2.0c	100	NA
Final	31 August 2022	3.0c	100	NA
Interim	25 March 2022	3.0c	100	NA
Final	28 Sept 2021	5.0c	100	NA
Interim	26 March 2021	7.0c	100	NA
Final	25 Sept 2020	9.0c	100	NA
Interim	27 March 2020	7.0c	100	NA
Final	27 Sept 2019	6.0c	100	NA
Interim	29 March 2019	3.5c	100	NA
Final	28 Sept 2018	4.0c	100	NA
Interim	29 March 2018	3.5c	100	NA
Final	29 Sept 2017	3.0c	0	NA
Interim	27 March 2017	2.0c	0	2.0197
Final	23 Sept 2016	2.0c	0	2.1037
Interim	29 March 2016	1.0c	0	1.6864
Final	2 Oct 2015	1.0c	0	1.0863
Interim	27 March 2015	1.0c	0	0.8162
Final	3 Oct 2014	1.0c	0	0.6689
Interim	26 March 2014	1.0c	0	0.9192
Maiden	26 Sept 2013	1.0c	0	NA[61]

[60] Not known as at the Last Practicable Date.

[61] Not applicable as the Dividend Reinvestment Plan was initiated in March 2014.

5.23 Rights and liabilities attaching to Evolution Shares

The rights and liabilities attaching to Evolution Shares (and New Evolution Shares that comprise the Scheme Consideration) are described in Section 6.8.

5.24 Employee incentive arrangements

Evolution currently operates the following employee incentive plans designed to motivate employees to achieve key targets, and deliver business objectives aligned with shareholder interests.

Short Term Incentive Plan (STIP)

Short Term Incentive (STI) is the short-term incentive component of total remuneration. The STI usually comprises a cash payment that is only received by the employee if specified annual goals are achieved. STIP refers to the plan under which the incentives are granted and paid. STIP applies to site-based employees at the level of Superintendent and above and all Group office employees.

For FY25, STIP outcomes focused on six (6) key measures; safety; risk; production; group cash contribution; Group AISC; and an overall business performance measure. The overall business performance measure enables the Board to ensure the overall STI outcomes reflect the Company's performance. Further information is provided on pages 53-54 of Evolution's FY25 annual report, accessible via https://evolutionmining.com/investor-centre/reports/

Long Term Incentive Plan (LTIP)

Long Term Incentive (LTI) is the long-term incentive component of total remuneration. LTIP refers to the plan under which LTIs are granted and is aimed at retaining and incentivising key management personnel (KMP) and senior managers to achieve business objectives that are aligned with shareholder interests and are currently provided via Performance Rights. LTIP applies to employees at the level of Superintendent / Senior Specialist, Manager, General Manager and Functional Lead across the Group.

The LTI comprises of performance rights, usually with a three-year vesting period that are subject to specified vesting conditions established by the Board. Further details of the vesting conditions associated with the performance rights are detailed in the Vesting Conditions of Performance Rights section (Page 58 of Evolution's FY25 Annual Report).

Quarterly Performance Bonus (QPB)

The QPB is a discretionary quarterly cash bonus offered to eligible site-based employees. Payment of the QPB recognises achievement against key goals agreed for safety, production and costs. The final KPI of the QPB is a discretionary element agreed between the Site GM and the COO, enabling the GM to bring additional focus beyond the three key goals relevant to their site. Payment is linked to the performance of the site an employee works at and the meeting of Site KPIs. For the QPB to be paid, a site must generate a positive cash flow for the quarter. Payment of the bonus, and how much is paid, depends on meeting these KPIs. It is paid as a percentage of quarterly fixed remuneration. Employees who are eligible for QPB are not eligible for STIP.

Employee Share Scheme (ESS)

Employees who are not eligible for LTIP, based on Board approval, are issued the equivalent of $1,000 worth of Evolution shares on an annual basis. There are no purchase or brokerage costs incurred with the share issue. Employees who are eligible for the Employee Share Scheme are not eligible for LTIP.

5.25 Collateral benefits

Except as otherwise disclosed in this Scheme Booklet, in the four months before the date of this Scheme Booklet, neither Evolution nor any of its Associates has given or offered to give or agreed to give a benefit to another person where the benefit was likely to induce the other person, or an Associate, to vote in favour of the Scheme or to dispose of Carnaby Shares which benefit is not offered to all Carnaby Shareholders under the Scheme.

5.26 Risk factors

Risk factors relating to Evolution and its business are discussed in Section 7.

5.27 Material litigation

In December 2024, a class action was filed in the Federal Court of Australia against Evolution. The class action alleges that the Group failed to comply with its disclosure obligations and engaged in misleading and deceptive conduct during the period July 2021 to June 2022 in respect of disclosures primarily relating to the Red Lake Operations. The amount of damages sought has not yet been specified by the applicant. The proceedings are currently in the early stages before the Court. The Group considers that at all times it has complied with its disclosure obligations and will vigorously defend the proceedings.

Evolution initiated proceedings in the Federal Court against the Commissioner of Taxation (**Commissioner**) in relation to a particular aspect of the historical acquisition of Conquest Mining Limited (Conquest) in November 2011. The proceedings related to the ability for Evolution to utilise certain tax losses in the periods post-acquisition. The tax losses total approximately $32m (or $9.6m tax effected at 30%) and a tax deduction has never been claimed by Evolution in respect of the losses, nor has it been recognised in the financial statements. Accordingly, if Evolution is unsuccessful in the Federal Court proceedings, there will be no adverse tax implications to Evolution. Should Evolution be successful, this will give rise to a tax benefit to Evolution in the form of additional tax losses / deductions available for utilisation, and a resulting refund of income tax plus interest. The court found in Evolution's favour in a ruling handed down on 17 July 2026 at an interlocutory hearing. This decision paves the way for Evolution to proceed to litigate the tax losses under the Same Business test. On 2 August 2026, the Commissioner sought leave to appeal this decision, which Evolution intends to consent to. The appeal hearing will be before a Full Bench at the Federal Court, most likely in November 2026.

5.28 Publicly available information about Evolution

As an ASX listed company and a 'disclosing entity' for the purposes of the Corporations Act, Evolution is subject to regular reporting and disclosure obligations. Broadly, these require it to announce price sensitive information to ASX as soon as it becomes aware of the information, subject to exceptions for certain confidential information. Copies of these announcements can be obtained free of charge from Evolution's website at www.evolutionmining.com or by visiting the ASX website at www.asx.com.au.

ASIC also maintains a record of documents lodged with it by Evolution which can be obtained using services provided by ASIC, information in respect of which can be found on the ASIC website at www.asic.gov.au. Please note, ASIC may charge a fee in respect of such services.

5.29 Other material information

Except as disclosed elsewhere in this Scheme Booklet, there is no other information material to the making of a decision in relation to the Scheme or a decision by a Carnaby Shareholder whether or not to vote in favour of the Scheme, being information that is within the knowledge of any Evolution Directors, at the date of this Scheme Booklet which has not previously been disclosed to Carnaby Shareholders or to the ASX.

6. Profile of the Merged Group

This Section 6 sets out information about the Merged Group assuming the Scheme is implemented. Additional information is included in the Independent Expert's Report set out in Annexure A to this Scheme Booklet.

If the Scheme is not implemented, the Merged Group will not eventuate and the outcomes described in this Section will not be achieved.

6.1 Overview of the Merged Group

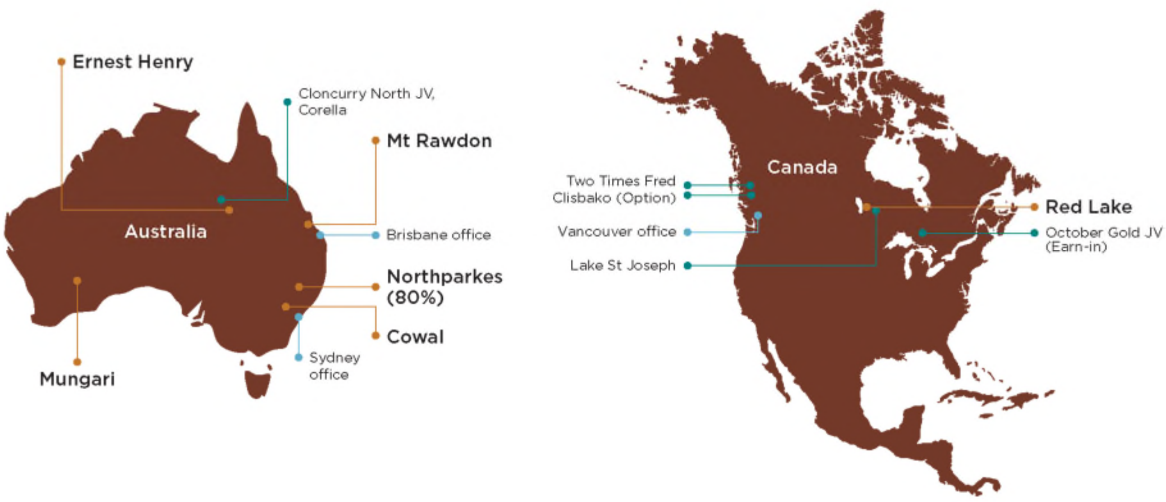
If the Scheme is implemented, Carnaby will become a wholly owned subsidiary of Evolution, and the Merged Group will include all members of the Carnaby Group.

Following implementation, the Merged Group will comprise Evolution's portfolio of long-life, high-quality operating assets and exploration projects across Australia and Canada, together with Carnaby's prospective Greater Duchess Copper-Gold Project in Queensland which is expected to be integrated into Evolution's Ernest Henry Operations.

The Merged Group's portfolio will include the following operations:

- **Cowal Gold Operations**: a large-scale, low-cost, integrated open pit and underground gold mining operation located in New South Wales;
- **Mungari Operations**: an integrated open pit and underground gold mining operation located near Kalgoorlie in Western Australia;
- **Ernest Henry Operations**: a large-scale, long-life, copper-gold operation located in north-west Queensland. The Greater Duchess Project is expected to be integrated into the Ernest Henry operation and leverage its existing infrastructure and latent mill capacity to process Greater Duchess ore;
- **Red Lake Operations**: a large-scale underground gold mining operation located in Ontario, Canada;
- **Northparkes Operations (80%)**: a long-life, copper-gold operation located in New South Wales;
- **Mt Rawdon Operations**: a gold operation approaching end of life which continues to offer future optionality through its established infrastructure, landholding and strategic location; and
- Additional exploration prospects including the Cloncurry North JV and Corella (Australia), Clisbako, Two Times Fred, Lake St. Joseph and the October Gold JV (Canada) and the Western Australian projects as outlined in Section 4.4.

Refer to Sections 5.1 and 5.4 for further details on the operations.



6.2 Strategic rationale for the Scheme

The acquisition of Carnaby is consistent with Evolution's strategy of building a portfolio of high-quality, long-life gold and copper assets in tier-1 jurisdictions and combines the Greater Duchess Project and the surrounding tenement package with Evolution's established Ernest Henry Operations to provide a clear pathway to increasing copper production, leveraging the operation's latent processing capacity and existing infrastructure.

The Scheme enhances Evolution's position in the highly prospective North West Queensland copper-gold district of Cloncurry, adding scale and optionality across production, development and exploration and will improve the regional exploration potential through an enlarged regional tenement package, with multiple priority targets already identified near Ernest Henry.

6.3 Corporate structure of the Merged Group

Upon implementation of the Scheme:

(a) Evolution will become the holder of all Carnaby Shares;

(b) Carnaby will become a wholly owned Subsidiary of Evolution, and Carnaby and each of the Subsidiaries of Carnaby will become an addition to Evolution's existing corporate structure set out in Section 5.10; and

(c) Evolution will procure that Carnaby applies for termination of the official quotation of Carnaby Shares on ASX and requests to be removed from the Official List of the ASX.

6.4 Directors and Senior Management of the Merged Group

The Board of Directors and Senior Management of the Merged Group will consist of the individuals identified in Section 5.9.

6.5 Evolution's intentions in respect of the Merged Group

(a) Continuation of business

If the Scheme is implemented, Evolution intends to complete a thorough review of Carnaby's operations, covering strategic, financial, and operating matters to determine and implement improvements to deliver the optimal outcomes for the Merged Group. Any final decision to be made by Evolution will only be decided once it has had the opportunity to undertake a detailed analysis of the Merged Group's operations.

(b) **Corporate strategy**

If the Scheme is implemented, Evolution intends to maintain its current strategy as outlined in Section 5.3.

(c) **Employees**

If the Scheme is implemented, the existing Carnaby Directors will resign from their positions. The current composition of the Evolution Board is appropriately structured and has the right mix of skills and experience to manage the Merged Group.

Evolution intends to conduct a comprehensive review of all current Carnaby employees to determine their suitability for positions in the Merged Group. Employees that are not offered employment within the Merged Group will receive their full contractual and statutory entitlements, which would be paid from Evolution's cash reserves.

(d) **Employee incentive arrangements**

Carnaby’s existing employee incentive plans will cease to be applicable following implementation of the Scheme. Evolution intends to continue utilising its existing incentive arrangements to provide incentives to employees of the Merged Group (as described in Section 5.24), which will include employees of the Carnaby Group from implementation of the Scheme (provided the Carnaby Group employees accept the terms of any offers made under Evolution’s incentive arrangements).

(e) **Corporate governance**

Following implementation of the Scheme, it is intended that the Merged Group will continue to operate in accordance with the Evolution Group’s current corporate governance policies available at Evolution’s website at www.evolutionmining.com .

(f) **Dividend policy**

Following Implementation of the Scheme, it is expected that Evolution's current dividend policy, as outlined in Section 5.22, will be the dividend policy of the Merged Group.

(g) **Corporate office and trading name**

The holding company of the Merged Group will continue to be known as ‘Evolution Mining Limited’, with its corporate office in Sydney, New South Wales, and Evolution Shares will continue to trade on the ASX under the code ‘EVN’.

6.6 Merged Group capital structure on implementation of the Scheme

(a) **Issued capital**

The table below summarises the Evolution Shares that will be on issue on implementation of the Scheme, not taking into account the potential further issuance of new Evolution shares under the Dividend Reinvestment Plan in respect of the FY26 full year dividend on 2 October 2026:[62]

[62] This assumes no vested Evolution performance or share rights are exercised between the Last Practicable Date and the Implementation Date.

Evolution Shares on implementation of the Scheme

Timing	Number
On issue as at the Last Practicable Date	2,044,548,397
To be issued in connection with the Scheme to Carnaby Shareholders	16,248,041
To be issued in connection with the Scheme to Glencore	1,948,627
Pro forma, on implementation of the Scheme	**2,062,745,065**

The below table summarises the incentive securities of Evolution that will be on issue on implementation of the Scheme:[63]

Evolution incentive securities

Incentive security	Number
Performance Rights	18,423,029
Share Rights	53,971
Total incentive securities	**18,477,000**

Further information in relation to Evolution Shares, Evolution Performance Rights, Evolution Share Rights and the Evolution Employee Share Option and Performance Rights Plan can be found in Sections 5.14 and 5.24. A full summary of the Evolution Employee Share Option and Performance Rights Plan is available in Evolution's FY25 Annual Report and as summarised in Appendix A of the Notice of Annual General Meeting 2025 released on 15 October 2025 and available at www.evolutionmining.com.

(b) **Pro-forma ownership**

On implementation of the Scheme, Carnaby Shareholders will own approximately 0.8% of the Merged Group.[64]

(c) **Substantial shareholders**

Based on their respective shareholdings in Evolution and Carnaby as at the Last Practicable Date, the holders of 5% or more of the issued capital of Evolution on implementation of the Scheme would be:

Substantial Evolution Shareholders on implementation of the Scheme

Substantial holder	Evolution Shares held at Last Practicable Date		New Evolution Shares to be issued as Scheme Consideration	Shareholding in the Merged Group	
	Shares	%	Shares	Shares	%
Australian Super	328,656,043	16.1%	-	328,656,043	15.9%
State Street Corp.	171,327,927	8.4%	-	171,327,927	8.3%

[63] This assumes no vested Evolution performance or share rights lapse or are exercised between the Last Practicable Date and the Implementation Date.

[64] Excludes issuance of Carnaby Shares to Glencore for termination of tolling and offtake agreements, which increases Carnaby Shareholders' ownership to 0.9%.

Blackrock Group	158,802,781	7.8%	-	158,802,781	7.7%
Van Eck	138,439,702	6.8%	-	138,439,702	6.7%
Vanguard Group	122,184,598	6.0%	-	122,184,598	5.9%

6.7 Quotation of New Evolution Shares

An application will be made by Evolution to the ASX for the granting of official quotation of the New Evolution Shares. Quotation is not guaranteed or automatic on such application, but quotation is expected in the ordinary course as Evolution is already admitted to the official list of the ASX and shares of the same class as the New Evolution shares to be issued as Scheme Consideration have previously been granted official ASX quotation. If the Scheme becomes effective, it is expected that the New Evolution Shares issued pursuant to the scheme will commence trading on the ASX.

6.8 Rights attaching to New Evolution Shares

The rights and liabilities attaching to the New Evolution Shares that will be issued as Scheme Consideration are set out in the Evolution Constitution and are also subject to the Corporations Act and the ASX Listing Rules.

Below is a summary of the main rights and liabilities attaching to Evolution Shares. This summary does not purport to be exhaustive or constitute a definitive statement of all the rights and liabilities attaching to Evolution Shares. Such rights and liabilities can involve complex questions of law arising from the interaction of the Evolution Constitution and statutory and common law requirements. This summary must be read subject to the full text of the Evolution Constitution, available at the Evolution website (https://evolutionmining.com/document-centre/#corporate-governance#company-constitution). Terms capitalised in this Section 6.8 but not otherwise defined in this Scheme Booklet have the meaning given to them in the Evolution Constitution.

(a) **Introduction**

The New Evolution Shares will be issued fully paid and will rank equally for dividends and other rights with existing Evolution Shares then on issue, with effect from their date of issue. Under the Corporations Act, the Evolution Constitution has effect as a contract between:

(i) Evolution and each Evolution Shareholder;

(ii) Evolution and each director and company secretary of Evolution; and

(iii) an Evolution Shareholder and each other Evolution Shareholder.

Accordingly, if you receive New Evolution Shares under the Scheme, you are taken to receive them subject to the terms of the Evolution Constitution and you will be bound by the terms of the Evolution Constitution.

(b) **Meetings of shareholders**

A general meeting may be called by a directors' resolution or as otherwise provided in the Corporations Act. No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business. Quorum at general meetings is 5 or more members present at the meeting and entitled to vote on a resolution at the meeting.

(c) **Voting rights**

Subject to Evolution's constitution and any rights or restrictions attached to any Evolution shares or class of Evolution shares, at a general meeting:

(i) on a show of hands, every member present has one vote; and

(ii) on a poll, every member present has one vote for each share held by the member entitling the member to vote, except for partly paid shares, each of which confers on a poll only the fraction of one vote which the amount paid (not credited) on the share bears to the total amounts paid and payable (excluding amounts credited) on the share. An amount paid in advance of a call is disregarded for this purpose.

Subject to Evolution's constitution, each member entitled to vote at a general meeting may vote in person (or, where a member is a body corporate, by its representative), by not more than 2 proxies or by not more than 2 attorneys.

(d) **Dividends**

Subject to any rights or restrictions attached to any Evolution shares or class of shares:

(i) all dividends must be paid equally on all Evolution shares, except that a partly paid share confers an entitlement only to the proportion of the dividend which the amount paid (not credited) on the share is of the total amounts paid and payable (excluding amounts credited) (unless the directors decide otherwise, an amount paid on a share in advance of a call is to be taken as not having been paid until it becomes payable); and

(ii) interest is not payable by Evolution on any dividend.

In relation to Evolution's dividend policy, the Evolution Board has approved the implementation of a Dividend Reinvestment Plan that allows shareholders to elect to reinvest all or part of any dividends payable on their Evolution shares to acquire additional Evolution shares.

(e) **Non-marketable parcels**

The Evolution Directors may sell Evolution shares which constitute less than a marketable parcel by following the procedure set out in Evolution's constitution.

(f) **Transfer of shares**

Subject to Evolution's constitution and to any restrictions attached to a member's shares, Evolution shares are freely transferable.

(g) **Winding up**

Subject to Evolution's constitution and the rights or restrictions attached to any Evolution shares or class of Evolution shares, if Evolution is wound up and the property of Evolution available for distribution among the members is more than sufficient to pay all of Evolution's debts and liabilities and the costs, charges and expenses of the winding up, the excess must be divided among the members in proportion to the number of Evolution shares held by them, irrespective of the amounts paid or credited as paid on the Evolution shares.

If Evolution is wound up, the liquidator may, with the sanction of a special resolution, divide among the members the whole or any part of Evolution's property and decide how the division is to be carried out as between the members or different classes of members.

(h) **Issue of further shares**

Subject to Evolution's constitution, the Evolution directors may issue, allot or grant options for, or otherwise dispose of, shares in Evolution and decide the persons to whom and the terms on which shares are issued or options are granted as well as the rights and restrictions attached to those shares or options.

(i) **Variation of rights**

The rights attached to any class of shares may, unless their terms of issue state otherwise, be varied with the written consent of the holders of 75% of the shares of the class or by a special resolution passed at a separate meeting of the holders of shares of the class. Any variation of rights shall be subject to Part 2F.2 of Chapter 2F of the Corporations Act.

The provisions of Evolution's constitution relating to general meetings apply, with necessary changes, to separate class meetings as if they were general meetings except that a quorum is two persons holding at least one-third of the issued shares of the class or, if there is one holder of shares in a class, that person; and any holder of shares of the class present in person or by proxy, attorney or representative, may demand a poll.

The rights conferred on the holders of any class of Evolution shares are to be taken as not having been varied by the creation or issue of further shares ranking equally with them.

(j) **Directors**

Evolution must have a minimum of three directors. The maximum number of directors is to be fixed by the directors, but may be no more than nine (unless Evolution in general meeting resolves otherwise). The directors must not determine a maximum number of directors which is less than the number of directors in office at the time the determination takes effect.

6.9 Merged Group Pro-Forma Historical Financial Information

(a) **Introduction**

The combined pro forma historical financial information of the Merged Group comprises a pro-forma consolidated statement of financial position as at 30 June 2026 (**Merged Group Pro-Forma Historical Statement of Financial Position**).

(b) **Basis of preparation**

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared in order to give Carnaby shareholders an indication of the financial position of the Merged Group as if the Scheme had been implemented as at 30 June 2026. By its nature, pro forma historical financial information is illustrative only. Consequently, it does not purport to reflect the actual financial position of the Merged Group if it had operated on a combined basis as at that date. It is likely this information will differ from the actual financial information of the Merged Group.

The Merged Group Pro-Forma Historical Statement of Financial Position as at 30 June 2026 has been derived from:

- Evolution's 30 June 2026 Full Year Financial Report;

- Carnaby's 30 June 2026 Full Year Financial Report; and
- Pro-forma adjustments described in Section 6.9(d).

The Evolution Group's Full Year Financial report for the year ended 30 June 2026 was audited by PricewaterhouseCoopers, who issued an unqualified audit opinion in relation to Evolution's Full Year Financial Report. Evolution's Full Year Financial Report is available from Evolution's website at www.evolutionmining.com and the ASX website at www.asx.com.au.

The Carnaby Group's Full Year Financial Report for the twelve-month period ended 30 June 2026 was audited by Grant Thornton, who also issued an unqualified opinion in relation to Carnaby's Full Year Financial Report. Carnaby's Full Year Financial Report is available from Carnaby's website at www.carnabyresources.com.au and the ASX website at www.asx.com.au.

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared in accordance with the recognition and measurement principles contained in the Australian Accounting Standards, which comply with the recognition and measurement principles of the International Accounting Standards Board and interpretations adopted by the International Accounting Standards Board, other than that it includes adjustments which have been prepared in a manner consistent with Australian Accounting Standards, that reflect the impact of certain transactions as if they occurred as at 30 June 2026 in the Merged Group Pro-Forma Historical Statement of Financial Position.

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared in accordance with and should be read in conjunction with the accounting policies detailed in Evolution's Full Year financial report ended 30 June 2026 and the Annual Report for the year ended 30 June 2025. A preliminary assessment has not identified any material differences between the accounting policies adopted by Evolution and Carnaby prior to the Scheme. The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared by the management of Evolution with input from the management of Carnaby.

The Merged Group Pro-Forma Historical Statement of Financial Position is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act. In particular, it does not include the notes to and forming part of the financial statements of Carnaby and Evolution.

The Merged Group Pro-Forma Historical Statement of Financial Position has been prepared on the basis that:

- the Scheme is implemented; and
- the acquisition of Carnaby is considered an asset acquisition under Australian Accounting Standards.

The Merged Group Pro-Forma Historical Statement of Financial Position also includes an assumption that the Scheme was implemented on 30 June 2026. The actual value of the consideration for the acquisition of the Carnaby Shares under the Scheme will be measured based upon the value of the Evolution Shares at close of trading on the Implementation Date.

For the purposes of the Merged Group Pro-Forma Historical Statement of Financial Position, a value of $13.27 per Evolution Share has been assumed, being the closing price of Evolution Shares on ASX on the Last Practicable Date. Consequently, the value of the purchase consideration for accounting purposes may differ from the amount assumed in the Merged Group Pro-Forma Historical Statement of Financial Position due to future changes in the market price of Evolution Shares through to the Implementation Date.

A number of factors may impact the actual financial position of the Merged Group, including but not limited to:

- successful implementation of the Scheme and ultimate timing of that implementation;
- differences between the estimated amount of transaction costs (including stamp duty) and the amount ultimately incurred;
- changes in the Evolution share price of $13.27 (closing share price on the Last Practicable Date) as the Scheme Consideration will be calculated on the day the Scheme is implemented; and
- finalisation of the availability of tax losses, including recognition of the associated deferred tax asset, in accordance with AASB 112 Income Taxes.

(c) Merged Group Pro-Forma Historical Statement of Financial Position

The following pro forma adjustments to the historical statements of financial position have been made in order to present the Merged Group Pro-Forma Historical Statement of Financial Position as at 30 June 2026. Totals may not add up due to rounding.

Merged Group Pro-Forma Historical Statement of Financial Position

	Evolution Historical Statement of Financial Position as at 30 June 2026	Carnaby Historical Statement of Financial Position as at 30 June 2026	Pro Forma adjustments as at 30 June 2026	Pro Forma Historical Statement of Financial Position as at 30 June 2026
	$'000	**$'000**	**$'000**	**$'000**
Current assets				
Cash and cash equivalents	1,347,496	9,392	(10,139)	1,346,749
Trade and other receivables	350,332	353		350,685
Inventories	384,279	-		384,279
Other current assets	4,046	535		4,581
Total current assets	**2,086,153**	**10,280**	**(10,139)**	**2,086,294**
Non-current assets				
Inventories	352,127	-		352,127
Equity investments at fair value	55,030	-		55,030
Property, plant and equipment	7,501,725	119	809	7,502,653
Exploration & evaluation	444,496	35,608	242,162	722,266
Right-of-use assets	33,346	71		33,417
Derivative financial instruments	64,677	-		64,677
Equity accounted investments	7,192	-		7,192

	Evolution Historical Statement of Financial Position as at 30 June 2026	Carnaby Historical Statement of Financial Position as at 30 June 2026	Pro Forma adjustments as at 30 June 2026	Pro Forma Historical Statement of Financial Position as at 30 June 2026
Other non-current assets	1,493	1,419		2,912
Total non-current assets	**8,460,086**	**37,217**	**242,971**	**8,740,274**
Total assets	**10,546,239**	**47,497**	**232,832**	**10,826,568**
Current liabilities				
Trade and other payables	623,287	1,409	1,814	626,510
Provisions	132,203	217		132,420
Derivative financial instruments	5,068	-		5,068
Lease liabilities	15,510	51		15,561
Current tax liabilities	288,600	-	(380)	288,220
Other current liabilities	46,399	-		46,399
Deferred revenue	31,731	-		31,731
Total current liabilities	**1,142,798**	**1,677**	**1,434**	**1,145,909**
Non-current liabilities				
Interest bearing liabilities	1,380,583	-		1,380,583
Provisions	593,728	1,469		595,197
Derivative financial instruments	22,063	-		22,063
Deferred tax liabilities	898,422	-		898,422
Lease liabilities	20,331	22		20,353
Deferred revenue	546,350	-		546,350
Other non-current liabilities	113,196			113,196
Total non-current liabilities	**3,574,673**	**1,491**	**-**	**3,576,164**
Total liabilities	**4,717,471**	**3,168**	**1,434**	**4,722,073**
Net assets	**5,828,768**	**44,329**	**231,398**	**6,104,495**
Issued capital	3,420,550	98,228	177,523	3,696,301
Other reserves	16,098	4,288	(4,288)	16,098
Retained earnings	2,392,120	(58,187)	58,163	2,392,096
Total equity	**5,828,768**	**44,329**	**231,398**	**6,104,495**

(d) Notes to the pro-forma adjustments

The Merged Group Pro-Forma Historical Statement of Financial Position includes the following pro forma adjustments to reflect the impact of certain transactions as if they occurred as at 30 June 2026 in the Merged Group. These transactions reflect accounting for the acquisition of Carnaby and one-off transaction costs associated with the Scheme, including an estimate of stamp duty payable in the Merged Group Pro-Forma Historical Statement of Financial Position.

(i) Cash and cash equivalents – reduction in cash and cash equivalents of $10.1 million. This adjustment includes $9.3 million of transaction costs and $0.8 million relating to the payment of the Carnaby Option Consideration in settlement of the Carnaby Options prior to acquisition.

(ii) The acquisition of Carnaby has been accounted for as an asset acquisition based on the requirements set out in AASB 3 Business Combinations. The fair value of the 2,583,333 Evolution Shares issued to QIC Queensland Critical Minerals Fund (**QCMF**) on 27 August 2026 in exchange for 37,878,788 Carnaby Shares, and the New Evolution Shares, including transactions costs and stamp duty, paid as Scheme Consideration (refer to Section (v)) has been allocated to the acquired assets and liabilities based on their relative fair value, with pro-forma adjustments as follows:

(A) Exploration & evaluation – increase of $242 million. Given the nature of the assets and liabilities acquired, the main adjustment to book value related to exploration & evaluation, representing the Greater Duchess Project.

(B) Property, plant and equipment – increase of $0.8 million.

(iii) Trade and other payables – increase of $1.8 million. This adjustment relates to the estimate of $1.8 million of stamp duty payable (transaction cost) following implementation of the Scheme.

(iv) Current tax liabilities – decrease of $0.4 million, reflecting the tax deduction for the Carnaby Option Consideration and other eligible transaction costs.

(v) Equity (including other reserves and retained earnings) – $231 million. This adjustment relates to:

(A) the issue of $22 million worth of Carnaby Shares (the "**Subscription Shares**") under the terms of the Glencore Subscription Agreement, as part of the arrangements to terminate the Glencore Tolling and Offtake Agreements. The shares are to be issued on the business day after the Effective Date of the Scheme (but prior to the Record Date), so that Glencore will be entitled to receive the Scheme Consideration for the Subscription Shares, in addition to its existing shareholding;

(B) the elimination of Carnaby's issued capital, pre-acquisition other reserves and accumulated losses;

(C) the issue of 2,583,333 Evolution Shares to QCMF on 27 August 2026 in exchange for 37,878,788 Carnaby Shares, reflecting the same ratio as the Scheme Consideration, being 0.0682 Evolution Shares, based on a value of $13.27 per Evolution Share (based on the closing price of Evolution Shares on the Last Practicable Date); and

(D) the issue of the New Evolution Shares issued as Scheme Consideration based on a value of $13.27 per New Evolution Share (based on the closing price of Evolution Shares on the Last Practicable Date) for the 18,196,668 New Evolution Shares to be issued under the Scheme.

The Merged Group Pro-Forma Historical Statement of Financial Position has not been adjusted to reflect:

- the performance and operation of Evolution or Carnaby since 30 June 2026;
- the Evolution full year final dividend declared – final dividend of 21.0 cents per share ($426.5 million); or

- tax losses. As at 30 June 2026, Carnaby had a total of $19 million of tax effected losses ($63 million gross).

On implementation of the Scheme, the Merged Group will be entitled under Australian tax consolidation rules to reset the tax value of the underlying assets of Carnaby based on the consideration paid and their respective market values. The Merged Group may be entitled to transfer and utilise Carnaby's previously incurred tax losses, subject to Australia's tax loss recoupment legislation. A detailed analysis of the amount of losses existing at the Implementation Date and Evolution's entitlement to transfer and utilise these losses will be conducted post-implementation of the Scheme.

The Merged Group Pro-Forma Statement of Financial Position does not include any deferred tax assets or deferred tax liabilities with respect to Carnaby.

(e) **Forecast financial information for the Merged Group**

Each of the Evolution Board and the Carnaby Board has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information in relation to the Merged Group. Each of the Evolution Board and the Carnaby Board has concluded that such forecast financial information would have the potential to be misleading and a reasonable basis does not exist for producing forecasts that would be sufficiently meaningful and reliable to be of value to either set of shareholders.

6.10 Risks associated with the Merged Group

There are a number of risks associated with the Merged Group. These are summarised in Section 7.

6.11 Corporate matters in relation to Carnaby

Following implementation of the Scheme, it is intended that:

(a) Carnaby be removed from the official list of ASX; and

(b) as Carnaby will be a wholly owned Subsidiary of Evolution, the Carnaby Board will be reconstituted so that it comprises persons nominated by Evolution.

6.12 Dividend policy

If the Scheme is implemented, Evolution intends to maintain its current dividend policy, as outlined in section 5.22.

6.13 Merged Group's register of securityholders

In accordance with Australian law, Evolution's register of securityholders will be maintained in Australia by the Evolution Registry.

7. Risk factors

7.1 Overview

Carnaby Shareholders should be aware that there are a number of risks, both general and specific, associated with the Scheme.

Under the Scheme, Scheme Shareholders (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) will acquire New Evolution Shares and consequently there will be a change to those Scheme Shareholders' overall investment risk profile.

There are a range of factors, both specific to the Merged Group and which apply more generally to the gold and copper mining sector and equity market participants, which may, individually or in combination, affect the business, future operating and financial performance, reputation or prospects of the Merged Group and/or the value of its securities. Many of the circumstances giving rise to these risks are beyond the control of the Merged Group, its directors and management.

In a number of instances, risk factors which apply to the Merged Group are also risk factors which apply or may apply, to varying degrees, to Carnaby as a standalone entity.

This Section 7 outlines a number of risk factors considered to be material risks associated with the Scheme and the Merged Group, including:

(a) specific risks relating to the Scheme (Section 7.2);

(b) specific risks relating to the Merged Group (Section 7.3);

(c) general risks relating to the Merged Group (Section 7.4); and

(d) risks and implications for Carnaby if the Scheme does not proceed (Section 7.5).

The information set out in this Section 7 is a summary only and should not be relied on as an exhaustive list of all risks that Carnaby Shareholders may be exposed to. Additional risks and uncertainties not currently known to Carnaby or Evolution may also have a material adverse effect on the operational and financial performance of Carnaby, Evolution or the Merged Group.

The risks outlined in this Section 7 do not take into account the investment objectives, financial situation, taxation position or particular needs of any Carnaby Shareholder. The extent to which any particular risk may affect the Merged Group may be greater than, or less than, the extent to which that risk currently affects each of Carnaby and Evolution individually.

No assurances or guarantees are given in relation to the future performance of, profitability of, or payment of dividends by Carnaby, Evolution or the Merged Group. You should carefully consider the risks and uncertainties summarised in this Section 7, together with all other information contained in this Scheme Booklet generally, before making any decision in relation to the Scheme. If you do not understand any part of this Scheme Booklet or are in any doubt as to what action you should take, please consult your financial, legal, taxation or other professional adviser.

7.2 Specific risks relating to the Scheme

The market value of the Scheme Consideration is not certain

If the Scheme is implemented, Scheme Shareholders (other than Ineligible Shareholders) will receive the Scheme Consideration of 0.0682 New Evolution Shares for each Scheme Share held as at the Record Date.

The Transaction Ratio was fixed under the Scheme Implementation Deed and will not be adjusted to reflect changes in the market price of Carnaby Shares, Evolution Shares, or any other event before the Implementation Date. Accordingly, the implied value of the Scheme Consideration will vary over time, and Carnaby Shareholders cannot be sure of the market value of the Scheme Consideration that will be provided on the Implementation Date.

Further, for Ineligible Shareholders, there is no guarantee as to the price at which New Evolution Shares may be sold by the Sale Agent through the Sale Facility as detailed in Section 3.5(e) (or the precise timing of any such sale).

The price of Evolution Shares will fluctuate over time and may be volatile as a result of a number of factors, including the Merged Group's operating and financial performance and general market conditions. There is no guarantee regarding the future market price of Evolution Shares, and Carnaby and the Carnaby Directors do not warrant the future performance of the Merged Group or any return on an investment in the Merged Group. There is also no assurance that there will always be an active market for Evolution Shares.

Conditions to the Scheme

Implementation of the Scheme is subject to satisfaction or waiver (where permitted) of certain Conditions, which are described in Section 3.10(a) and set out in full in clause 3.1 of the Scheme Implementation Deed.

There can be no guarantee that the Conditions will be satisfied or waived in a timely manner or at all. A number of the outstanding Conditions are outside the control of Carnaby and Evolution, including approval of the Scheme by the Requisite Majorities of Carnaby Shareholders at the Scheme Meeting and approval of the Scheme by the Court at the Second Court Hearing.

There is a risk that the Court may not approve the Scheme or that the approval of the Court is delayed. In particular, if there is a material change in circumstances between the Scheme Meeting and the Second Court Date, then the Court will have regard to that change in deciding how it should proceed. If a change is so important that it materially alters the outcome of the Scheme, or the value of Carnaby or the Scheme Consideration, there is a risk that the Court may not approve the Scheme at the Second Court Hearing.

If, for any reason, a Condition is not satisfied or waived (as applicable) and the Scheme is delayed or not implemented, there may be adverse consequences for Carnaby and Carnaby Shareholders, including increased costs associated with the Scheme and/or a fall in the market price of Carnaby Shares. Refer to Section 7.5 for risks to Carnaby Shareholders if the Scheme does not proceed.

Termination of Scheme Implementation Deed

Carnaby and Evolution each have the right to terminate the Scheme Implementation Deed in the circumstances summarised in Section 3.10(l). As such, there is no certainty that the Scheme Implementation Deed will not be terminated by either Carnaby or Evolution before the Scheme is implemented.

If the Scheme Implementation Deed is terminated before the Scheme is implemented, Carnaby, as a standalone entity, will not be able to achieve the benefits that the acquisition by Evolution might have provided, and will be exposed to the risks of operating as a standalone company, including those outlined in Section 7.5 below. In this scenario, the market price of Carnaby Shares may fall and there is no assurance that any alternative proposal will emerge (and if any such proposal emerges, there is no assurance that it will be on equivalent or more attractive terms than the Scheme).

In addition, certain circumstances which could cause the Scheme not to proceed may result in an obligation on either Carnaby or Evolution to pay the Reimbursement Fee or Reverse

Reimbursement Fee to the other party (as applicable). Refer to Section 3.10(k) for a summary of those circumstances.

Change in risk and investment profile

After implementation of the Scheme, Carnaby Shareholders (other than Ineligible Shareholders) will be exposed to additional risks relating to the Merged Group and the integration of the two businesses as set out in Sections 7.3 and 7.4. Those risks may be different from or additional to those related to Carnaby, and some Carnaby Shareholders may prefer the risks and investment profile of Carnaby as a standalone entity.

Whilst the operations of Carnaby and Evolution are similar in some ways, the operational profile, capital structure, size and broader suite of assets (both in nature and geographic scope) of the Merged Group will be different to those of Carnaby currently. The change in investment profile resulting from the Scheme may therefore be a disincentive to some Carnaby Shareholders.

Carnaby Shareholders will hold a minority interest in the Merged Group

If the Scheme is implemented, Carnaby Shareholders who receive New Evolution Shares as Scheme Consideration will become shareholders in the Merged Group, and are expected to collectively own only approximately 0.8%[65] of the Merged Group on implementation of the Scheme. Accordingly, Carnaby Shareholders will have significantly reduced influence over the Merged Group's strategy and operations and reduced exposure to Carnaby's existing portfolio of assets, including the Greater Duchess Project, compared to their current holding in Carnaby.

Taxation consequences

If the Scheme is implemented, there may be tax consequences for Scheme Shareholders. The tax consequences will vary depending on a number of factors, including place of residence for tax purposes and individual tax circumstances. A summary of the general tax consequences of the Scheme for certain Australian and foreign resident Scheme Shareholders is described in Section 8. All Carnaby Shareholders are advised to seek independent professional taxation advice with respect to their individual taxation situation, including foreign tax consequences for Carnaby Shareholders resident outside Australia for tax purposes.

Risks of trading during deferred settlement trading period

Due to rounding, Carnaby Shareholders will not necessarily know the exact number of New Evolution Shares that they will be entitled to receive (if any) as Scheme Consideration until a number of days after those New Evolution Shares can be traded on the ASX on a deferred settlement basis. Scheme Shareholders who trade New Evolution Shares on a deferred settlement basis, without knowing the exact number of New Evolution Shares they will receive as Scheme Consideration, may risk adverse financial consequences if they purport to sell more New Evolution Shares than they ultimately receive.

Transaction costs

Each of Carnaby and Evolution has incurred, and will continue to incur, significant costs associated with the Scheme. Fees and expenses related to the Scheme include financial advisory, legal, accounting, independent expert and technical reports, tax and stamp duty, regulatory and administration, as well as Scheme Booklet printing and distribution. Some of

[65] Pro-forma ownership in Evolution is based on the Transaction Ratio of 0.0682 New Evolution Shares per Carnaby Share applied to 238,241,076 Carnaby Shares as at the Record Date (the calculation assumes 37,878,788 Carnaby Shares are held by Excluded Shareholders and does not account for the issue of the Subscription Shares under the Glencore Subscription Agreement).

these fees and expenses will be paid regardless of whether the Scheme is implemented or becomes Effective.

Further details of estimated transaction costs expected to be incurred by Carnaby in respect of the Scheme are set out in Section 9.20.

Risks faced by Carnaby prior to implementation

The business and results of operations of Carnaby may be adversely affected by, among other factors, economic downturns, changes in commodity prices, changes in government fiscal, monetary or regulatory policies and settings, changes in legislation or regulation, environmental regulation, volatility in the financial markets and unfavourable regulatory decisions. Any one or more of these factors could negatively affect the operations and financial performance of Carnaby, which could in turn adversely affect the future operational and financial results of the Merged Group.

Integration risks

The Merged Group's ability to realise the benefits of the Scheme will depend on Evolution successfully and efficiently integrating Carnaby's operations, procedures and personnel, including integrating the Greater Duchess Project with Evolution's existing operations, and on Evolution's ability to realise the anticipated growth opportunities and synergies from Carnaby's assets.

There is no guarantee that the businesses of the Merged Group will be integrated successfully within a reasonable period of time. While Evolution expects to integrate successfully with Carnaby's operations, there is a risk that integration takes longer than expected and that anticipated efficiencies and benefits are less than estimated. If integration is not achieved effectively, or implementation costs exceed those anticipated, the benefits of the Scheme may be realised only in part, or not at all, which may adversely affect the financial performance, position and prospects of the Merged Group. Refer to Section 7.3 for further details relating to integration risks.

7.3 Specific risks relating to the Merged Group

Fluctuations in relevant commodity price

The Merged Group’s revenue will be principally derived from the sale of gold, which is based on prevailing market prices. As a result, its revenue will be significantly affected by changes in market prices which have historically been subject to substantial volatility. Volatility in the gold price creates revenue uncertainty and requires careful management of business performance to ensure that operating cash margins are maximised in any fall in the spot gold price. Fluctuation in the gold price is influenced by a number of factors beyond the Merged Group’s control, including interest rates, the rate and anticipated rate of inflation, world supply of gold, consumption patterns, purchases and sales of gold by central banks, the fiscal policies employed by the world’s major industrialised economies, forward sales by producers in hedging or similar transactions, production costs, demand from the jewellery industry, speculative activities, increased import and export taxes, stability of exchange rates, the relative strength of the US dollar and other currencies, changes in international investment patterns, monetary systems, and political and economic events.

The risks associated with gold price fluctuations and volatility may be reduced by any gold price hedging the Merged Group may undertake (see Section 7.4 below for a description of the risks associated with such hedging). A declining gold price can also impact operations by requiring a reassessment of the feasibility of mine plans and certain projects and initiatives. The development of new ore bodies, commencement of development projects, including the Greater Duchess Project, and the ongoing commitment to exploration projects can all potentially be impacted by a decline in the prevailing gold price. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment could potentially cause substantial delays and/or may interrupt operations, which may have a material adverse effect on the Merged Group’s results of operations and financial condition.

Evolution cannot provide any assurance as to the prices the Merged Group will achieve for its gold. Changes in commodity prices, including prices for gold and associated pricing for impurities and treatment charges, may have a positive or negative effect on the Merged Group’s:

(a) revenues, creating revenue uncertainty which requires careful management of business performance to ensure that operating cash margins are maximised in any fall in commodity prices; and

(b) exploration program, project development and production plans and activities, together with the ability to fund those plans and activities. Even if such plans and activities are ultimately determined to be economically viable, they may need to be reassessed, which could potentially cause substantial delays and/or interruptions.

The Merged Group also derives a portion of its revenue from the sale of copper. Evolution cannot provide any assurance as to the prices the Merged Group will achieve for its copper. Changes in commodity prices, including prices for copper and associated pricing for impurities and treatment charges, may have a positive or negative effect on the Merged Group’s revenues and exploration program, project development and production plans and activities, including for the Greater Duchess Project.

Change in risk and investment profile

If the Scheme is implemented, Carnaby Shareholders will be exposed to risk factors relating to Evolution and to certain other risks relating to the Merged Group and the integration of the Evolution and Carnaby groups.

These include risks relating to the ownership and operation of a broader suite of assets, both in nature (including exposure to operating assets) and geographic scope (including exposure to the Red Lake mine in Canada), environmental risks, human resources risks and Native Title risks.

Integration risks

The Merged Group's ability to realise the benefits of the Scheme will depend in part on successfully integrating Carnaby's functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as on Evolution's ability to realise the anticipated growth opportunities and synergies from Carnaby's assets following implementation of the Scheme.

Following implementation of the Scheme, Evolution will be responsible for integrating the Greater Duchess Project with its existing operations, including Ernest Henry Operations. The successful development and integration of the Greater Duchess Project depends on a range of factors, including infrastructure requirements, ore processing arrangements, operational systems and personnel with Evolution's existing business and operating framework.

There is no guarantee that the businesses of the Merged Group will be able to be integrated successfully within a reasonable period of time. While Evolution expects to successfully integrate with Carnaby's operations, there are risks that any integration of the businesses of Evolution and Carnaby may take longer than expected and that anticipated efficiencies and benefits of that integration may be less than estimated.

If the integration is not achieved in an effective manner, the full benefits of the combination of the two business may be achieved only in part, or not at all. Any failure by the Merged Group to ensure implementation costs remain below those anticipated may have an adverse effect on the financial performance and the position, and prospects, of the Merged Group.

Development risk

The Greater Duchess Project is a development stage project, and remains subject to various approvals.

Development of a mining operation is dependant on a number of factors including, but not limited to, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, entering into material contracts, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, variations to contracts including compensation agreements with Traditional Owners, and contracting risk from third parties providing essential goods and services.

7.4 General risks relating to the Merged Group

The following risk factors apply equally to Evolution (and the Evolution Group) prior to and after implementation of the Scheme (after which time the Evolution Group would also include the Carnaby Group, as the Merged Group).

The exploration, development and mining of natural resources are speculative in nature and subject to significant risks. The risk factors set out in this Section 7.4 could materially adversely affect the future business, operations and financial condition of the Merged Group, and could cause actual outcomes to differ materially from those described in Evolution’s forward-looking statements (including those outlined in Section 6). These risk factors do not necessarily capture all risks associated with an investment in the Merged Group.

Mining risks

The mining industry is subject to significant risks and hazards, including environmental hazards, industrial incidents, unusual or unexpected geological and geotechnical difficulties, unavailability of materials and equipment, pit wall failures, rock bursts, seismic events, cave-ins, and weather conditions (including flooding and bush fires), most of which are beyond Evolution's control. These risks and hazards could result in significant costs or delays that could have a material adverse effect on the Merged Group's financial performance, liquidity and results of operations.

Production and cost estimates

The ability of the Merged Group to achieve production targets or meet operating and capital expenditure estimates on a timely basis cannot be assured. The assets of the Merged Group, as any others, will be subject to uncertainty with ore tonnes, grade, metallurgical recovery, ground conditions, operational environment, funding for development, regulatory changes, accidents, other unforeseen circumstances such as unplanned mechanical failure of plant or equipment.

Evolution prepares estimates of future production and associated operating and capital costs for its operations. No assurance can be given that such estimates will be achieved. Failure to achieve production or cost estimates or material increases in costs could have an adverse impact on the Merged Group's future cash flows, profitability, results of operations and financial condition.

Costs of production may also be affected by a variety of factors, including: changing waste-to-ore ratios; ore grade metallurgy; labour and other input costs; general inflationary pressures and currency exchange rates. Labour costs may increase significantly as a result of any increased labour shortages.

Metallurgy and processing

Metal recoveries depend on the metallurgical process required to liberate economic minerals and produce a saleable product, and by their nature involve elements of significant risk. Those risks include identifying, through test work, a metallurgical process capable of producing a saleable metal or concentrate, developing an economic process route, and the effect of variability in mineralogy across an orebody, which can result in inconsistent recoveries and affect economic viability. The application of metallurgical test work results and conclusions to process design, recoveries and throughput depends on the accuracy of the test work and on the assumption that the samples tested are representative of the orebody as a whole. There is risk associated with the scale-up of laboratory and pilot plant results to commercial scale and with the subsequent design, construction and commissioning of processing plant.

In relation to the Greater Duchess Project, metallurgical test work undertaken to date is preliminary and has been carried out on a limited number of samples. The recovery assumptions applied in the Mineral Resource and Ore Reserve estimates and in the pre-feasibility study may not be achieved in practice, particularly where ore is processed through a third party or existing processing facility designed for a different feed. Concentrate produced may also contain deleterious or penalty elements which reduce its value or its saleability.

Ore Reserves and Mineral Resources

Ore Reserves and Mineral Resources are estimates only and are based on industry practice, experience and knowledge. Estimates of Ore Reserves and Mineral Resources are necessarily imprecise and depend to some extent on interpretations which may prove inaccurate. No assurance can be given that the estimated Ore Reserves and Mineral Resources are accurate or that the indicated level of gold, copper, silver or any other mineral will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralisation or geological conditions may be different from those predicted. No assurance can be given that any or all of Mineral Resources constitute or will be converted into Ore Reserves. Actual Ore Reserves and Mineral Resources may differ from those estimated, which could have a positive or negative effect on the Merged Group's financial performance.

Commodity price fluctuations as well as increased production and capital costs may render the Merged Group's Ore Reserves unprofitable to develop at a particular site or sites for periods of time or may render Ore Reserves containing relatively lower grade mineralisation uneconomic. Estimates of Ore Reserves may have to be re-estimated based on actual production reconciliation. Any of these factors may require the Merged Group to reduce its Ore Reserves and Mineral Resources, which could have a negative impact on the Merged Group's financial results and the expected operating life of its mines.

Replacement of resources and exploration activity

The Merged Group will need to continually replace Ore Reserves depleted by production to maintain production levels over the long term. Ore Reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. There is a risk that depletion of Ore Reserves will not be offset by discoveries or acquisitions or that divestitures of assets will lead to a lower Ore Reserve base. The Ore Reserve base of the Merged Group may decline if reserves are mined without adequate replacement and the Merged Group may not be able to sustain production beyond the current mine lives, based on current production rates.

Exploration activities are highly speculative by nature, involve many risks and may be unsuccessful. There is no assurance that current or future exploration programs will be successful. Such activities also require substantial expenditure and can take several years before it is known whether they will result in additional mines being developed. The exploration costs are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the viability of the relevant project.

Also, if a discovery is made, it may, in some cases, take up to a decade or longer from the initial phases of exploration drilling until mining is permitted and production is possible. Whether a mineral deposit is commercially viable depends on a number of factors, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, commodity prices, government regulation, obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and the exercise of discretions by such authorities, land tenure, land use, engagement with Traditional Owners and environmental protection. There is no certainty that the expenditures made by the Merged Group towards the search for, and evaluation of, mineral deposits will ultimately result in discoveries of commercial quantities of ore. Accordingly, if the exploration activities undertaken by the Merged Group do not result in additional Ore Reserves or identified Mineral Resources cannot be converted into Ore Reserves, there may be an adverse effect on the Merged Group's financial performance.

In addition, the Merged Group may consider, from time to time, the acquisition of Ore Reserves from third parties related to development properties and operating mines. Such acquisitions are typically based on an analysis of a variety of factors including historical operating results, estimates of and assumptions regarding the extent of Ore Reserves, the timing of production from such Ore Reserves, capital expenditure requirements and cash and other operating costs. Refer further below for acquisition related risks.

Share market conditions

The price at which Evolution Shares are quoted on ASX may increase or decrease due to a number of factors. These factors may cause the Evolution Shares to trade at prices below the Evolution Share price at the date of announcement of the Scheme.

There is no assurance that the price of Evolution Shares will increase following implementation of the Scheme, even if the Merged Group's earnings increase. Some of the factors which may adversely impact the price of Evolution Shares include fluctuations in the domestic and international market for listed securities, general economic conditions including interest rates, inflation rates, exchange rates, gold, copper and other commodity and oil prices, changes to government fiscal, monetary or regulatory policies and settings, country trade and importation policies, changes in legislation or regulation, inclusion in or removal from market indices, the nature of the markets in which Evolution operates and general operational and business risks. There is also no assurance that there will always be an active market for Evolution Shares.

No certainty that Evolution will pay dividends

Any future determination as to the payment of dividends by Evolution will be at the discretion of the Evolution Board and will depend on the financial condition of the Merged Group, future capital requirements and general business and other factors considered relevant to the Evolution Board. No assurance in relation to the continued or future payment of dividends or franking credits attaching to dividends can be given by the Merged Group.

Financial risks

Evolution's activities and capital structure expose it to a variety of financial risks such as market risk (including interest rate risk and price risk), credit risk and liquidity risk. Evolution's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of Evolution. If such financial risks eventuate or are unable to be managed effectively, they may have an adverse impact on the Merged Group's financial performance.

Foreign exchange rate risk

The Merged Group will be an Australian business that will report its financial results in Australian dollars. Evolution's revenue is derived from the sale of gold, silver and copper in a mix of US, Canadian and Australian dollars, whereas costs are mainly incurred by the businesses in Australian and Canadian dollars. Therefore, movements in the AUD/USD; USD/CAD and AUD/CAD exchange rates may adversely or beneficially affect the Merged Group's financial performance. The risks associated with such fluctuations and volatility may be minimised by any currency hedging the Merged Group may undertake though there is no assurance as to the efficacy of such currency hedging. Evolution's current policy is that it does not hedge foreign exchange risk on unhedged gold, copper and silver sales.

Commodity Hedging risk

Whilst Evolution does not currently have any metal hedging agreements in place, it has previously had hedging agreements in place for the forward sale of fixed quantities of gold production from its operations to support capital development programs. If Evolution elected to enter into new metal hedging agreements there is a risk that Evolution may not be able to deliver the amount of gold or copper required under its hedging arrangements if, for example, there is a production shortage. In this event, Evolution's financial performance may be adversely affected. Under the hedging agreements, rising gold or copper prices could result in part of Evolution's gold or copper production being sold at less than the prevailing spot price at the time of sale. These circumstances could result in the Merged Group's financial performance and financial position being adversely impacted.

Taxation risk

Changes in tax law (including value added taxes and stamp duties), or changes in the way taxation laws are interpreted may impact the Merged Group's tax liabilities or the tax treatment of an Evolution Shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Evolution Shares involves tax considerations which may differ for each Evolution Shareholder.

Refer to Section 5.27 for details of the ongoing proceedings between Evolution and the Commissioner of Taxation in relation to historical tax matters. This matter remains ongoing and there is a risk that the outcome of these proceedings result in liabilities for the Merged Group.

Insurance risk

The Merged Group will maintain insurance coverage to protect against certain risks with such scope of coverage and in such amounts as determined appropriate by the Evolution Board and management in the circumstances or to the extent commercially available. However, the insurance policies may not be sufficient to cover all of the potential risks associated with the Merged Group's operations. No assurance can be given that the Merged Group will be able to obtain or maintain insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover all risks or claims on acceptable terms, or that any insurance cover or policy will ultimately respond to a claim made. Losses, liabilities and delays arising from uninsured or underinsured events could have a material adverse impact on the operations, financial performance and financial position of the Merged Group.

Litigation risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that lack merit. Due to the inherent uncertainty of litigation, the litigation process could take away from management time and effort and the resolution of any particular legal proceeding to which the Merged Group is or may become subject could have a material effect on the Merged Group's financial position, results of operations or project development activities.

Evolution is currently involved in two proceedings, which are discussed in detail in Section 5.27. These proceedings relate to:

(a) alleged misleading disclosures relating to the Red Lake Operations between July 2021 and June 2022; and

(b) the utilisation of historical tax losses.

Refer to Section 5.27 for a summary of the material litigation currently on foot in relation to Evolution.

Economic conditions and force majeure events

Events may occur within or outside Australia that could impact upon the Australian economy, the Merged Group's operations and the price of Evolution Shares. The operating and financial performance of the Merged Group is influenced by a variety of general economic and business conditions and events, including levels of consumer spending, gold, copper and silver prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets, and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors and events including government policy, international economic conditions, significant acts of terrorism, hostilities or war (including escalation of hostilities such as the current conflicts occurring in Ukraine, Israel, Palestine, Iran and Lebanon), pandemics (such as COVID-19 and related variants, and other infectious diseases) or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Merged Group's operating and financial performance and financial position. The Merged Group's future revenues and the price of Evolution Shares can be affected by these factors and events, which are beyond the Merged Group's control.

Regulatory risks

The Merged Group's operations will be subject to various Federal, State, Provincial and local laws and plans including those relating to mining, prospecting, development, permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, land access, mine safety and occupational health.

Approvals, licences, permits and other regulatory approvals required to comply with such rules may, in some instances, be subject to the discretion of the applicable government or government officials, and, in some cases, the local community. No assurance can be given that the Merged Group will be successful in obtaining any, or all, of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, the Merged Group may be curtailed or prohibited from continuing or proceeding with production and exploration. For example, native title claims or issues on any existing or future tenements held by the Merged Group may potentially impact the Merged Group's operations and future plans. For tenements that may still be subject to native title claims to be validly granted (or renewed), there are established statutory regimes that will need to be followed in connection with those tenements.

Tenure risk

All tenements in which Evolution and Carnaby have interests are subject to renewal conditions which will be at the discretion of the relevant mining authorities. The grant and maintenance of tenements, and obtaining renewals of tenements often depends on obtaining required statutory approvals for proposed activities on those tenements. Consequently, the Merged Group could lose title to or its interest in the tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

The Merged Group may be required to apply for additional tenements in the future. There are no guarantees that future tenements applied for will be granted, that tenements that are subject to renewal will be renewed, or that any applications for exemption from minimum expenditure conditions will be granted, each of which would adversely affect the standing of a tenement and the Merged Group's continued or expanded operations. Current tenements held by Evolution and Carnaby may be subject to additional conditions, penalties, objections or forfeiture applications in the future. Alternatively, applications, transfers, conversions or renewals may be refused or may not be approved with favourable terms.

Any of these events could have a materially adverse effect on the Merged Group's prospects and the value of its assets.

Workplace health and safety

The Merged Group's operations involve workplace health and safety hazards and risks. Employees and contractors may be involved in workplace accidents or exposed to other health risks associated with the gold mining industry, including musculoskeletal disorders, fatigue, mental health illnesses and exposure to airborne contaminants, noise, diesel particulate matter, silica, respirable dust, welding fumes and carcinogens. Unforeseen or past workplace exposures may lead to long-term health issues and potential compensation liabilities.

Unforeseen workplace accidents may occur at mine sites from time to time which could result, and have in some cases resulted, in personal injury or death of employees or contractors. Some hazards include (among other things): construction risks, geotechnical structure instability, working with hazardous energy and substances, working on roads and other areas where mobile equipment operates, lifting operations, and inrush of substances, explosives, fires and explosions. Any workplace accidents, injuries and deaths have the potential to result in disruption to the Merged Group's operations and legal liability. As with all mining operations and exploration projects, the operations and activities of the Merged Group are expected to have inherent workplace health and safety risks and hazards.

The Merged Group is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors, including by providing appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders.

Notwithstanding this, workplace incidents may occur for various reasons, including as a result of non-compliance with workplace health and safety laws in the jurisdictions in which the Merged Group will operate. The Merged Group may be liable for workplace incidents that occur to the Merged Group's employees or other persons under applicable workplace health and safety laws. If the Merged Group is liable under such laws, in whole or in part, the Merged Group may be liable for financial penalties, which may adversely impact the Merged Group's operations, financial performance and financial position. In addition, any workplace incidents may have reputational consequences for the Merged Group.

Damage to the Merged Group's reputation

Damage to the Merged Group's reputation can be the result of the actual or perceived occurrence of a variety of events and circumstances (including as a result of risk factors described in this Section), and could result in negative publicity (for example, with respect to handling of environmental, employee, safety and security matters, dealings with Traditional Owners, local community organisations or individuals, community commitments, handling of cultural sites or resources, human rights and various other matters). The growing use of social media to generate, publish and discuss community news and issues and to connect with others has made it significantly easier, among other things, for individuals and groups to share their opinions of the Merged Group and its activities, whether true or not. The Merged Group will not have direct control over how it is perceived by others and any resulting loss of reputation could have a material adverse effect on the Merged Group's business, financial performance and financial position and operations.

Environmental risks

The operations of the Merged Group may be materially affected by adverse weather conditions and other environmental hazards such as fires, floods and water ingress and seismic activity which may delay or prevent operations from taking place and cause the Merged Group to incur significant costs to rectify any damage or consequences arising from those hazards. Mining and exploration can be potentially environmentally hazardous, giving rise to potentially substantial costs for environmental rehabilitation, damage control and losses.

Evolution is subject to environmental laws and regulations in connection with its operations and could be subject to liability due to risks inherent in its activities, including unforeseen circumstances. As with all mining operations and exploration projects, the Merged Group's operations and activities are expected to have an impact on the environment. The Merged Group intends to conduct its operations and activities to high standards of environmental performance, including compliance with all applicable environmental laws and regulations. Nevertheless, such operations may give rise to potentially substantial costs for environmental rehabilitation, damage control and losses that exceed estimates, and possible regulatory intervention, potentially adversely impacting the Merged Group's operations, financial performance and financial position. Any failure to comply with relevant environmental laws and regulations may, in extreme circumstances, also prejudice the ability of the Merged Group to conduct its planned operations in respect of the relevant project or tenements.

Additionally, environmental laws and regulations are increasingly evolving to require stricter standards and enforcement behaviours, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility (and liability) for companies and their officers, directors and employees. Changes in environmental laws and regulations may deal with factors relevant to the Merged Group's operations and activities, including air quality, water and noise pollution and other discharges of materials into the environment, plant and wildlife protection, the reclamation and restoration of mining properties, greenhouse gas emissions, the storage, treatment and disposal of wastes, the effects of mining on the water table and groundwater quality. Changes in environmental legislation could increase the cost of the Merged Group's exploration, development and mining activities or delay or preclude those activities altogether. Neither Carnaby nor Evolution is able to predict the effect of new or changed environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Merged Group's cost of doing business or affect its operations in any area. However, there can be no assurances that new or changed environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Merged Group to incur significant expenses and undertake significant investments which could have a material adverse effect on the Merged Group's business, financial condition and performance.

Social and Community risks

The Merged Group's relationship with the communities in which it operates will be important to the success of its existing operations and the development of its projects. While the Merged

Group will endeavour to maintain its community and stakeholder relationships, there is an increasing level of public concern regarding the perceived effect of mining activities on local communities and the environment. The Merged Group will not have direct control over how it is perceived by others, and any resulting reputational harm could have an adverse effect on its business, financial performance and operations.

Positive engagement with First Nations partners is an important part of the permitting and approvals pathway for certain of the Merged Group's development projects. In addition to land access and cultural heritage matters, the Merged Group's broader relationships with First Nations partners are integral to its long-term social performance. Any deterioration in those relationships may result in reputational damage or operational disruption.

The Merged Group's operations may be exposed to human rights risks, including modern slavery. As described in Section 5.8, Evolution upholds a zero-tolerance approach to all forms of modern slavery and adverse human rights impacts and has implemented policies and procedures, including minimum standards under its Sustainability and Strategic Planning Standards, to identify and manage these risks. Notwithstanding these measures, there can be no assurance that human rights risks will not arise within the Merged Group's operations, and any such incident could result in reputational damage, regulatory action or legal liability.

Mine closure and rehabilitation

The Merged Group will be subject to progressive rehabilitation, mine closure and post-closure obligations at each of its operations under applicable legislation, environmental authorities and tenement conditions, and will be required to provide financial assurance in respect of those obligations, including in the form of bank guarantees, performance bonds and contributions to statutory rehabilitation funds.

The Merged Group makes provision for closure and rehabilitation costs based on estimates and assumptions, including as to the scope and timing of closure activities, closure methods, discount and inflation rates, regulatory requirements and post-closure monitoring and management obligations. Those estimates are inherently uncertain and are subject to revision. Actual closure and rehabilitation costs may be materially greater than provided for, closure obligations may be accelerated where an operation ceases earlier than planned, regulatory requirements and community expectations may become more onerous, and the cost or availability of financial assurance instruments may increase. Any of these matters could have a material adverse effect on the financial performance and financial position of the Merged Group.

Climate change risk

The Merged Group will have exposure to a range of climate change risks. The impacts of climate change may affect political, policy and legal developments, technology, the Merged Group's assets, the costs of inputs and raw materials, its productivity (due to potentially increased costs of capital), the markets for its products, the communities in which the Merged Group will operate and the reputation of the Merged Group.

Non-physical risks arise from a variety of policy, regulatory, legal, technology, financial and market responses to the challenges posed by climate change and the transition to a lower-carbon economy. Any changes to government regulation or policy relating to climate change, including net zero initiatives or other regulation or policy relating to greenhouse gas emissions or energy intensive assets, may directly or indirectly impact the Merged Group’s costs and operational efficiency. Acute physical risks include increased severity of extreme weather events and chronic risks may also result from longer-term changes in climate patterns. Gold, copper and silver mining operations are energy intensive and in the short term, Evolution expects to continue to rely on fossil fuels. The use of renewable power generation and low emission technologies may adversely impact the Merged Group's operating and financial condition.

Water sources

The effects of changes in rainfall patterns, water shortages and changing storm patterns and intensities may adversely impact the costs, production levels and financial performance of the Merged Group’s operations. There is no guarantee that there will be sufficient future rainfall to support the Merged Group's future water demands in relation to its sites and operations, and this could adversely affect production and the Merged Group's ability to develop or expand projects and operations in the future. In addition, there can be no assurance that the Merged Group will be able to obtain alternative water sources on commercially reasonable terms or at all in the event of prolonged drought conditions.

Investigations

The Merged Group may be subject to legal and regulatory investigations, reviews and other compliance queries from regulators and enforcement bodies from time to time. If adverse findings are made by a regulatory or enforcement body as a result of an investigation or review, there may be reputational consequences for the Merged Group, a risk of civil and criminal penalties, statutory or regulatory sanctions, a requirement to pay compensation and/or infringement notices or fines. Further, the Merged Group may be subject to recommendations and directions to enhance its control framework, governance and systems. Any material investigation or adverse finding resulting from those investigations involving the Merged Group could have a material adverse impact on the operations, financial performance and financial position of the Merged Group.

Key personnel and labour market risk

A number of key personnel are important to attaining the business goals of the Merged Group. One or more of these key employees could leave their employment, and this may adversely affect the ability of the Merged Group to conduct their business and, accordingly, affect the financial performance of the Merged Group and the price of Evolution Shares. Recruiting and retaining qualified personnel is important to the success of the Merged Group. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons can be strong, depending on market conditions. Any disputes with employees (through personal injuries, industrial matters or otherwise), changes in labour regulations or other developments in the area may cause labour disputes, work stoppages or other disruptions in production that could adversely impact the Merged Group.

Employee and union relations

Some of the employees at Evolution’s projects are represented by labour unions under various collective labour agreements and these and other employees are engaged under relevant employment laws and regulations which may vary in the future (in light of the potential for changes to industrial relations legislation in jurisdictions where the Merged Group operates). The Merged Group or its relevant joint venture partners may not be able to satisfactorily renegotiate enterprise agreements when they expire and may face higher wages and changes in benefits. In addition, while Evolution (and from implementation of the Scheme, the Merged Group) has strategies in place to mitigate work stoppage risks through the qualification of personnel and contractors, existing enterprise agreements may not prevent strikes or work stoppages in the future, and any strike or other work stoppage could have an adverse effect on the operations and financial results of the Merged Group.

Mergers, acquisitions and divestment related risks

Evolution continues to identify and assess potential acquisitions, mergers and investment opportunities. Evolution has a history of such transactions in the pursuit of growth and increasing shareholder value. The Evolution Directors presently expect merger and acquisition activity to continue to be assessed on a case-by-case basis as part of the Merged Group’s strategy to increase shareholder returns in the future. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects, including due diligence risks, execution risks (including the incurrence of potentially significant transaction costs, dilution risks (where equity is used to fund the transaction) or credit risk (where debt is used).

The Merged Group's ability to execute acquisitions of an interest or asset, and difficulties or delays in successful integration post-acquisition could have an adverse effect on the Merged Group's operations, financial performance and financial position. The Merged Group may also be liable for the acts or omissions of predecessors, or otherwise be exposed to liabilities that are unforeseen or greater than anticipated. The Merged Group may have ongoing exposures to divested businesses or assets, including through the provision of continued services and infrastructure or an agreement to retain certain liabilities of the divested businesses or assets through warranties and indemnities, which may have a materially adverse impact on the Merged Group's operations, financial performance and financial position.

Joint venture risk

The Evolution and Carnaby groups are each involved in joint venture arrangements, such as Evolution's 80% joint venture interest in the Northparkes Project and various existing joint ventures at Carnaby's Greater Duchess project. As such, the Merged Group may experience risks associated with these arrangements and with any joint venture arrangements entered into or joint venture interests acquired in the future.

To the extent that the Merged Group is not the operator of a joint venture asset, such that it will be unable to control the activities of the operator, the success of such operations will be beyond the Merged Group's control. In many cases the Merged Group will be bound by the decisions made by the operator in the operation of the joint venture, and will rely on the operator to manage the asset and to provide accurate information related to such asset. The Merged Group can provide no assurance that all decisions of operators of assets it does not control will achieve the expected results. Further, operators of a joint venture asset may make decisions, and take action, which may result in circumstances that have a material adverse impact on the reputation and relationship with stakeholders of the Merged Group.

The Merged Group is also subject to third party risks associated with these joint venture arrangements, including the potential for joint venture partners to default in their obligations or not act in the best interests of the joint venture. There is also a risk of legal or other disputes between the Merged Group and co-venturers. This may have an adverse effect on the interests and prospects of the Merged Group.

Additionally, the Merged Group may be subject to joint venture arrangements which provide that the participants share the exploration and development costs and output in proportion to the ownership of the joint venture asset. As such, the Merged Group is subject to certain funding requirements in connection with its joint ventures. Joint venture funding requirements, as well as the ability of partners to meet their financial and other obligations, may result in increases to the Merged Group's costs and outputs and required capital expenditures.

Cyber and technology risk

The Merged Group is increasingly reliant upon information and operational technology systems, including infrastructure, networks, and applications to monitor and control physical processes and service providers. The operating and control systems at Evolution's mines increasingly leverage technology-based solutions based on a combination of on-premises and cloud-based platforms. These systems are crucial for operating Evolution's mines safely and efficiently. Evolution's systems, and those of third party service providers and vendors, may be targeted by increasingly sophisticated threat actors. These threats include continually evolving cybersecurity risks from a variety of sources, including (among other things):

malware, computer viruses, cyber threats, extortion, employee error, malfeasance, security breaches, cyberattacks, natural disasters and defects in design. Cybersecurity risk is increasingly difficult to identify and quantify and cannot be fully mitigated because of the rapidly evolving nature of the threats, and the increasing sophistication of the threat actors. Additionally, unauthorised parties may attempt to gain access to these systems for Merged Group information through fraud or other means of deceiving the Merged Group's third-party service providers, employees or vendors.

Given the unpredictability of the timing, nature and scope of information technology disruptions, the Merged Group could potentially be subject to production downtimes, operational disruption and delays, legal liability for privacy and/or confidentiality breaches, destruction or corruption of data, security breaches, other manipulation or improper use of the Merged Group's systems and networks, financial losses and reputational consequences. In addition, operational technology outages may affect operations related to health and safety and could result in putting lives at risk of harm or death. In addition, as technologies evolve and cybersecurity attacks become more sophisticated, the Merged Group may incur significant costs to upgrade or enhance its security measures to protect against such attacks and may face difficulties in fully anticipating or implementing adequate preventive measures or mitigating potential harm. Such efforts may prove insufficient to deter future cybersecurity attacks or prevent all security breaches.

7.5 Risks and implications for Carnaby if the Scheme does not proceed

If the Scheme does not proceed, Carnaby Shareholders will retain their Carnaby Shares. In this scenario, Carnaby will remain listed on ASX as a standalone entity, with the Carnaby Board intending to continue its existing strategy. Carnaby Shareholders will therefore continue to be exposed to the risks and benefits already associated with an investment in Carnaby Shares.

A summary of the key risks, including those relating to Carnaby continuing as a standalone entity, is set out below. However, there are a number of other risks, including risks of the nature of those outlined in Sections 7.3 and 7.4 (other than to the extent those risks are derived from the Merged Group's exposure to Evolution, its business and operations), that may affect Carnaby's performance and operations more broadly.

Carnaby Shareholders will not receive the Scheme Consideration

If the Scheme is not implemented, Carnaby Shareholders will not receive any New Evolution Shares as Scheme Consideration (or, in the case of Ineligible Shareholders, any Sale Proceeds).

The trading price of Carnaby Shares may fall below recent trading prices in the absence of an equivalent proposal or Superior Proposal

The trading price of Carnaby Shares on ASX is affected by many variables, including (but not limited to) changes in investor behaviour and strategies, interest rates, changes in copper and other commodity prices, government regulation, general market and economic conditions and the liquidity of financial markets. There can be no assurance that these factors will not result in fluctuations affecting the price of Carnaby Shares in the future if the Scheme does not proceed.

If the Scheme is not implemented and no equivalent proposal or Superior Proposal emerges, it is possible that the price of Carnaby Shares will fall below the level at which they have been trading since the Scheme was announced. Information about the historical trading price of Carnaby Shares is set out in Section 4.9.

Carnaby Shares carry no guarantee with respect to the payment of dividends, returns of capital or market value, and are a speculative investment. The trading price of Carnaby Shares on ASX on the Last Practicable Date is not a reliable indicator of the potential future trading price of Carnaby Shares. There is also no guarantee of liquidity or that there will be an active market for Carnaby Shares.

Transaction costs will be borne by Carnaby

If the Scheme is not implemented, Carnaby alone will still incur transaction and other costs associated with the proposal of the Scheme (a large proportion of which have already been incurred as at the date of this Scheme Booklet).

These transaction costs may be offset by way of the Reverse Reimbursement Fee from Evolution (if payable). However, Carnaby may also be required to pay the Reimbursement Fee to Evolution, depending on the circumstances in which the Scheme does not proceed. Further information regarding the Reverse Reimbursement Fee and Reimbursement Fee and the circumstances in which they may become payable are set out in Section 3.10(k).

The benefits associated with the Merged Group will not be realised
If the Scheme is not implemented, Carnaby will remain listed on the ASX as a standalone entity and the benefits anticipated from the Merged Group will not be realised.

Funding risks

If Carnaby remains a standalone entity, Carnaby will need to secure additional funding (by way of debt and/or equity) to:

- continue exploration and development activities at its projects, in particular the Greater Duchess Project;
- complete further studies for the Greater Duchess Project, including a feasibility study; and
- fund corporate, administrative and working capital requirements.

The ability of Carnaby to meet these future funding requirements will depend upon its continued ability to access funding sources and/or debt facilities. Funding raised through additional equity issues may be dilutive to existing Carnaby Shareholders and, if available, debt financing may be subject to Carnaby agreeing to certain debt covenants. If Carnaby is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and/or delay, suspend or scale back exploration and development activities at the Greater Duchess Project or its exploration programs and plans for other projects. There is no guarantee that Carnaby will be able to secure any additional funding as and when required or be able to secure funding on terms favourable to Carnaby.

If sufficient funds are not available from capital markets to satisfy Carnaby's short, medium and long-term capital requirements, this may adversely impact on Carnaby's operations, financial performance and financial position.

As set out in Section 4.13, if the Scheme is not implemented, Carnaby will immediately evaluate its working capital requirements to determine an appropriate level of funding to continue to advance exploration and development activities at the Greater Duchess Project.

Deferral of the feasibility study

As part of the Scheme, Carnaby has deferred finalisation of a feasibility study for the Greater Duchess Project, as well as certain other non-essential activities, pending implementation of the Scheme. If the Scheme is not implemented, Carnaby will require additional time and expenditure to complete the feasibility study and to resume the deferred activities, and the development of the Greater Duchess Project may be delayed relative to the position Carnaby would have been in had the Scheme not been proposed.

Development risks

The Greater Duchess Project is at a development stage, and the future value of Carnaby is materially dependent on the success or otherwise of the activities directed towards the continued exploration and development of the Greater Duchess Project. New mining operations can often experience a range of issues during planning, development, construction and mine start-up, which could delay the commencement of production.

The development and mining risks set out in Sections 7.3 and 7.4 as they relate to Carnaby as part of the Merged Group will also generally apply to Carnaby if the Scheme is not implemented. However, Carnaby will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

As set out in Section 1.1, industry-wide and company-specific risks and uncertainties inherent in resource development projects include (among others):

(a) uncertainty as to the operational viability of the Greater Duchess Project, including whether it will proceed to a final investment decision and, if it does, be successfully developed into production;

(b) funding and capital risks, including a potential dilutive capital raising in the near term, volatile equity markets, and debt markets that generally remain cautious of companies reliant on a single asset for revenue;

(c) future construction risks, including cost overruns, input cost inflation and delays to project delivery timeframes, including during the construction, commissioning or ramp-up phases;

(d) the risk of labour shortages and wage inflation in the North Queensland labour market, including as a result of competing demand from other resource projects in the region, notwithstanding the region's established mining workforce;

(e) the challenges of attracting and retaining specialised personnel with the skills and experience required to develop the Greater Duchess Project into an operating mine;

(f) technical and execution risks; and

(g) permitting and regulatory risks, including delays in obtaining, or conditions attached to, required approvals, licences and consents.

Carnaby Shareholders should understand that development of resource projects is a high-risk undertaking, particularly where Carnaby remains a standalone entity. Carnaby’s success may depend upon (amongst other things) the above factors, including many that are beyond the control of Carnaby.

Operational risks

Assuming Carnaby is able to fund and develop its Greater Duchess Project on a standalone basis, the Company will be exposed to uncertainty with respect to key operating risks.

The operating risks set out in Section 7.4 as they relate to Carnaby as part of the Merged Group will also generally apply to Carnaby if the Scheme is not implemented. However, as a company predominantly focused on the development of a single asset, Carnaby will have greater exposure to certain of those risks as a standalone entity, and the materiality of some of those risks may be heightened.

7.6 Other risks

Additional risks and uncertainties not currently known, or which are currently considered immaterial, may also have an adverse effect on Carnaby, Evolution or the Merged Group and/or the value of the Merged Group’s securities. The information set out in this Section 7 should not be relied on as an exhaustive list of all risks affecting Carnaby, Evolution or the Merged Group and/or the value of the Merged Group’s securities.

Carnaby Shareholders should carefully read this Scheme Booklet in its entirety, including the Independent Expert’s Report (which includes the Independent Technical Specialist's Report), and should consider the risks summarised in this Section 7 together with their own objectives, financial situation and particular needs. If you do not understand any part of this Scheme Booklet or are in any doubt as to what action you should take, please consult your financial, legal, taxation or other professional adviser before making any decision in relation to the Scheme.

8. Australian tax implications

This Section 8 provides a general overview of the Australian income tax (including capital gains tax (CGT), goods and services tax (GST) and stamp duty) implications for certain Australian and foreign resident Carnaby Shareholders on implementation of the Scheme. It is intended as a general and high-level guide only and does not constitute tax advice.

8.1 Scope

This Section sets out a general summary of the key Australian income tax, goods and services tax (**GST**) and stamp duty consequences for Scheme Shareholders who receive New Evolution Shares upon implementation of the Scheme. The purpose of the summary is to assist Scheme Shareholders to understand the potential Australian tax consequences of receiving New Evolution Shares.

The summary is intended as a general guide and is based on the Australian tax laws, regulations and administrative practices in effect as at the date of this Scheme Booklet. Scheme Shareholders should be aware that any changes (with either prospective or retrospective effect) to the Australian tax laws, regulations or administrative practices may affect the taxation treatment to Scheme Shareholders as described in this summary.

The Australian tax consequences outlined below are relevant to Scheme Shareholders who are individuals, companies, trusts and complying superannuation funds that hold their Scheme Shares on capital account for Australian income tax purposes. Further, it solely relates to:

(a) Scheme Shareholders who:

  (i) are, and have always been a tax resident of, and only of, Australia for Australian income tax purposes; and

  (ii) do not hold, and have never held, their Scheme Shares as part of a permanent establishment outside of Australia for Australian income tax purposes (**Australian Holders**); and

(b) Scheme Shareholders who:

  (i) are not, and have never been, a tax resident of Australia for Australian income tax purposes; and

  (ii) do not hold, and have never held, their Scheme Shares as part of a permanent establishment in Australia for Australian income tax purposes (**Non-Australian Holders**).

This summary does not consider the Australian tax implications arising in respect of any Scheme Shareholders who:

(a) hold their Scheme Shares as trading stock, as part of a profit-making undertaking or scheme, under an arrangement which qualifies as an employee share or rights plan for Australian tax purposes, or otherwise on revenue account;

(b) may be subject to special rules, such as banks, insurance companies, tax exempt organisations, certain trusts, superannuation funds (unless otherwise stated) or dealers in securities;

(c) are partnerships or individuals who are partners of such partnerships;

(d) are under a legal disability;

(e) are Ineligible Foreign Shareholders;

(f) are subject to the "taxation of financial arrangements" rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth) (**Tax Act**);

(g) are 'temporary residents' as that term is defined in section 995-1(1) of the Tax Act;

(h) changed their tax residence whilst holding Carnaby Shares;

(i) are subject to the Investment Manager Regime under Subdivision 842-I of the Tax Act in relation to their Carnaby Shares; or

(j) will become subject to the Controlled Foreign Company rules contained in Part X of the *Income Tax Assessment Act 1936* (Cth) in relation to their New Evolution Shares.

Except where expressly referred to below in "Other Australian tax comments" this overview is confined to Australian income tax issues and is only one of the matters a Carnaby Shareholder needs to consider when making a decision about their investments. Any persons who may be subject to tax in any jurisdiction outside Australia should obtain independent professional advice on their particular circumstances.

This overview is based on the current provisions of the income tax laws of Australia and the current published administrative policies of the Australian Taxation Office (**ATO**). This summary does not take into account or anticipate any changes in law (unless otherwise expressly stated), whether by legislative, governmental or judicial decision or action, or any changes in the administrative policies of the ATO. Unless otherwise defined or the context otherwise requires, terms used in this overview have the same meaning as the term has under the current income tax laws of Australia.

This overview is of a general nature only and is not intended to be legal or tax advice or representations to any particular Carnaby Shareholder. This summary is not exhaustive of all Australian tax considerations applicable to Scheme Shareholders who receive New Evolution Shares. Accordingly, Scheme Shareholders should consult their own tax advisers for advice with respect to the tax consequences for them, on implementation of the Scheme, and of holding and disposing of New Evolution Shares which are acquired as part of the Scheme, having regard to their own particular circumstances.

8.2 Disposal of Scheme Shares by Australian Holders

Capital Gains or Losses

The disposal of Scheme Shares by Australian Holders pursuant to the Scheme will result in a capital gains tax (**CGT**) event (**CGT event**) happening for Australian Holders for Australian income tax purposes. However, Australian Holders may be eligible to choose roll-over relief in respect of that CGT event in certain circumstances (see "Potential Roll-Over on Disposal of Scheme Shares" below).

Australian Holders will *prima facie* derive a capital gain for Australian income tax purposes as a result of that CGT event happening to the extent that the capital proceeds received (comprising the market value of the New Evolution Shares) for Australian income tax purposes exceeds the cost base for Australian income tax purposes of their Scheme Shares. Conversely, Australian Holders will make a capital loss as a result of that CGT event happening to the extent that the capital proceeds are less than the reduced cost base (for Australian income tax purposes) of their Scheme Shares.

The cost base of Scheme Shares held by each Australian Holder for Australian income tax purposes will generally include the consideration paid to acquire them plus certain related costs of acquisition, including any incidental costs of acquisition such as brokerage fees and duty. The reduced cost base for Australian income tax purposes is determined similarly, though there are some limitations on including certain related costs. The cost base and reduced cost base of the Scheme Shares may be impacted by previous arrangements under which those assets were acquired, such as any previous roll-over chosen for Australian income tax purposes, and certain corporate transactions, such as any capital reductions (including any capital reductions which may arise prior to the Implementation Date).

Each Australian Holder should seek specific tax advice to confirm the cost base or reduced cost base of their Scheme Shares (and therefore whether a capital gain or capital loss arises on the CGT event happening).

To the extent any capital gain that arises to an Australian Holder from the CGT event related to the disposal of their Scheme Shares pursuant to the Scheme is not disregarded by the roll-over discussed below (such as a result of either that Australian Holder not making the choice to apply the roll-over or the roll-over not being otherwise available) (see "Potential Roll-Over on Disposal of Scheme Shares"), then subject to:

(a) any eligible recoupment of any current and/or prior year capital losses to offset some or all of that capital gain (and any other capital gains arising to the Australian Holder in the same income year); and

(b) the application of any other applicable CGT discount (as discussed below), concession or exemption;

that capital gain will be aggregated with any other capital gains or capital losses that the Scheme Shareholder may have in that income year, and any net capital gain included in calculating the assessable income of the Australian Holder.

An Australian Holder who is an individual, complying superannuation entity or trustee of a trust may be entitled to a CGT discount where the Scheme Shares have been held by that Australian Holder for at least 12 months (excluding the days of acquisition and disposal) at the time of the CGT event. Subject to certain exceptions, the CGT discount for individuals and trusts is 50%, and for complying superannuation entities is 33.33%. There is no CGT discount for Australian Holders who are companies (or treated like companies for Australian income tax purposes).

To the extent that a capital loss arises to an Australian Holder, such capital loss may generally be applied to reduce other capital gains arising in the same income year or, in certain circumstances and subject to satisfaction of the relevant rules, may be carried forward to reduce future capital gains derived by the Australian Holder.

Potential Roll-Over on Disposal of Scheme Shares

Australian Holders who make a capital gain as a result of the CGT event happening on the disposal of their Scheme Shares pursuant to the Scheme may be eligible to choose to obtain a roll-over in respect of that capital gain pursuant to Subdivision 124-M of the Tax Act ("roll-over"), subject to the specific criteria for the roll-over being satisfied.

An Australian Holder who makes a capital loss as a result of the CGT event happening on the disposal of their Carnaby Shares cannot choose to apply the roll-over (that is, the Australian Holder cannot choose to disregard any capital loss they incur as a result of the Scheme).

If an Australian Holder is eligible and chooses to apply the roll-over to the CGT event happening on the disposal of their Scheme Shares, any capital gain arising from that CGT event would be disregarded for Australian income tax purposes, and accordingly such capital gain would not be included in calculating the net capital gain for inclusion in the assessable income of the Australian Holder.

Where an Australian Holder is eligible and chooses the roll-over, the cost base of the New Evolution Shares received by an Australian Holder should equal the Australian Holder's cost base of their Scheme Shares for which the roll-over is applied. This will be relevant in the calculation of capital gains or losses for any future disposal of the New Evolution Shares acquired pursuant to the Scheme by such Australian Holder. If the roll-over is not chosen, then a different calculation of cost base applies.

To choose the roll-over, an Australian Holder must make a choice before lodging their Australian income tax return for the income year in which the CGT event happens (although the ATO may allow a longer time in certain circumstances). The way in which an Australian Holder prepares their Australian income tax return is evidence of making the choice (that is, by not including the disregarded capital gain in calculating their assessable income). There is no need for the Australian Holder to lodge a notice with the ATO evidencing the choice of the roll-over to the extent an Australian Holder is eligible to apply the roll-over.

There can be no assurance that any Australian Holder will be eligible to choose the roll-over in respect of the CGT event arising from the disposal of their Scheme Shares pursuant to the Scheme. Each Australian Holder should seek their own specific tax advice regarding the availability of the roll-over and any associated benefit, having regard to their particular circumstances.

8.3 Disposal of Scheme Shares by Non-Australian Holders

Capital Gains or Losses

Scheme Shareholders that are non-tax residents of Australia and who, together with their associates, hold a less than 10% interest in Carnaby should be able to disregard a capital gain or capital loss arising from the disposal of their Scheme Shares as their Scheme Shares should not constitute an "indirect Australian real property interest".

Broadly, an interest in Carnaby will be an "indirect Australian real property interest" for a Non-Australian Holder if the following criteria are satisfied:

(a) Carnaby satisfies the "principal asset test"; and

(b) the Non-Australian Holder holds a "non-portfolio interest" in Carnaby.

Broadly, Carnaby would satisfy the principal asset test if the market value of Carnaby's direct and indirect interests in relevant Australian land, including leases and mining rights, is more than the market value of its other assets at the Implementation Date. At the date of this Scheme Booklet, Carnaby management has determined that greater than 50% of the aggregate market value of Carnaby's assets are attributable to direct or indirect interests in relevant Australian land and does not anticipate this to change at the Implementation Date. Accordingly, Carnaby is expected to satisfy the "principal asset test" at the Implementation Date.

Broadly, a Non-Australian Holder will have a non-portfolio interest in Carnaby if, either at the Implementation Date or throughout a 12 month period in the two years before the Implementation Date, the Non-Australian Holder and its associates directly hold 10% or more of Carnaby (by reference to the paid up share capital, certain voting rights and rights to dividend and capital distributions, including those that the Non-Australian Holder and associates actually hold and those that they are entitled to acquire). Whilst, as noted above, it is not expected that any Non-Australian Holder will pass the "non-portfolio test", Non-Australian Holders should seek specific tax advice in their specific circumstances.

The Australian CGT implications for a Non-Australian Holders who has a non-portfolio interest in Carnaby are generally the same as for Australian Holders outlined above. However, non-residents of Australia are only entitled to CGT roll-over relief where the New Evolution Shares received upon implementation of the Scheme also constitute an "indirect

Australian real property interest". That is, Evolution must also satisfy the "principal asset test" and, importantly, the Non-Australian Holder must hold a "non-portfolio interest" in Evolution after the implementation of the Scheme.

8.4 Future Disposal of New Evolution Shares

Australian Holders

Subject to the below, a future disposal of New Evolution Shares by an Australian Holder may give rise to a capital gain or loss in the income year in which the earlier of the disposal, or the contract for the disposal, is entered into. The calculation of the capital gain or loss should have regard to the same Australian income tax matters as described above in respect of the disposal of Scheme Shares by an Australian Holder, subject to any relevant changes in applicable law including changes to the CGT discount rules.

Australian Holders should seek independent professional advice on the treatment of future disposals of New Evolution Shares acquired pursuant to the Scheme, having regard to their specific circumstances.

Non-Australian Holders

A future disposal of New Evolution Shares by a Non-Australian Holder will require consideration of the same Australian income tax matters as described above in respect of the disposal of Scheme Shares by a Non-Australian Holder, subject to any relevant changes in applicable law. However, it will be necessary for a Non-Australian Holder to determine the satisfaction or otherwise of the principal asset test and the non-portfolio interest requirement as referred to above at the time of any future disposal of the New Evolution Shares by a Non-Australian Holder.

Depending on the circumstances of any future disposal, a Non-Australian Holder may also need to consider foreign resident CGT withholding matters.

8.5 Other Australian Tax Matters

Foreign Resident CGT Withholding

Australia's foreign resident capital gains withholding tax regime applies to transactions involving the acquisition of certain indirect interests in Australian real property from relevant foreign residents. A 'relevant foreign resident' for these purposes is any Scheme Shareholder who:

(a) Evolution knows or reasonably believes their Scheme Shares to constitute an "indirect Australian real property interest"; and

(b) either:

  (i) Evolution:

    (A) knows is a foreign resident; or

    (B) reasonably believes is a foreign resident; or

    (C) does not reasonably believe is an Australian resident, and either has an address outside Australia or Evolution is authorised to provide a financial benefit relating to the transaction to a place outside Australia; or

  (ii) has a connection outside Australia of a kind specified in the regulations.

The relevant withholding tax rate is 15%.

A Scheme Shareholder that Evolution reasonably believes may meet the conditions of the foreign resident CGT withholding tax rules described above will be provided with a declaration form (**CGT Declaration**) for the purposes of determining if Evolution has an obligation to withhold and remit a foreign resident capital gains tax withholding amount. In the declaration form, the Scheme Shareholder may provide Evolution with a declaration that:

(a) the registered holder of the relevant Carnaby Shares is an Australian tax resident (residency declaration); or

(b) the Carnaby Shares held by the registered holder are not "indirect Australian real property interests" (as defined in the Tax Act) (interest declaration).

It is important that Carnaby Shareholders who receive a CGT Declaration complete this form.

To be effective, a completed CGT Declaration must be received by Evolution before the Effective Date (and, if the Effective Date is more than six months after the date of the Scheme Implementation Deed, a further CGT Declaration must be provided). Scheme Shareholders who do not provide a CGT Declaration by that time may have an amount withheld from their Scheme Consideration even if they are Australian residents.

Unless a signed CGT Declaration form regarding residency or interest, or Variation Notice granted by the Commissioner of Taxation, is provided to Evolution for these Scheme Shareholders, Evolution may withhold and pay to the Commissioner of Taxation a withholding amount of 15% from the Scheme Consideration (as outlined in this Section 8.5).

Scheme Shareholders who have an amount withheld should generally be entitled to a credit for the amount withheld upon lodging an Australian income tax return. If you are unsure about whether a credit for the withholding tax may be claimed or how to lodge an Australian income tax return, you should seek independent professional tax advice in this regard.

As outlined above, these rules will continue to operate even if a Non-Australian Holder can access CGT roll-over relief in respect of any capital gain. If this occurs, the Non-Australian Holder would need to engage with the Commissioner of Taxation and obtain a Variation Notice (referred to above).

Scheme Shareholders should seek their own independent tax advice as to the implications of the foreign resident capital gains withholding tax rules and the making of a residency declaration or an interest declaration.

If Evolution determines, acting reasonably and in good faith, that it is liable to pay an amount of Foreign Resident CGT Withholding Tax to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth) (**TAA**) with respect to the acquisition of Scheme Shares from a Scheme Shareholder, Evolution will, for any such Scheme Shareholder:

(a) determine the amount required to be paid to the Commissioner of Taxation being 15%, or such lesser amount approved by the Commissioner of Taxation in the Variation Notice (**Foreign Resident CGT Payment Amount**);

(b) determine the amount of New Evolution Shares as necessary in the reasonable opinion of Evolution to account for the relevant Foreign Resident CGT Payment Amount (taking into account reasonable fluctuations in share price) that would otherwise have been issued to the Scheme Shareholder will be issued to a nominee appointed by Evolution;

(c) instruct the Nominee to sell the New Evolution Shares withheld under and return to Evolution the relevant sale proceeds, after deducting any reasonable and applicable fees, brokerage, taxes and charges, and transfer to the Scheme Shareholder any surplus amount of New Evolution Shares (if any);

(d) remit the Foreign Resident CGT Payment Amount to the Commissioner of Taxation (or retain the sale proceeds, as a reimbursement, where the Foreign Resident CGT Payment Amount has already been paid by Evolution to the Commissioner of Taxation); and

(e) after deduction of the Foreign Resident CGT Payment Amount, provide the net proceeds (including, where applicable, the requisite net number of New Evolution Shares after an adjustment in respect of deduction on account of the Foreign Resident CGT Payment Amount to reduce the number of New Evolution Shares provided) to that Scheme Shareholder for the purposes of the Scheme.

For the avoidance of doubt, where the conditions in this Section 8.5 are satisfied, Evolution will, for the purposes of this Scheme, be deemed to have satisfied its obligations to provide the Scheme Consideration to a Scheme Shareholder if the amount or value of the net proceeds provided to the Scheme Shareholder are equal to the amount or value of the Scheme Consideration that would have otherwise been provided to the Scheme Shareholder pursuant to the Scheme, less the Foreign Resident CGT Payment Amount for that Scheme Shareholder.

Australian Stamp Duty

No Australian stamp duty should be payable by Scheme Shareholders on their disposal of any Scheme Shares or acquisition of any New Evolution Shares pursuant to the Scheme.

Australian Goods and Services Tax

No GST should be payable by Scheme Shareholders in respect of the disposal of their Scheme Shares and acquisition of New Evolution Shares as part of the Scheme, regardless of whether or not the Scheme Shareholder is registered for GST.

Scheme Shareholders may not be entitled to claim full input tax credits in respect of any GST included in the costs they have incurred in connection with their acquisition or disposal of their Carnaby Shares. Separate GST advice should be sought by Scheme Shareholders in respect to their particular circumstances.

9. Additional information

9.1 Introduction

This Section 9 sets out additional information required to be disclosed to Carnaby Shareholders pursuant to the Corporations Act and the Corporations Regulations, together with other additional information that the Carnaby Directors consider may be material to a decision on how to vote on the Scheme Resolution, but only to the extent that such information is not otherwise disclosed in other Sections of this Scheme Booklet.

9.2 Evolution's interest in Carnaby Securities

As at the Last Practicable Date, Evolution holds approximately 13.7% of the total Carnaby Shares on issue, on an undiluted basis, which it acquired from QCMF on 27 August 2026 in exchange for the issue of 2,583,333 Evolution Shares, reflecting the same ratio as the Scheme Consideration, being 0.0682 Evolution Shares for each Carnaby Share acquired.

Evolution will be excluded from voting on the Scheme in respect of these Carnaby Shares at the Scheme Meeting and they will be excluded from the operation of the Scheme.

Other than as set out above, neither Evolution nor any Evolution Director holds a Relevant Interest or any voting power in any Carnaby Shares or Carnaby Options.

Except for the consideration to be provided under the Scheme and as described in this Scheme Booklet, none of Evolution or any of its Related Bodies Corporate or any of their respective Associates has provided or agreed to provide consideration for any Carnaby Securities under any transaction during the period of four months before the date of this Scheme Booklet.

9.3 Remuneration of Carnaby Directors

The Carnaby Directors are entitled to receive remuneration for their services as directors of Carnaby. The Carnaby Directors have received the following salaries and fees (inclusive of superannuation entitlements) and equity-based payments in the past two financial years:

Carnaby Director	FY2025	FY2026
Peter Bowler	$104,056[1]	$80,556[5]
Robert Watkins	$399,208[2]	$369,559[6]
Gregory Barrett	$86,913[3]	$61,966[7]
Paul Payne	$86,913[4]	$61,966[8]

Notes:

1. Comprising $66,625 in salary and fees, $7,662 in superannuation contributions and $29,769 in share-based payments.
2. Comprising $320,814 in salary and fees, $30,763 in superannuation contributions and $47,631 in share-based payments.
3. Comprising $51,250 in salary and fees, $5,894 in superannuation contributions and $29,769 in share-based payments.
4. Comprising $51,250 in salary and fees, $5,894 in superannuation contributions and $29,769 in share-based payments.
5. Comprising $71,925 in salary and fees and $8,631 in superannuation contributions.
6. Comprising $338,828 in salary and fees and $30,731 in superannuation contributions.

7. Comprising $55,327 in salary and fees and $6,639 in superannuation contributions.
8. Comprising $55,327 in salary and fees and $6,639 in superannuation contributions.

Mr Payne has also received consulting fees for services provided in connection with the preparation of the Mineral Resource estimate for the Greater Duchess Project, in addition to his director's remuneration set out above.

Refer to the remuneration reports in Carnaby's annual reports for the financial years ended 30 June 2025 and 30 June 2026 for further details of the remuneration of the Carnaby Directors.

9.4 Payments to non-executive Evolution Directors

Evolution's constitution provides that non-executive Evolution Directors may be paid, as remuneration for their services as directors of Evolution, a sum determined from time to time by Evolution Shareholders in a general meeting, with that sum to be divided amongst the non-executive directors in such manner and proportion as they agree. As at the date of this Scheme Booklet, the aggregate maximum remuneration for non-executive Evolution Directors is $2,200,000 per annum.

9.5 Agreements with Directors and senior management

(a) Robert Watkins, Managing Director

Robert Watkins is party to an employment agreement with Carnaby dated 23 April 2019 (as amended).

Pursuant to the terms of Mr Watkins' employment agreement with Carnaby, if Mr Watkins' employment with Carnaby is terminated without cause following implementation of the Scheme, the Merged Group may elect to pay Mr Watkins 3 months' salary in lieu of notice, plus superannuation entitlements and other accrued employment benefits.

In addition, Mr Watkins will be entitled to a one-off cash payment of $251,945, equivalent to nine months' salary, triggered on a change of control of Carnaby (which will be deemed to have occurred upon the Scheme becoming Effective).

Refer to Sections 3.4 and 4.7 for details of Mr Watkins' Relevant Interest in Carnaby Securities.

(b) Steven Bowler, Company Secretary

Steven Bowler is party to an employment agreement with Carnaby dated 2 May 2023 (as amended).

Pursuant to the terms of Mr Bowler's employment agreement with Carnaby, if Mr Bowler's employment with Carnaby is terminated without cause following implementation of the Scheme, the Merged Group may elect to pay Mr Bowler 1 month's salary in lieu of notice, plus superannuation entitlements and other accrued employment benefits.

In addition, Mr Bowler will be entitled to a one-off cash payment of $151,673, equivalent to nine months' salary, triggered on a change of control of Carnaby (which will be deemed to have occurred upon the Scheme becoming Effective).

Mr Bowler has a Relevant Interest in 6,550 Shares, 100,000 Carnaby Options (exercisable at $0.95 on or before 24 November 2026) and 120,000 Carnaby Options (exercisable at $1.10 on or before 19 September 2027). In addition to the Scheme Consideration Mr Bowler will be entitled to receive for any Carnaby Shares he holds as at the Record Date, Mr Bowler's Carnaby Options will be cancelled in exchange for Option Consideration of $7,836 if the Scheme becomes Effective.

9.6 Benefits to Carnaby officers in connection with retirement from office

Other than as disclosed in this Scheme Booklet, there is no current proposal for a payment or other benefit to be made or given to any director, secretary or executive officer of Carnaby or any of its Related Bodies Corporate as compensation for loss of, or as consideration for or in connection with retirement from, office of Carnaby or any of its Related Bodies Corporate as a result of the Scheme.

9.7 Other payments or benefits to Carnaby officers

Other than as disclosed in this Scheme Booklet, no director, secretary or executive officer of Carnaby or any of its Related Bodies Corporate has agreed to receive, or is entitled to receive, any payment or benefit from Evolution which is conditional on, or is related to, the Scheme other than in their capacity as a Scheme Shareholder or Carnaby Optionholder.

9.8 Interests of Carnaby officers in agreements or arrangements connected with or conditional on the Scheme

Other than as disclosed in this Scheme Booklet, there is no agreement or arrangement that has been or will be made between any director, secretary or executive officer of Carnaby or any of its Related Bodies Corporate and any other person, including Evolution, in connection with, or conditional on the outcome of, the Scheme.

9.9 Deeds of indemnity, access and insurance

Carnaby has entered into deeds of indemnity, access and insurance with directors and officers of the Carnaby Group, which are on customary terms.

Carnaby pays premiums in respect of a directors' and officers' insurance policy for the benefit of directors and officers of any member of the Carnaby Group. Carnaby may, with the prior written consent of Evolution, prior to the Implementation Date, enter into arrangements to secure directors' and officers' run-off insurance for any current or former director and officer of any member of the Carnaby Group for up to seven years from the Implementation Date.

Under clause 11 of the Scheme Implementation Deed, Evolution has undertaken that, for a period of seven years from the Implementation Date, it will ensure the constitutions of Carnaby and each other member of the Carnaby Group continue to contain rules indemnifying their previous directors and officers against liability incurred in that capacity (other than liability owed to a member of the Carnaby Group), and that Carnaby and each member of the Carnaby Group complies with any deeds of indemnity, access and insurance made in favour of their respective directors and officers. Evolution has also undertaken that, if Carnaby secures directors' and officers' run-off insurance cover prior to the Implementation Date, that cover will be maintained on terms no less favourable to the directors and officers than was the case on the Implementation Date.

Clause 9.1 of the Scheme Implementation Deed also provides for certain releases by Evolution of Carnaby Interested Parties (which includes the directors, officers and employees of each member of the Carnaby Group), as is customary for transactions such as the Scheme.

9.10 Disclosure of interests

Except as disclosed elsewhere in this Scheme Booklet, no:

(a) Carnaby Director or proposed director of Carnaby;

(b) Evolution Director or proposed director of Evolution;

(c) person named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Scheme Booklet; or

(d) promoter or underwriter of Evolution or the Merged Group,

(together "**Interested Persons**") holds, or held at any time during the two years before the date of this Scheme Booklet, any interests in:

(e) the formation or promotion of Evolution or the Merged Group;

(f) property acquired or proposed to be acquired by Evolution in connection with the formation or promotion of Evolution or the Merged Group; or

(g) the offer of New Evolution Shares under the Scheme.

9.11 Disclosure of fees and other benefits

Except as disclosed elsewhere in this Scheme Booklet, neither Evolution nor Carnaby has paid or agreed to pay any fees, or provided or agreed to provide any benefit, to:

(a) any Evolution Director or proposed director of Evolution to induce them to become or qualify as a director of Evolution; or

(b) any Interested Person for services provided by that person in connection with:

(i) the formation or promotion of Evolution or the Merged Group; or

(ii) the offer of New Evolution Shares under the Scheme.

9.12 Creditors of Carnaby

The Scheme, if implemented, is not expected to materially prejudice Carnaby's ability to pay its creditors.

Carnaby has paid and is paying all of its creditors within normal terms of trade and is solvent and trading in an ordinary commercial manner.

9.13 Right to inspect and obtain copies of the Carnaby Share Register

Carnaby Shareholders have the right to inspect the Carnaby Share Register, which contains the name and address of each Carnaby Shareholder and certain other prescribed details relating to Carnaby Shareholders, without charge.

Carnaby Shareholders also have the right to request a copy of the Carnaby Share Register, upon payment of a fee (if any) up to a prescribed amount.

Carnaby Shareholders have these rights by virtue of section 173 of the Corporations Act.

9.14 ASIC and ASX conditions and relief

(a) **ASIC relief**

Section 250N of the Corporations Act requires Carnaby to hold its Annual General Meeting for the financial year ended 30 June 2026 by 30 November 2026. Carnaby applied to ASIC under section 250P of the Corporations Act to extend the period within which it would otherwise be required to hold its Annual General Meeting for the financial year ended 30 June 2026. Based on the currently anticipated timetable for the Scheme, the Scheme is proposed to be implemented on 10 November 2026, after which no Annual General Meeting would be required under section 250N(4) of the Corporations Act. As at the date of this Scheme Booklet, ASIC has provided an in-principle decision to grant the Company an extension to hold its Annual General Meeting for the 2026 calendar year until 26 February 2027.

Paragraph 8302(h) of Part 3 of Schedule 8 of the Corporations Act requires this Scheme Booklet to set out whether, within the knowledge of Carnaby Directors, the financial position of Carnaby has materially changed since the date of the last balance sheet laid before Carnaby Shareholders in a general meeting or sent to Carnaby Shareholders in accordance with section 314 or 317 of the Corporations Act (being the balance date for 30 June 2026), and if so, provide full particulars of such change.

ASIC has granted Carnaby customary relief from paragraph 8302(h) of Part 3 of Schedule 8 of the Corporations Act so that this Scheme Booklet only needs to set out whether, within the knowledge of Directors, if the financial position of the Company has materially changed since the financial year ended 30 June 2026, and if so, provide full particulars of any such change.

Carnaby will give a copy of the financial statements for the year ended 30 June 2026 free of charge to anyone who asks for them before the Scheme is approved by the Court.

Carnaby Shareholders can also access a copy of Carnaby's financial statements for the year ended 30 June 2026 on the ASX website at www.asx.com.au or on Carnaby's website at www.carnabyresources.com.au.

(b) **ASX waivers and conditions**

ASX Listing Rule 6.23.2 provides that the cancellation of options for consideration requires the approval of shareholders. Carnaby has obtained a waiver of ASX Listing Rule 6.23.2 to permit the Carnaby Options to be cancelled under the Scheme for consideration without requiring the approval of Carnaby Shareholders, on the following conditions:

(i) full details of the cancellation of the Carnaby Options and the consideration payable being set out, to ASX's satisfaction, in this Scheme Booklet; and

(ii) the Scheme becoming Effective.

9.15 No administrator

It is not proposed that any person be appointed to manage or administer the Scheme.

9.16 No relevant restrictions in the constitution of Carnaby

There are no restrictions on the right to transfer Carnaby Shares in Carnaby's constitution.

9.17 No unacceptable circumstances

The Carnaby Directors do not believe that the Scheme involves any circumstances in relation to the affairs of Carnaby that could reasonably be characterised as constituting "unacceptable circumstances" for the purposes of section 657A of the Corporations Act.

9.18 Foreign jurisdictions

This Scheme Booklet complies with Australian disclosure requirements. These disclosure requirements may be different to those in other countries.

No action has been taken to register or qualify the New Evolution Shares or otherwise permit a public offer of such securities in any jurisdiction outside Australia. This Scheme Booklet does not constitute an offer of New Evolution Shares in any jurisdiction in which it would be unlawful. In particular, this Scheme Booklet may not be distributed to any person, and New Evolution Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Based on the information available, Carnaby Shareholders (other than Ineligible Shareholders) whose addresses are shown in the Carnaby Share Register as at the Record Date as being in the following jurisdictions will be entitled to receive this Scheme Booklet and have New Evolution Shares issued to them under the Scheme subject to any qualifications set out in this Scheme Booklet in respect of that jurisdiction:

- Australia and its external territories;
- New Zealand; and
- any other person or jurisdiction in respect of which Evolution reasonably believes that it is not prohibited and not unduly onerous or impractical to issue New Evolution Shares to a Carnaby Shareholder with a registered address in such jurisdiction.

Nominees and custodians who hold Carnaby Shares on behalf of a beneficial owner resident outside Australia (and its external territories) and New Zealand may not forward this Scheme Booklet (or any accompanying document) to anyone outside these countries without the consent of Carnaby.

Refer to the ‘Important notices’ Section for further information.

9.19 Consents and disclosures

(a) Roles of advisers and experts

The persons named in this Scheme Booklet as performing a function in a professional, advisory or other capacity in connection with the Scheme or the preparation or distribution of this Scheme Booklet are:

Name	Role
BDO Corporate Finance Australia Pty Ltd	Independent Expert
ERM Australia Consultants Pty Ltd	Independent Technical Specialist
Macquarie Capital (Australia) Limited	Financial adviser to Carnaby
Steinepreis Paganin	Legal adviser to Carnaby
Grant Thornton Audit Pty Ltd	Auditor of Carnaby
Computershare Investor Services Pty Limited	Carnaby’s share registry

(b) Consents

Evolution has given its written consent to be named in this Scheme Booklet in the form and context in which it is named and to the inclusion of the Evolution Information in this Scheme Booklet in the form and context in which that information appears and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC.

BDO Corporate Finance Australia Pty Ltd, as the Independent Expert, has given its written consent to be named in this Scheme Booklet as the independent expert appointed by Carnaby in the form and context in which it is named, the inclusion of the Independent Expert's Report in this Scheme Booklet in the form and context in which it is included and to all references to the Independent Expert's Report in this Scheme Booklet being made in the form and context in which each such reference is included and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC.

ERM Australia Consultants Pty Ltd, as the Independent Technical Specialist, has given its written consent to be named in this Scheme Booklet as independent technical specialist appointed by Carnaby in the form and context in which it is named, the inclusion of the Independent Technical Specialist's Report in this Scheme Booklet in the form and context in which it is included and to all references to the Independent Technical Specialist's Report in this Scheme Booklet being made in the form and context in which each such reference is included and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC.

Macquarie Capital (Australia) Limited has given its written consent to be named in this Scheme Booklet as financial adviser to Carnaby in the form and context in which it is named and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC.

Steinepreis Paganin has given its written consent to be named in this Scheme Booklet as legal adviser to Carnaby in the form and context in which it is named and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC.

Grant Thornton Audit Pty Ltd has given its written consent to be named in this Scheme Booklet as auditor of Carnaby in the form and context in which it is named and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC

Computershare Investor Services Pty Limited, as Carnaby's share registry, has given its written consent to be named in this Scheme Booklet as the Carnaby Share Registry in the form and context in which it is named and has not withdrawn its consent prior to registration of this Scheme Booklet with ASIC.

(c) **Disclaimers**

Each person named in Section 9.19(b):

(i) has not authorised or caused the issue of this Scheme Booklet;

(ii) does not make, or purport to make, any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than as specified in Section 9.19(b); and

(iii) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet, other than a reference to its name and any statements or report (if any) included in this Scheme Booklet with the consent of that party as specified in Section 9.19(b).

9.20 Fees and expenses

Each of the persons named in Section 9.19(a) as performing a function in a professional, advisory or other capacity in connection with the Scheme and the preparation or distribution of this Scheme Booklet, will be entitled to receive professional fees charged in accordance with their normal basis of charging.

If the Scheme is implemented, as at the Last Practicable Date, Carnaby estimates that it will pay (in aggregate) approximately $5.4 million (excluding GST and disbursements) in external transaction costs relating to the Scheme, which includes:

- fees and expenses for professional services paid or payable to the persons listed in Section 9.19(a); and
- other fees and expenses associated with the Court proceedings, Scheme Booklet design, printing and distribution, convening and holding the Scheme Meeting and other general and administrative expenses.

If the Scheme is not implemented, as at the Last Practicable Date, Carnaby expects to pay (in aggregate) approximately $1.1 million (excluding GST and disbursements) in external transaction costs, excluding any Reimbursement Fee that may be payable to Evolution.

These amounts do not include the transaction costs that may be incurred by Evolution in relation to the Scheme.

9.21 Competent Persons' Statements and compliance statements

(a) Carnaby - Competent Persons' Statements for Mineral Resources, Ore Reserves and Exploration Results

The information in this Scheme Booklet that relates to Mineral Resources for the Greater Duchess Project is extracted from Carnaby's ASX announcements and public reports titled "Greater Duchess Mineral Resource Update" dated 27 January 2026 and "Trekelano Mineral Resource Update" dated 24 August 2026 which are accessible on Carnaby's ASX announcements platform at www.asx.com.au.

The information in this Scheme Booklet that relates to Ore Reserves for the Greater Duchess Project is extracted from Carnaby's ASX announcements and public reports titled "Greater Duchess Pre-Feasibility Study and Maiden Ore Reserve" dated 16 March 2026 and "Greater Duchess Exploration Update" dated 13 August 2026 which are accessible on Carnaby's ASX announcements platform at www.asx.com.au.

The information in this Scheme Booklet that relates to Exploration Results at the Greater Duchess Project is extracted from Carnaby's ASX announcements of various dates and titles. References to the ASX announcement reporting the Exploration Results contained in this Scheme Booklet have been inserted as footnotes, refer to those ASX announcements for further details.

Carnaby confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements. In the case of estimates of Mineral Resources or Ore Reserves, Carnaby confirms that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. In addition, Carnaby confirms that the form and context in which the competent persons' findings are presented have not been materially modified from the relevant market announcement.

(b) Evolution – Competent Persons' Statements for Ore Reserves and Mineral Resources

The information in this Scheme Booklet relating to Evolution's Mineral Resources and Ore Reserves is extracted from the release by Evolution titled 'Annual Mineral Resources and Ore Reserves Statement' dated 1 May 2026 and available to view at www.evolutionmining.com. Evolution confirms that it is not aware of any new information or data that materially affects the information included in the release, other than normal mining depletion, and that all material assumptions and parameters underpinning the estimates in the release continue to apply and have not materially changed. Evolution confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the report.

(c) **Evolution – Production and guidance**

The information in this Scheme Booklet relating to Evolution's production targets to FY27 was first reported in the ASX release by Evolution titled 'FY26 Full Year Financial results and Final Dividend' dated 19 August 2026 and available to view at www.evolutionmining.com. Evolution confirms that all material assumptions underpinning those production targets and production and cost guidance continue to apply and have not been materially modified from the announcement.

9.22 Supplementary information

Carnaby will issue supplementary information to this Scheme Booklet if it becomes aware of any of the following between the date of this Scheme Booklet and the Effective Date:

(a) a material statement in this Scheme Booklet is or becomes false or misleading;

(b) a material omission from this Scheme Booklet;

(c) a significant change affecting a matter included in this Scheme Booklet; or

(d) a significant new matter has arisen and it would have been required to be included in this Scheme Booklet if it had arisen before the date of this Scheme Booklet.

Carnaby will make available supplementary material to Carnaby Shareholders. Carnaby intends to make available any supplementary material by releasing that material to ASX at www.asx.com.au and posting the supplementary document to Carnaby's website at www.carnabyresources.com.au. Depending on the nature and timing of the changed circumstances and subject to obtaining any relevant approvals, Carnaby may also send such supplementary materials to Carnaby Shareholders.

9.23 No other material information

Except as disclosed elsewhere in this Scheme Booklet, there is no other information material to the making of a decision in relation to the Scheme or a decision by a Carnaby Shareholder whether or not to vote in favour of the Scheme, being information that is within the knowledge of any Carnaby Director or any director of a Related Body Corporate of Carnaby, at the date of this Scheme Booklet which has not previously been disclosed to Carnaby Shareholders.

9.24 Directors' statement

The issue of this Scheme Booklet has been authorised by the Carnaby Board, and this Scheme Booklet has been signed for and on behalf of the Carnaby Directors. The Carnaby Board has given (and not withdrawn) its consent to lodgement of this Scheme Booklet with ASIC for registration.

Signed for and on behalf of Carnaby Resources Limited.

Peter Bowler
Non-Executive Chairman
Carnaby Resources Limited

10. Glossary

The following terms used in this Scheme Booklet have the meaning set out below, unless the context otherwise requires.

A$** or **$ or **AUD**	The lawful currency of Australia.
AASB	The Australian Accounting Standards Board, being the Australian Government Agency responsible for developing and issuing accounting standards applicable to Australian entities and the "care and maintenance" of the body of standards as set out in the *Australian Securities and Investments Commission Act 2001* (Cth).
AISC	All-In Sustaining Cost.
Announcement Date	27 July 2026, being the date of announcement of the Scheme.
ASIC	The Australian Securities and Investments Commission.
Associate	Has the meaning set out in section 12 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
ASX Listing Rules	The official listing rules of ASX.
ASX Settlement Operating Rules	The settlement rules of ASX Settlement Pty Ltd (ACN 008 504 532).
Australian Accounting Standards	The Australian Accounting Standards issued by the AASB.
Business Day	A business day as defined in the ASX Listing Rules, provided that day is not a day on which banks in Perth, Western Australia, are authorised or required to close.
Carnaby or **Company**	Carnaby Resources Limited (ACN 610 855 064).
Carnaby Board	The board of directors of Carnaby.
Carnaby Director	A duly appointed director of Carnaby.
Carnaby Group	Carnaby and each of its Subsidiaries.
Carnaby Material Adverse Effect	Has the meaning given to it in the Scheme Implementation Deed.
Carnaby Option	The unlisted options granted by Carnaby as at the date of the Scheme Implementation Deed, as further set out in Section 3.8.
Carnaby Optionholder	A holder of Carnaby Options.
Carnaby Prescribed Event	Has the meaning given to it in the Scheme Implementation Deed.

Carnaby Registry	Computershare Investor Services Pty Limited (ACN 078 279 277).
Carnaby Representations and Warranties	The representations and warranties of Carnaby as set out in Schedule 5 of the Scheme Implementation Deed.
Carnaby Securities	Carnaby Shares and/or Carnaby Options.
Carnaby Share	A fully paid ordinary share in the capital of Carnaby.
Carnaby Share Register	The register of members of Carnaby maintained in accordance with the Corporations Act.
Carnaby Shareholder	Each person who is registered as the holder of one or more Carnaby Shares, as shown in the Carnaby Share Register.
Carnaby Tenements	Has the meaning given to it in the Scheme Implementation Deed.
CGT	Capital Gains Tax, as defined in the *Income Tax Assessment Act 1997* (Cth).
Competent Person	Has the meaning given to it in the JORC Code.
Competing Proposal	Has the meaning given to it in the Scheme Implementation Deed.
Condition	A condition precedent as set out in clause 3.1 of the Scheme Implementation Deed and at Section 3.10(a).
Corporations Act	The *Corporations Act 2001* (Cth).
Corporations Regulations	The *Corporations Regulations 2001* (Cth).
Court	The Supreme Court of Western Australia, or such other court of competent jurisdiction under the Corporations Act agreed to in writing by Evolution and Carnaby.
Deed Poll	The deed poll dated 14 September 2026 executed by Evolution pursuant to which, among other things, Evolution covenants in favour of Scheme Shareholders to perform its obligations under the Scheme Implementation Deed and the Scheme, as set out in Annexure C.
Effective	The coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to the Scheme.
Effective Date	The date on which the Scheme becomes Effective.
End Date	The date that is nine (9) months after the date of the Scheme Implementation Deed, or such other date as Carnaby and Evolution agree in writing.
Evolution	Evolution Mining Limited (ACN 084 669 036).
Evolution Board	The board of directors of Evolution.

Evolution Director	A duly appointed director of Evolution.
Evolution Group	Evolution and each of its Subsidiaries.
Evolution Information	Has the meaning given to it in the Scheme Implementation Deed, including: (a) the Letter from the Chairman of Evolution; (b) the information regarding Evolution and the Merged Group in Section 2; (c) the information contained in Section 5; (d) the information contained in Section 6 (other than to the extent of financial information provided or published by Carnaby); (e) the information contained in Sections 7.3 and 7.4; and (f) the information contained in Section 9 regarding Evolution or the interests of Evolution Directors or their Associates.
Evolution Prescribed Event	Has the meaning given to it in the Scheme Implementation Deed.
Evolution Registry	MUFG Corporate Markets (AU) Limited (ACN 083 214 537).
Evolution Representations and Warranties	Has the meaning given to it in the Scheme Implementation Deed.
Evolution Share	A fully paid ordinary share in the capital of Evolution.
Evolution Shareholder	Each person who is registered as the holder of one or more Evolution Shares.
Excluded Shareholder	Any Carnaby Shareholder who is a member of Evolution Group or any Carnaby Shareholder who holds any Carnaby Shares on behalf of, or for the benefit of, any member of Evolution Group.
Exclusivity Period	Has the meaning given to it in the Scheme Implementation Deed.
First Court Date	The first day on which an application made to the Court for orders under section 411(1) of the Corporations Act directing Carnaby to convene the Scheme Meeting is heard (or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application or appeal is heard).
First Court Hearing	The hearing of the application made to the Court for an order pursuant to Section 411(4)(b) of the Corporations Act directing Carnaby to convene the Scheme Meeting.
FY25	The period of 12 months (financial year) ended 30 June 2025.
FY26	The period of 12 months (financial year) ended 30 June 2026.
FY27	The period of 12 months (financial year) ending 30 June 2027.
Glencore	Glencore International AG.

Glencore Subscription Agreement	The subscription agreement between Carnaby and Glencore dated 26 July 2026, under which Carnaby has agreed to issue the Subscription Shares to Glencore.
Glencore Termination Deed	The deed of termination and release between Carnaby, Carnaby Resources (Holdings) Pty Limited and Glencore dated 26 July 2026, under which the tolling and offtake agreements between the Carnaby Group and Glencore will be terminated.
Glencore Tolling and Offtake Agreements	Has the meaning given in Section 3.7.
Government Agency	Any foreign or Australian government or governmental, semi-governmental, administrative, fiscal, statutory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian. It also includes any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions, including: (a) ASX; (b) ASIC; and (c) the Takeovers Panel.
Implementation Date	The third Business Day following the Record Date, or such other date as agreed in writing between Carnaby and Evolution or as ordered by the Court.
Independent Expert	BDO Corporate Finance Australia Pty Ltd (ACN 050 038 170).
Independent Expert's Report	The report prepared by the Independent Expert as set out in Annexure A of this Scheme Booklet opining on whether the Scheme is in the best interests of Carnaby Shareholders (and reasons for holding that opinion), and includes any written update of, or revision, amendment, addendum or supplement to that report.
Independent Technical Specialist	ERM Australia Consultants Pty Ltd (ACN 003 687 581).
Independent Technical Specialist's Report	The report of the Independent Technical Specialist set out in Appendix 5 of the Independent Expert's Report.
Indicated Mineral Resource	The meaning given to it in the JORC Code.
Ineligible Foreign Shareholder	Any Scheme Shareholder whose address as shown in the Carnaby Share Register is a place outside of Australia and its external territories or New Zealand, unless Evolution determines that: (a) it is lawful and not unduly onerous or unduly impracticable to issue that Scheme Shareholder with the New Evolution Shares on implementation of the Scheme; and

	(b) it is lawful for that Scheme Shareholder to participate in the Scheme by the law of the relevant place.
Ineligible Shareholder	An Ineligible Foreign Shareholder or a Non-Electing Small Parcel Shareholder.
Interested Person	A person named in Section 9.10.
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012, as updated from time to time.
Last Practicable Date	16 September 2026, being the last practicable date before the finalisation of this Scheme Booklet.
Merged Group	Evolution Group including the Carnaby Group following implementation of the Scheme.
Mineral Resource	The meaning given to it in the JORC Code.
New Evolution Shares	Fully paid ordinary shares in the capital of Evolution to be issued as consideration to Scheme Shareholders under the Scheme.
Non-Electing Small Parcel Shareholder	A Small Parcel Shareholder who has not provided the Carnaby Registry with an Opt-out Notice before 5:00pm (AWST) on the Business Day before the Record Date.
Notice of Scheme Meeting	The notice convening the Scheme Meeting as set out in Annexure D.
Option Cancellation Deed	A deed between Carnaby, a Carnaby Optionholder and Evolution (in a form agreed between the parties) under which those parties agree to cancel all of the Carnaby Options held by that Carnaby Optionholder with effect on the Implementation Date, conditional on the Scheme becoming Effective, for the Option Consideration.
Option Consideration	In respect of a Carnaby Option, the fixed value attributed to that Carnaby Option by reference to the class in which that Carnaby Option falls, as set out in Schedule 1 of the Scheme Implementation Deed.
Opt-out Notice	A notice by a Small Parcel Shareholder electing not to participate in the Sale Facility and requesting that the Scheme Consideration to which it is entitled be issued directly to it rather than to the Sale Agent.
Opt-out Notice Cut-Off Date	The latest time and date by which a valid Opt-out Notice must be received by the Carnaby Registry, being 5:00pm (AWST) on the Business Day prior to the Record Date.
Ore Reserve	The meaning given to it in the JORC Code.
Performance Rights	An entitlement granted by the Company to the holder to be issued or allocated a share in Evolution on satisfaction of any applicable vesting conditions.
PPSA	Means the *Personal Property Securities Act 2009* (Cth).

Record Date	4:00pm (AWST) on the second Business Day after the Effective Date, or such other time and date as Evolution and Carnaby agree in writing.
Reimbursement Fee	The amount of $2,134,412 payable by Carnaby to Evolution in the circumstances set out in clause 13.2 of the Scheme Implementation Deed, as summarised in Section 3.10(k).
Related Body Corporate	The meaning given to it in the Corporations Act.
Relevant Interest	The meaning given in sections 608 and 609 of the Corporations Act.
Requisite Majorities	Approval of the Scheme Resolution by: (a) unless the Court orders otherwise, a majority in number (more than 50%) of Carnaby Shareholders present and voting at the Scheme Meeting (either in person, by proxy or attorney, or in the case of corporate Carnaby Shareholders, by corporate representative); and (b) at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Carnaby Shareholders present and voting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative).
Reverse Reimbursement Fee	The amount of $2,134,412 payable by Evolution to Carnaby in the circumstances set out in clause 13.3 of the Scheme Implementation Deed, as summarised in Section 3.10(k).
Sale Agent	A person appointed by Evolution (in its sole discretion, acting reasonably, and subject to any applicable regulatory requirements), to sell the Sale Shares.
Sale Facility	The facility to be established for the sale of the Sale Shares by the Sale Agent on behalf of Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders, as described in Section 3.5(e).
Sale Proceeds	The gross proceeds of sale of the Sale Shares, less any applicable taxes and charges (including any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges) incurred by Evolution or the Sale Agent in connection with the sale of the Sale Shares.
Sale Shares	The New Evolution Shares to which Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders would have been entitled under the Scheme.
Scheme	The scheme of arrangement between Carnaby and the Scheme Shareholders under which all of the Scheme Shares will be transferred to Evolution under Part 5.1 of the Corporations Act, in consideration for the Scheme Consideration, substantially in the form of Annexure B of the Scheme Implementation Deed or such other form as agreed in writing between Carnaby and Evolution subject to any alterations or conditions that are:

	(a) agreed to in writing by Carnaby and Evolution, and approved by the Court; or (b) made or required by the Court under section 411(6) of the Corporations Act and agreed to in writing by Carnaby and Evolution.
Scheme Booklet	This scheme booklet, being the explanatory statement in relation to the Scheme which has been prepared by Carnaby in accordance with section 412 of the Corporations Act.
Scheme Consideration	The consideration to be provided by or on behalf of Evolution to each Scheme Shareholder (other than an Ineligible Shareholder) for the transfer of each Scheme Share under the Scheme, being, in respect of each Scheme Share, the Transaction Ratio of New Evolution Shares.
Scheme Implementation Deed	The scheme implementation deed dated 26 July 2026 between Carnaby and Evolution relating to the Scheme, a copy of which was released in full to ASX on 27 July 2026.
Scheme Meeting	The meeting of Carnaby Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider the Scheme, including any adjournment or postponement thereof.
Scheme Resolution	The resolution set out in the Notice of Scheme Meeting set out in Annexure D.
Scheme Shareholder	A Carnaby Shareholder (other than Excluded Shareholders) as at the Record Date.
Scheme Shares	A Carnaby Share held by a Scheme Shareholder as at the Record Date.
Second Court Date	The day on which an application made to the Court for orders under section 411(4)(b) of the Corporations Act approving the Scheme is heard (or if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard).
Second Court Hearing	The hearing of the application made to the Court for an order pursuant to Section 411(4)(b) of the Corporations Act approving the Scheme.
Section	A section of this Scheme Booklet.
Security Interest	Any mortgage, charge, pledge, lien, assignment or other security interest or any other arrangement (including a right of set off or combination) entered into for the purpose of conferring a priority, including any security interest as defined in the Corporations Act or in the PPSA.
Small Parcel Shareholder	A Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares on the Record Date, would on implementation of the Scheme be entitled to receive less than a marketable parcel (as defined in the ASX Listing Rules) of New Evolution Shares (assessed by reference to the last traded price of Evolution Shares on ASX on

	the trading day prior to the Record Date) as Scheme Consideration.
Subscription Shares	The 28,572,245 Carnaby Shares to be issued to Glencore pursuant to the Glencore Subscription Agreement.
Subsidiary	A subsidiary of an entity means another entity which: (a) is a subsidiary of the first entity within the meaning of the Corporations Act; or (b) is otherwise part of a consolidated entity constituted by the first entity and the entities it is required to include in the consolidated financial statements it prepares or would be, if the first entity was required to prepare consolidated financial statements.
Superior Proposal	Has the meaning given to it in the Scheme Implementation Deed.
Takeovers Panel	Takeovers Panel means the Australian Takeovers Panel constituted under the *Australian Securities and Investments Commission Act 2001* (Cth).
Transaction Ratio	0.0682 New Evolution Shares for every one Scheme Share, representing the implied offer value of the Scheme Consideration as at the date of the Scheme Implementation Deed, being $0.769978 per Scheme Share.
VWAP	The volume weighted average price.

Annexure A – Independent Expert's Report

IDEAS | PEOPLE | TRUST

Carnaby Resources Limited

Independent Expert's Report

Opinion: Fair and reasonable

1 September 2026

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FINANCIAL SERVICES GUIDE

Dated: 1 September 2026

This Financial Services Guide (**FSG**) helps you decide whether to use any of the financial services offered by BDO Corporate Finance Australia Pty Ltd (**BDO Corporate Finance, we, us, our).**

The FSG includes information about:

- Who we are and how we can be contacted
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

FINANCIAL SERVICES WE ARE LICENSED TO PROVIDE

We hold an Australian Financial Services Licence which authorises us to provide financial product advice to retail and wholesale clients about securities and certain derivatives (limited to old law securities, options contracts, and warrants). We can also arrange for customers to deal in securities, in some circumstances. Whilst we are authorised to provide personal and general advice to retail and wholesale clients, we only provide *general* advice to retail clients.

Any general advice we provide is provided on our own behalf, as a financial services licensee.

GENERAL FINANCIAL PRODUCT ADVICE

Our general advice is typically included in written reports. In those reports, we provide general financial product advice that is prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

FEES, COMMISSIONS AND OTHER BENEFITS THAT WE MAY RECEIVE

We charge fees for providing reports. These fees are negotiated and agreed to with the person who engages us to provide the report. Fees will be agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. In this instance, the Company has agreed to pay us $90,000 for preparing the Report.

Except for the fees referred to above, neither BDO Corporate Finance, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of general advice.

All our employees receive a salary. Our employees are eligible for bonuses based on overall company performance but not directly in connection with any engagement for the provision of a report.

REFERRALS

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

ASSOCIATIONS AND RELATIONSHIPS

BDO Corporate Finance is a member firm of a national association of independent entities which are all members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. The general financial product advice in our report is provided by BDO Corporate Finance and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting, and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

COMPLAINTS RESOLUTION

We are committed to meeting your needs and maintaining a high level of client satisfaction. If you are unsatisfied with a service we have provided you, we have avenues available to you for the investigation and resolution of any complaint you may have.

To make a formal complaint, please use the Complaints Form. For more on this, including the Complaints Form and contact details, see the **BDO Complaints Policy** available on our website.

BDO Corporate Finance is a member of AFCA (Member Number 11843). Where you are unsatisfied with the resolution reached through our Internal Dispute Resolution process, you may escalate this complaint to the Australian Financial Complaints Authority (**AFCA**) using the below contact details:

Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001
Email: info@afca.org.au
Phone: 1800 931 678
Fax: (03) 9613 6399
Interpreter service: 131 450
Website: http://www.afca.org.au

COMPENSATION ARRANGEMENTS

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - cf.ecp@bdo.com.au

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Appendix 1 – Glossary and copyright notice

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Appendix 5 - Independent Technical Specialist Report prepared by ERM

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1 September 2026

The Directors
Carnaby Resources Limited
78 Churchill Avenue
Subiaco WA 6008

Dear Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 27 July 2026, Carnaby Resources Limited (**'Carnaby**' or **'the Company**') announced that it had entered into a Scheme Implementation Deed (**'SID'**) with Evolution Mining Limited (**'Evolution'**), under which Evolution will acquire 100% of the issued share capital in Carnaby by way of a scheme of arrangement (**'Scheme'**) under Part 5.1 of the Corporations Act 2001 (Cth) (**'Corporations Act'**). Evolution is a gold and copper producer operating six mines across Australia and Canada and is listed on the Australian Securities Exchange (**'ASX'**).

Under the terms of the Scheme, Carnaby shareholders (**'Shareholders'**) will receive 0.0682 new Evolution shares (**'New Evolution Shares'**) for each Carnaby share held at the record date (**'Scheme Consideration')**. Under the SID, it is also proposed that all outstanding unlisted Carnaby options (**'Carnaby Options'**) will be cancelled for cash consideration as part of the Scheme.

We refer to Carnaby and Evolution as a combined entity following implementation of the Scheme as the **'Merged Group'**.

Although there is no statutory requirement, the directors of Carnaby have requested that BDO Corporate Finance Australia Pty Ltd (**'BDO'**) prepare an independent expert's report (**'our Report'**) to express an opinion as to whether the Scheme is in the best interests of Shareholders.

All figures in our Report are quoted in Australian dollars (**'AUD'** or **'$'**) unless otherwise stated.

2. Summary and opinion

2.1 Requirement for the report

The directors of Carnaby have requested that BDO prepare an independent expert's report to express an opinion as to whether the Scheme is in the best interests of Shareholders.

Our Report is prepared pursuant to section 411 of the *Corporations Act 2001* (Cth) and is to be included in a scheme booklet (**'Scheme Booklet'**) for Carnaby to assist Shareholders in their decision whether to approve the Scheme.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('**ASIC**') Regulatory Guide 60 'Schemes of arrangements' (**'RG 60'**), Regulatory Guide 111 'Content of expert reports' (**'RG 111'**), Regulatory Guide 112 'Independence of experts' (**'RG 112'**), Regulatory Guide 170 'Prospective financial information' (**'RG 170'**) and Information Sheet 214: Mining and Resources: Forward-looking statements (**'IS 214'**).

In arriving at our opinion, we have assessed the terms of the Scheme as outlined in the body of this Report. We have considered the following:

- How the value of a Carnaby share prior to the Scheme (on a controlling interest and diluted basis) compares to the value of the Scheme Consideration, being 0.0682 New Evolution Shares (on a minority interest basis).
- The likelihood of an alternative offer being made to Carnaby.
- Other factors which we consider to be relevant to the Shareholders in their assessment of the Scheme.
- The position of Shareholders should the Scheme not proceed.

2.3 Opinion

We have considered the terms of the Scheme as outlined in the body of this Report and have concluded that, in the absence of a superior proposal, the Scheme is fair and reasonable. Therefore, we consider the Scheme to be in the best interests of Shareholders.

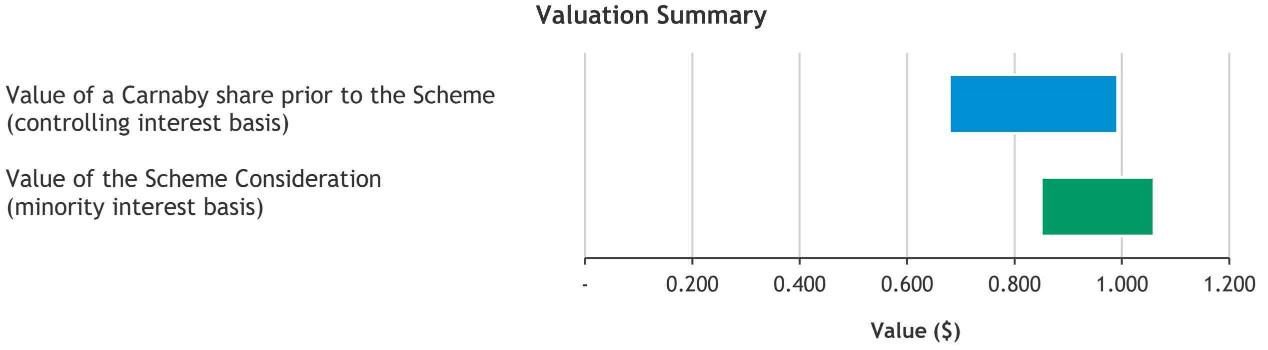
2.4 Fairness

The value of a Carnaby share (on a controlling interest and diluted basis) and the value of the Scheme Consideration, being 0.0682 New Evolution Shares (on a minority interest basis), are compared below:

Fairness Assessment	Ref.	Low $	Preferred $	High $
Value of a Carnaby share prior to the Scheme (controlling interest basis)	11	0.679	0.830	0.992
Value of the Scheme Consideration (minority interest basis)	12	0.853	0.955	1.057

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

Under RG 111.11 an offer is 'fair' if the value of the offer price or consideration is equal to or greater than the value of the securities the subject of the offer. The above pricing indicates that, in the absence of a superior offer, the Scheme is fair for Shareholders.

2.5 Reasonableness

We have considered the analysis in Section 14 of this Report, in terms of the following:

- Advantages and disadvantages of the Scheme.
- Other considerations, including the position of Shareholders if the Scheme does not proceed and the consequences of not approving the Scheme.

In our opinion, the position of Shareholders if the Scheme is approved is more advantageous than the position if the Scheme is not approved.

After considering the reasonableness arguments on balance and assessing the relative value differentials as set out in our fairness assessment, we consider the strength and the quantum of the advantages of approving the Scheme to outweigh the disadvantages.

Accordingly, in the absence of any other relevant information and/or an alternate proposal we consider that the Scheme is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
14.1	The Scheme is fair for Shareholders	14.2	Dilution of Shareholders' interests and exposure to the Greater Duchess Project
14.1	Shareholders gain an interest in a substantially larger and more diversified mining company, while retaining exposure to Carnaby's projects	14.2	Change in risk profile
14.1	Evolution has a large free float of shares, resulting in greater liquidity, should Shareholders decide to exit their investment		
14.1	Evolution's strong balance sheet reduces the funding and dilution risks associated with developing the Greater Duchess Project		
14.1	Shareholders gain exposure to potential future dividend payments		
14.1	Potential development and operating synergies associated with the Greater Duchess Project		

Other key matters we have considered include:

Section	Description
14.3	Alternative proposal – we are not aware of any
14.4	Consequences of not approving the Scheme 14.4.1 Shareholders would retain development and funding risk for the Greater Duchess Project 14.4.2 Potential decline in Carnaby's share price 14.4.3 Transaction costs to be incurred by Carnaby

3. Scope of the Report

3.1 Purpose of the Report

The Scheme is to be implemented pursuant to section 411 of the Corporations Act. Part 3 of Schedule 8 to the *Corporations Regulations 2001* ('**Regulations**') prescribes the information to be sent to shareholders in relation to schemes of arrangement pursuant to section 411 of the Corporations Act ('**Section 411**').

An independent expert's report must be obtained by a scheme company if:

- There is one or more common directors; or
- The other party to the scheme holds 30% or more of the voting shares in the scheme company.

The expert must be independent and must state whether or not, in his or her opinion, the proposed scheme is in the best interest of the members of the company the subject of the scheme and set out the reasons for that opinion.

There are no common directors of Carnaby and Evolution, and no party to the Scheme holds 30% or more of the voting shares in Carnaby. Accordingly, an independent expert's report is not required under the Corporations Regulations.

Notwithstanding the fact that there is no requirement to engage an independent expert to report on the Scheme, pursuant to the SID, the Scheme is subject to an independent expert concluding that the Scheme is in the best interests of Shareholders.

Accordingly, the directors of Carnaby have requested that BDO prepare this independent expert's report to provide an opinion as to whether the Scheme is in the best interests of Shareholders.

3.2 Regulatory guidance

Neither the Corporations Act nor the Regulations defines the term 'in the best interests of'. In determining whether the Scheme is in the best interests of Shareholders, we have had regard to the views expressed by ASIC in RG 111. This regulatory guide provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

A key matter under RG 111 that an expert needs to consider when determining the appropriate form of analysis is whether or not the effect of the transaction is comparable to a takeover bid and is therefore representative of a change of 'control' transaction.

In the circumstance of a scheme that achieves the same outcome as a takeover bid, RG 111 suggests that the form of the analysis undertaken by the independent expert should be substantially the same as for a takeover. Independent expert reports required under the Act in the circumstance of a takeover are required to provide an opinion as to whether or not the takeover bid is 'fair and reasonable'. While there is no definition of 'fair and reasonable', RG 111 provides some guidance as to how the terms should be interpreted in a range of circumstances.

RG 111 suggests that an opinion as to whether transactions are fair and reasonable should focus on the purpose and outcome of the transaction, that is, the substance of the transaction rather than the legal mechanism to effect the transaction.

Schemes of arrangement pursuant to Section 411 can encompass a wide range of transactions. Accordingly, 'in the best interests' must be capable of a broad interpretation to meet the particular circumstances of each transaction. This involves a judgment on the part of the expert as to the overall commercial effect of the transaction, the circumstances that have led to the transaction and the alternatives available. The expert must weigh up the advantages and disadvantages of the proposed transaction and form an overall view as to whether shareholders are likely to be better off if the proposed transaction is implemented than if it is not. This assessment is the same as that required for a 'fair and reasonable' assessment in the case of a takeover. If the expert would conclude that a proposal was 'fair and reasonable' if it was in the form of a takeover bid, the expert will also be able to conclude that the scheme is in the best interests of shareholders. An opinion of 'in the best interests' does not imply the best possible outcome for shareholders.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities subject of the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid.

Having regard to the above, BDO has completed this comparison in three parts:

- A comparison between the value of a Carnaby share (on a controlling interest and diluted basis) and the value of the Scheme Consideration, being 0.0682 New Evolution Shares (on a minority interest basis) (fairness – see Section 13 'Is the Scheme Fair?').
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the Scheme, after reference to the value derived above (reasonableness – see Section 14 'Is the Scheme Reasonable?').
- A consideration of whether the Scheme is in the best interests of Shareholders.

RG 111 states that if a transaction is fair and reasonable then the expert can conclude that the transaction is in the best interests of shareholders. If a transaction is not fair but reasonable an expert can still conclude that the transaction is in the best interests of shareholders. If a transaction is neither fair nor reasonable then the expert would conclude that the transaction is not in the best interests of shareholders.

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('**APES 225**').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Scheme

On 27 July 2026, Carnaby announced that it had entered into a SID with Evolution, under which Evolution will acquire 100% of the issued share capital in Carnaby by way of a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth). Evolution is an established ASX-listed copper and gold producer operating six mines across Australia and Canada.

Under the terms of the Scheme, Shareholders will receive 0.0682 New Evolution Shares for each Carnaby share held at the record date, expected to take place in November 2026. If the Scheme becomes effective, Carnaby shareholders will transfer all of their shares to Evolution and will cease to hold shares in Carnaby, becoming shareholders in Evolution.

Under the SID, it is also proposed that all outstanding unlisted Carnaby Options will be cancelled for cash consideration as part of the Scheme.

If the Scheme is implemented, the existing tolling and offtake agreements between Carnaby and Glencore International AG (‘**Glencore**’) will be terminated. As consideration for the termination of the tolling and offtake agreements, Carnaby will issue approximately 28.6 million new shares to Glencore, under ASX Listing Rule 7.1. The shares will represent approximately 10.3% of Carnaby’s issued share capital on a post-issue basis.

The capital structure of the Merged Group following the Scheme is calculated in the table below:

Capital Structure following the implementation of the Scheme	Carnaby Shareholders	Glencore	Evolution	Total
Current number of shares outstanding	265,395,279	10,724,585	2,044,548,397	
Less Evolution's shares held in Carnaby	(37,878,788)	-	-	
Carnaby shares to be issued to Glencore*	-	28,572,245	-	
Total number of shares	227,516,491	39,296,830	2,044,548,397	
Number of Evolution shares that Carnaby shareholders will receive for every share they hold in Carnaby	*0.0682*	*0.0682*	*n/a*	
Number of New Evolution shares to be issued to Shareholders and Glencore	15,516,625	2,680,044	-	
Total ordinary shares on issue in the Merged Group following the implementation of the Scheme	15,516,625	2,680,044	2,044,548,397	2,062,745,065
% Shareholding in the Merged Group	0.75%	0.13%	99.12%	100.00%

Source: Carnaby and Evolution share registry information, Scheme Booklet

*Carnaby shares issued to Glencore subject to the approval of the Scheme but will be issued prior to the Record Date.

Conditions of the Scheme

The Scheme is subject to the following conditions:

- Approval of the Scheme by the requisite majorities of Shareholders (at least 75% of all votes cast by Shareholders and more than 50% of the number of Shareholders who vote at the Scheme meeting).
- An independent expert concluding (and continuing to conclude) that the Scheme is in the best interest of Shareholders.

- All unlisted Carnaby Options are either exercised or cancelled prior to the Scheme implementation date.
- Court approval.
- No material adverse effect occurs or is reasonably likely to occur to Carnaby between the date of the SID and 8:00am (Perth time) on the second court date.
- No prescribed event occurs to either Carnaby or Evolution between the date of the SID and 8:00am (Perth time) on the second court date.
- No breach of the representations and warranties given by either Carnaby or Evolution between the date of the SID and 8:00am (Perth time) on the second court date.
- Other customary conditions, which are further detailed in the SID.

Reimbursement fee

Under the SID, Carnaby has agreed to pay Evolution a reimbursement fee of $2.134 million (excluding GST) under customary circumstances outlined below.

- The Carnaby Board withdraws or adversely changes its recommendation to Shareholders for the Scheme, unless Carnaby is entitled to terminate the SID due to a material breach by Evolution or our Report concludes that the Scheme is not in the best interest of Shareholders.
- A competing proposal is completed during the exclusivity period, or is announced and completed within 12 months. The exclusivity period applies from the date of the SID, being 26 July 2026, until the earlier of implementation of the Scheme, termination of the SID, or the end date specified in the SID, being nine months after the date of the SID.
- Carnaby accepts or announces a superior proposal and terminates the SID.
- Carnaby breaches its exclusivity obligations.
- Evolution terminates the deed due to a material breach by Carnaby.

The complete set of circumstances under which the reimbursement fee is payable are detailed in the SID.

A reverse reimbursement fee of $2.134 million (excluding GST) is payable by Evolution if Carnaby is entitled to terminate the SID as a result of a material breach by Evolution. No reimbursement fee or reverse reimbursement fee is payable if the Scheme becomes effective.

Further information on the Scheme is contained in the Scheme Booklet.

Unlisted options

Additionally, in connection with the Scheme, 5,520,000 unlisted Carnaby options that have not yet been exercised at the implementation date of the Scheme will be cancelled in lieu of cash consideration of $835,000 which is to be funded by Evolution. On 31 August 2026 Carnaby announced that the ASX had granted a waiver of ASX Listing Rule 6.23.2 to permit the cancellation of the unlisted Carnaby options unless exercised beforehand for cash consideration, without requiring shareholder approval.

5. Profile of Carnaby

5.1 Overview

Carnaby is an ASX listed exploration and development company with copper and gold projects in Queensland (‘**QLD**’) and Western Australia (‘**WA**’). The Company’s flagship project is the Greater Duchess Copper Gold Project (**‘Greater Duchess Project’**) located in Mount Isa QLD. The Company also owns two exploration projects, the Pilbara Gold and Lithium Projects (**‘Pilbara Projects’**) and the Yilgarn Margin Projects (‘**Yilgarn Projects**’) located in WA. Incorporated in 2016 and based in Subiaco, WA, Carnaby was formerly known as Berkut Minerals before changing its name in May 2019.

The current board of directors are:

- Peter Bowler – Non-Executive Chairman
- Greg Barrett – Non-Executive Director
- Paul Payne – Non-Executive Director
- Rob Watkins – Managing Director

5.2 Greater Duchess Project

The Greater Duchess Project is located approximately 70 kilometres (‘**km**’) southeast of Mount Isa, Queensland, and comprises a landholding of 1,946 km^2. The project hosts multiple undeveloped copper gold deposits along a mineralised corridor extending approximately 100 km. In March 2026, Carnaby released a Pre-Feasibility Study (‘**PFS**’) for the Greater Duchess Project, which outlines an initial six-year open pit mining operation, followed by underground mining, resulting in an estimated Life of Mine (‘**LOM**’) of 12 years.

Carnaby acquired its initial interest in the project in April 2019 through the acquisition of an initial tenement package and has subsequently expanded the project through a series of transactions. The Greater Duchess Project currently comprises the following deposits:

- Trekelano;
- Mount Hope;
- Nil Desperandum;
- Lady Fanny;
- Burke and Wills;
- Inheritance;
- Mount Birnie;
- Duchess; and
- Mohawk.

In April 2019, the Company completed the acquisition of the historically producing Tick Hill Gold Project (‘**Tick Hill**’), together with a package of adjacent exploration tenements in the Mount Isa region of Queensland. Exploration activities commenced during the June 2019 quarter and included a series of ground geophysical surveys, followed by a maiden drilling campaign in July 2019. The drilling identified additional gold mineralisation beneath the historical Tick Hill open pit and copper-gold mineralisation at Mount Birnie. In June 2020, Carnaby released a PFS and maiden Ore Reserve for Tick Hill, which contemplated a 13-month contract mining and toll-treatment operation processing approximately 474,200 tonnes (‘**t**’) at 2.0 grams per tonne (‘**g/t**’) producing approximately 27,300 ounces (‘**oz**’) of gold. The proposed operation was not developed under Carnaby's ownership, and the Company completed the sale of the Tick Hill mining leases in May 2024.

In October 2021, Carnaby received government approval to incorporate the historically relinquished Lady Fanny mining leases into the Company's surrounding exploration licence, thereby expanding its tenure at the Greater Duchess Project. This was followed by the announcement of copper-gold discoveries at Nil Desperandum in December 2021 and Lady Fanny in January 2022.

Carnaby continued to expand its tenure at the Greater Duchess Project through the acquisition of the Mount Hope mining lease, the acquisition was settled for total consideration of $2 million, comprising $1 million of cash and approximately one million fully paid ordinary shares in the Company.

In October 2023, Carnaby announced its maiden Mineral Resource Estimate (**'MRE'**) and commissioned a scoping study to assess potential mine development and processing options, ranging from a standalone development to the use of third-party processing facilities in the region. The base case of the scoping study released in May 2024 outlined the viability of mining the Mount Hope, Lady Fanny and Nil Desperandum deposits with the processing being conducted by a third party operating in the region.

Carnaby acquired a 100% interest in Trekelano in November 2024, paying $9 million for three mining leases neighbouring Carnaby's existing Greater Duchess deposits. The acquisition coincided with the successful completion of a $17 million capital raise in which Glencore plc ('**Glencore**') invested $3.4 million. Glencore's investment in Carnaby coincided with the signing of a binding term sheet with Glencore for the toll treatment and offtake of 100% of the fresh sulphide ore and concentrate produced from the Greater Duchess Project.

Over the subsequent period, Carnaby conducted exploration activities which resulted in the release of a PFS and maiden ore reserve for the Greater Duchess Project in March 2026. The study outlined a 12-year LOM with production targets of 9.3 Mt at 1.9% copper equivalent, averaging approximately 15,000 t of contained copper equivalent per annum, based on a combination of open-pit and underground mining and toll treatment under existing agreements with Glencore. The PFS has been used as a basis for the valuation of the Greater Duchess Project outlined in Section 11.1 of this Report.

On 24 August 2026, Carnaby announced an updated MRE for the Trekelano deposit within the Greater Duchess Project. The updated MRE incorporated drilling conducted in 2026 resulting in a 10% increase in the mineral resources to 482,800 t of copper equivalent. The additional resource is predominantly classified as Inferred and relates to underground mineralisation that is not included within the current LOM plan.

5.3 Devoncourt Project

In August 2023, Carnaby entered into a farm-in and joint venture agreement ('**JV**') with Rio Tinto Exploration Pty Ltd ('**Rio Tinto**') over the Devoncourt Project ('**Devoncourt Project**'), located east of the Company's existing Greater Duchess Project. The agreement provided Carnaby with the right to earn a 51% interest in the project by funding $5 million of exploration expenditure by 1 August 2028. The Devoncourt Project hosts the Wimberu prospect, an iron oxide copper-gold target discovered by Rio Tinto, where previous drilling outlined a large-scale mineralised system characterised by broad zones of copper-gold mineralisation and indications of higher-grade hydrothermal breccia-hosted mineralisation.

5.4 Pilbara Projects

Carnaby also owns a portfolio of exploration assets prospective for gold and lithium. The projects comprise approximately 288 km^2 of tenure within the Mallina Basin, WA. Exploration activities undertaken to date have primarily focused on the Strelley Gold Project (‘**Strelley Project**’), located approximately 70 km northeast of Northern Star Resources Limited’s Hemi Gold deposit.

Strelley Project

Historical exploration at the Strelley Project has identified a gold-bearing corridor extending over more than 4 km, with drilling confirming the presence of gold mineralisation at multiple locations within the project area. Exploration activities at the Strelley Project have been limited in recent years as the Company focuses on progressing the Greater Duchess Project. Adequate exploration activities have not been conducted at the Strelley Project to delineate an MRE.

Big Hill Gold and Lithium Project

Historical exploration at the Big Hill Gold and Lithium Project (‘**Big Hill Project**’) has identified prospective gold and lithium targets across the project area, including soil anomalies associated with major regional structures. Follow-up exploration and drilling confirmed the presence of geological features considered favourable for mineralisation. Exploration activities at the project have been limited in recent years as the Company has focused on advancing the Greater Duchess Project. Exploration undertaken to date has been insufficient to support the delineation of an MRE.

Mount Grant Gold and Lithium Project

Historical exploration at the Mount Grant Gold and Lithium Project (‘**Mount Grant Project**’) has identified several exploration targets prospective for gold. Initial drilling and geophysical surveys confirmed the presence of geological features considered favourable for mineralisation, although no significant gold mineralisation has been delineated to date. Exploration undertaken at the Mount Grant Project remains at an early stage, with exploration undertaken to date being insufficient to support the delineation of an MRE.

Goldsworthy Gold Project

The Goldsworthy Gold Project (‘**Goldsworthy Project**’) comprises an early-stage exploration asset located along the interpreted eastern extension of the Tabba Tabba Shear Zone, a regional structure considered prospective for gold mineralisation. Historical work has identified approximately 4 km of prospective geological contact within the project area; however, systematic exploration has been limited, and the project remains at a preliminary stage. As a result, insufficient exploration has been completed to support the delineation of an MRE.

5.5 Yilgarn Projects

The Company’s Yilgarn Projects comprise the Throssel Project and Malmac Project, both of which are early-stage exploration prospective for a range of mineral commodities. Exploration undertaken to date has identified geological settings considered favourable for mineralisation, however, both projects remain at a preliminary stage. As a result, insufficient exploration has been completed to support the delineation of an MRE at either project.

5.6 Recent Corporate Events

Capital Raisings

In December 2024, Carnaby completed the first tranche of a $17.0 million capital raising, issuing approximately 43.0 million shares. The funds were intended to support the acquisition of the Trekelano, ongoing pre-feasibility studies and resource growth drilling at the Greater Duchess Project.

In February 2025, Carnaby completed the second tranche of its previously announced capital raising, issuing approximately 13.5 million shares to raise approximately $4.2 million.

In October 2025, Carnaby announced a $12.5 million strategic investment from the Queensland Investment Corporation's Critical Minerals and Battery Technology Fund through the issue of approximately 37.9 million shares. The funding was intended to advance development of the Greater Duchess Project.

Greater Duchess Ownership Consolidation

In July 2025, Carnaby announced an agreement to acquire the remaining 17.5% interest in the Greater Duchess Joint Venture for $6.0 million, comprising $2.0 million in cash and 9,852,217 Carnaby shares with a deemed value of $4.0 million calculated using the 30-day volume-weighted average price ('**VWAP**') on the trading day immediately preceding the date of the acceptance of the offer. The transaction consolidated Carnaby's ownership of the Greater Duchess Copper Gold Project to 100%.

Glencore Offtake and Tolling agreements

In November 2024, Carnaby entered into binding tolling and offtake agreements with Glencore covering 100% of the fresh sulphide ore and concentrate to be produced from the Greater Duchess Project. The agreements established a potential processing pathway for future production and supported the Company's preferred low-capital-intensity development strategy.

5.7 Historical Consolidated Statements of Financial Position

Historical Consolidated Statements of Financial Position	Audited as at 30 June 2026 $	Audited as at 30 June 2025 $	Audited as at 30 June 2024 $
CURRENT ASSETS			
Cash and cash equivalents	9,391,670	11,957,006	10,296,535
Other financial assets	15,000	15,000	15,000
Prepayments	95,106	80,782	196,973
Other receivables	258,446	680,372	334,443
Other current assets	520,000	3,800,000	-
TOTAL CURRENT ASSETS	**10,280,222**	**16,533,160**	**10,842,951**
NON-CURRENT ASSETS			
Trade and other receivables	61,463	1,371,032	400
Other financial assets	1,357,432	42,312	477,274
Exploration and evaluation assets	35,607,846	28,233,552	18,282,973
Property, plant and equipment	118,902	134,280	180,547
Right of use assets	71,489	19,635	66,758
TOTAL NON-CURRENT ASSETS	**37,217,132**	**29,800,811**	**19,007,952**
TOTAL ASSETS	**47,497,354**	**46,333,971**	**29,850,903**
CURRENT LIABILITIES			
Trade and other payables	1,409,055	8,426,814	2,377,589
Lease liabilities	50,551	18,698	46,903
Employee benefits	217,628	165,597	134,816
TOTAL CURRENT LIABILITIES	**1,677,234**	**8,611,109**	**2,559,308**
NON-CURRENT LIABILITIES			
Lease liabilities non-current	22,413	-	18,698
Employee benefits non-current	84,875	42,996	21,557
Provisions	1,383,682	1,385,632	474,814
TOTAL NON-CURRENT LIABILITIES	**1,490,970**	**1,428,628**	**515,069**
TOTAL LIABILITIES	**3,168,204**	**10,039,737**	**3,074,377**
NET ASSETS	**44,329,150**	**36,294,234**	**26,776,526**
EQUITY			
Share capital	98,227,983	80,866,996	64,204,790
Reserves	4,287,935	4,086,867	3,836,804
Accumulated losses	(58,186,768)	(48,659,629)	(41,265,068)
Parent entity interest	**44,329,150**	**36,294,234**	**26,776,526**
TOTAL EQUITY	**44,329,150**	**36,294,234**	**26,776,526**

Source: Carnaby's audited financial statements for the years ended 30 June 2024, 30 June 2025 and 30 June 2026.

Commentary on Historical Consolidated Statements of Financial Position

- Exploration and evaluation assets increased from $28.2 million as at 30 June 2025 to $35.6 million as at 30 June 2026. The increase was primarily attributable to the acquisition of the Trekelano mining leases and the acquisition of the remaining 17.5% interest in the Greater Duchess Copper Gold Joint Venture, together with associated stamp duty and transaction costs capitalised in accordance with the Company's accounting policy.
- Trade and other payables reduced from $8.4 million as at 30 June 2025 to $1.4 million as at 30 June 2026, primarily reflecting the final payment for the Trekelano acquisition and the payment of the environmental bond to the Queensland Government in relation to the Trekelano mining leases.
- Share capital increased from $80.9 million as at 30 June 2025 to $98.2 million as at 30 June 2026. The increase in share capital is due to the issue of approximately 9.9 million fully paid ordinary shares to fund the acquisition of the remaining 17.5% interest in the Greater Duchess Project, as well as the issue of approximately 37.9 million shares to fund the Company's ongoing operations.

5.8 Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income	Audited for the year ended 30 Jun 26 $	Audited for the year ended 30 Jun 25 $	Audited for the year ended 30 Jun 24 $
Income			
Interest received	456,243	534,840	832,265
Other income	345,766	417,027	-
Expenses			
Administrative expenses	(1,219,316)	(989,321)	(1,583,070)
Project exploration and evaluation expenses	(8,867,612)	(7,098,911)	(10,603,475)
Share based payment expense	(201,068)	(250,063)	(715,487)
(Loss) before income tax and financing income	**(9,485,987)**	**(7,386,428)**	**(12,069,767)**
Finance expense	(41,152)	(8,133)	(16,577)
(Loss) before income tax	**(9,527,139)**	**(7,394,561)**	**(12,086,344)**
Income tax benefit/(expense)	-	-	-
Total comprehensive (loss) for the period	**(9,527,139)**	**(7,394,561)**	**(12,086,344)**
Loss attributable to ordinary shareholders	**(9,527,139)**	**(7,394,561)**	**(12,086,344)**

Source: Carnaby audited financial statements for the years ended 30 June 2024, 30 June 2025 and 30 June 2026.

Commentary on Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

- Project exploration and evaluation expenses totalled $8.9 million for the year ended 30 June 2026. The project exploration and evaluation expenses predominantly comprised exploration drilling, resource definition and general exploration activities across the Greater Duchess Project. The expenditure also included employee costs allocated to exploration activities, while tenement acquisition costs, stamp duty and directly attributable transaction costs were capitalised as exploration and evaluation assets in accordance with the Company's accounting policy.

5.9 Capital structure

The share structure of Carnaby as at 31 July 2026 is outlined below:

	Number
Total ordinary shares on issue	276,119,864
Top 20 shareholders	148,258,189
Top 20 shareholders - % of shares on issue	53.69%

Source: Carnaby's share registry information

The range of shares held in Carnaby as at 31 July 2026 is as follows:

Range of shares held	No. of ordinary shareholders	No. of ordinary shares	Percentage of issued shares (%)
1 - 1,000	696	423,340	0.15%
1,001 - 5,000	1,512	4,152,052	1.50%
5,001 - 10,000	626	4,918,176	1.78%
10,001 - 100,000	1,146	38,536,633	13.96%
100,001 - and over	280	228,089,663	82.61%
Total	**4,260**	**276,119,864**	**100.00%**

Source: Carnaby's share registry information

The ordinary shares held by substantial shareholders as detailed in the Scheme Booklet are detailed below:

Name	No. of ordinary shares	Percentage of issued shares (%)
Evolution Mining Limited	37,878,788	13.72%
Subtotal	**37,878,788**	**13.72%**
Others	238,241,076	86.28%
Total	**276,119,864**	**100.00%**

Source: The Scheme Booklet

The options on issue in Carnaby as at the date of our Report are outlined below:

Description	No. of Options	Exercise price ($)	Expiry date
Options exercisable on or before 24 November 2026	1,200,000	0.95	Nov-26
Options exercisable on or before 19 September 2027	2,520,000	1.10	Sep-27
Options exercisable on or before 15 December 2029	1,500,000	0.59	Dec-29
Options exercisable on or before 22 April 2030	300,000	0.70	Apr-30
Total	**5,520,000**		
Cash raised if options are exercised	**$5,007,000**		

Source: Carnaby's share registry information

6. Profile of Evolution

6.1 Company overview

Evolution is an established ASX-listed gold and copper producer based in Sydney, Australia, which operates six mines across Australia and Canada. The Australian operations include three underground and open-pit mines, Cowal Gold Operations (**'Cowal'**) in New South Wales (**'NSW'**), Northparkes Operations (**'Northparkes'**) in NSW and Mungari Operations (**'Mungari'**) in Western Australia, an underground mine, Ernest Henry Operations (**'Ernest Henry'**) in Queensland and an open-pit mine, the Mt Rawdon Operations (**'Mt Rawdon'**) in Queensland. The Canadian operations include the Red Lake Operations (**'Red Lake'**), an underground mine in Ontario. Evolution was formed in November 2011 through the merging of Catalpa Resources Limited and Conquest Mining Limited, accompanied by the acquisition of Newcrest Mining Limited's interests in the Cracow and Mt Rawdon gold operations in QLD.

The current board of directors are:

- Jake Klein – Non-Executive Chair
- Lawrie Conway – Managing Director and Chief Executive Officer
- Peter Smith – Lead Independent Director, Chair of the Risk & Sustainability Committee
- Thomas McKeith – Non-Executive Director, Chair of the Nomination & Remuneration Committee
- Andrea Hall – Non-Executive Director, Chair of the Audit Committee
- Victoria Binns – Non-Executive Director
- Jason Attew – Non-Executive Director
- Fiona Hick – Non-Executive Director

On 19 August 2026, Evolution announced that Thomas McKeith will retire as a Non-Executive Director and step down from the Board following the Company's Annual General Meeting in November 2026. John Vann has been appointed as a Non-Executive Director and will join the Board effective 1 December 2026. Evolution also announced changes to the Nomination and Remuneration Committee, with Victoria Binns to assume the role of Chair and Fiona Hick to replace Thomas McKeith as a committee member, both effective 1 September 2026.

6.2 Operating Mines

Evolution operates the following six mines across Australia and Canada.

Cowal

The Cowal Gold Operations is Evolution's 100%-owned flagship gold mine located 350 kilometres west of Sydney, and 40 km north-east of West Wyalong, NSW. The operation comprises open-pit and underground mining operations and is supported by a processing facility permitted to 9.8 million tonnes per annum (**'Mtpa'**).

In FY26, Cowal produced 297 thousand troy ounces (**'koz'**) of gold at an average grade of 1.36 grams per tonne gold and 256 koz of silver. The operation hosts a Mineral Resource of 340 million tonnes (**'Mt'**) at 0.92 g/t gold for 10.2 million oz (**'Moz'**) contained gold, and an Ore Reserve of 180 Mt at 0.89 g/t gold for 5.1 Moz of contained gold.

Exploration drilling at Cowal during FY25 and FY26 targeted near-mine and new underground mineralisation. Drilling results extended the mineralisation footprint and indicated the potential for new underground mining areas.

Cowal has a permitted mine life to 2042, following approvals in 2025 to support ongoing open pit mining and the development of additional open pits via the Cowal open pit continuation project.

Located south-east of Cowal is the Marsden Project (**‘Marsden’**), a copper-gold porphyry deposit. The deposit hosts Mineral Resource of 97 Mt at 0.30 g/t gold for 0.92 Moz contained gold, and 97 Mt at 0.49% copper for 0.48 Mt of copper, and an Ore Reserve of 68 Mt at 0.36 g/t gold for 0.79 Moz contained gold and 68 Mt at 0.56% copper for 0.38 Mt of contained copper. Marsden provides potential for mine life extension at Cowal, with ore planned to be processed using Cowal’s processing facilities.

Ernest Henry

Ernest Henry is a 100%-owned copper and gold mine located 38 km north-east of Cloncurry, Queensland. The operation comprises an underground mine and is supported by an 8.5 Mtpa processing facility.

In FY26, Ernest Henry produced 55.0 koz of gold at an average grade of 0.41 g/t gold, 37.8 thousand tonnes (**‘kt’**) of copper at an average grade of 0.74% and 174.7 koz of silver. The operation hosts Mineral Resources of 100 Mt at 0.78 g/t gold for 2.6 Moz contained gold, and 100 Mt at 1.25% of copper for 1.3 Mt of contained copper, and Ore Reserves of 73 Mt at 0.46 g/t gold for 1.1 Moz contained gold and 73 Mt at 0.75% copper for 0.55 Mt of contained copper.

Exploration drilling at Ernest Henry during 2024 focussed on expanding the Bert copper-gold orebody (**‘Bert’**). Step-out drilling extended mineralisation by at least 160 m beyond the known resource boundary, with intersections including 25.1 m at 0.59 g/t gold and 0.71% copper, 18.4 m at 0.41 g/t gold and 0.93% copper, and 27.3 m at 1.55 g/t gold and 1.29% copper. In February 2026, the Evolution board approved the development of the Bert deposit at Ernest Henry. Bert has an estimated mine life of approximately seven years with first ore scheduled in FY29.

The Ernest Henry site began open pit operations in 1998 and transitioned to underground mining in 2011. Evolution initially acquired an interest in Ernest Henry in 2016 and secured full ownership in 2022. Ernest Henry has a mine life until at least 2040.

Northparkes

The Northparkes Operations are an 80%-owned copper and gold mine located 300 km east of Sydney and 27 km north-west of Parkes, NSW. The operation comprises open-pit and underground mining operations and are supported by a processing facility permitted to 8.5 Mtpa. The remaining 20% interest in Northparkes are held by Sumitomo Group under a joint venture with Evolution.

In FY26, Northparkes produced 27.3 koz of gold at an average grade of 0.2 g/t, 27.9 kt of copper at an average grade of 0.58% and 240.3 koz of silver. The operation hosts Mineral Resources of 500 Mt at 0.19 g/t gold for 3.1 Moz contained gold, and 500 Mt at 0.49% of copper for 2.5 Mt of contained copper, and Ore Reserves of 79 Mt at 0.27 g/t gold for 0.69 Moz contained gold and 79 Mt at 0.51% copper for 0.40 Mt of contained copper.

In February 2026, Evolution announced the approval of the development of the E22 block cave, which is targeting first production by FY30 and is expected to operate for approximately nine years, enabling approximately 6 Mtpa of steady-state underground production and efficient utilisation of the processing plant.

In addition, Evolution approved the development of the coarse particle flotation project within the flotation and dewatering areas of Northparkes, commissioning is expected to be completed in the second half of FY28 and is expected to enable increased throughput to 8.0 Mtpa without recovery losses.

In February 2026 Evolution approved the Northparkes expansion study, with completion targeted in FY27. The study will evaluate the viability of expanding processing capacity to 10 Mtpa or greater and identify opportunities to increase production scale. Approved expenditure of approximately $14 million includes a mill expansion PFS together with supporting mining studies.

Mungari

The Mungari Operations is a 100%-owned gold mine located 600 km east of Perth and 20 km west of Kalgoorlie, WA. The operations comprise open-pit and underground mining operations and is supported by a 4.2 Mtpa processing facility.

In FY26, Mungari produced 186.1 koz of gold at an average grade of 1.87 g/t and 24.8 koz of silver. The operation hosts a Mineral Resource of 180 Mt at 1.27 g/t gold for 7.2 Moz of contained gold and an OreReserve of 47 Mt at 1.36 g/t gold for 2.1 Moz of contained gold.

Exploration drilling at Mungari throughout FY25 and FY26 focussed on extending underground gold mineralisation at the Genesis deposit (**'Genesis'**) and Arctic deposit (**'Arctic'**) within the Kundana mining centre. Drilling returned intercepts including 0.19 m at 784 g/t gold and 0.29 m at 336 g/t gold at Genesis, and 1.44 m at 44.0 g/t gold at Arctic, extending the mineralised corridors and identifying opportunities between existing orebodies. The results support resource growth and the potential to sustain current underground mining through future mine life extensions.

Mungari has a current mine life to 2038.

Red Lake

The Red Lake Operations is a 100%-owned gold mine located 535 km north-west of Thunder Bay, Ontario, Canada. Evolution acquired Red Lake in 2020, which was the company's first major expansion into North America. The operation comprises an underground mine and is supported by the 0.8 Mtpa Campbell processing mill and 0.35 Mtpa Red Lake processing mill.

In FY26, Red Lake produced 127.2 koz of gold at an average grade of 4.91 g/t and 8.9 koz of silver. The operation hosts a Mineral Resource of 61 Mt at 3.63 g/t gold for 7.1 Moz of contained gold and an Ore Reserve of 18 Mt at 3.35 g/t gold for 2.0 Moz of contained gold.

Exploration at Red Lake including ongoing drilling programs throughout FY26 concentrated on resource growth and reserve replacement around existing mining areas.

Red Lake has a current life of mine to 2040.

Mt Rawdon

The Mt Rawdon Operations is a 100%-owned gold mine located 75 km south-west of Bundaberg, Queensland. The operations comprise an open pit mining operation and is supported by a 3.6 Mtpa processing facility.

Mt Rawdon mining operations ceased in FY25 following approximately 25 years of mining. During FY26, the operation continued to process low-grade stockpiles and generated positive cash flow. As at 30 June 2026, Evolution expected a limited amount of remaining low-grade stockpile processing to continue into the September 2026 quarter, after which production is expected to cease.

6.3 Exploration

In addition to the exploration activities within existing operations, Evolution has the following gold and copper-gold exploration projects located in new exploration projects.

Cloncurry Region

Located 30 km north-east of Cloncurry, Queensland, near Ernest Henry, the Cloncurry Region (**'Cloncurry Region'**) comprises two exploration assets, the Cloncurry North JV (**'Cloncurry North JV'**) and the Corella Project (**'Corella'**). Evolution may earn up to an 80% interest in the Cloncurry North JV, the remaining 20% is owned by Red Fox Resources Pty Ltd.

Cloncurry North JV covers 20,500 hectares (**'ha'**). Exploration works at the Cloncurry North JV are ongoing, with the works targeting copper-gold mineralisation within the broader Ernest Henry district.

Evolution acquired its initial interest in Corella through the acquisition of a package of tenements from Rio Tinto in January 2025 and subsequently expanded its landholding through the acquisition of GBM Resources Limited's wholly owned subsidiary, Isa Tenements Pty Ltd, in January 2026. The project now covers approximately 118,000 hectares. Exploration activities during FY25 focused on advancing drill-ready targets, with historical drilling identifying multiple copper anomalies where mineralisation remains open at depth. Planned drilling programs are intended to assess the potential for the discovery of additional copper-gold mineralisation that could provide future ore feed opportunities for the Ernest Henry operation.

Clisbako

The Clisbako Project (**'Clisbako'**) is a copper-gold exploration asset covering 6,200 ha located 110 km west of Quesnel, British Columbia. Following acquisition and option agreements completed in February 2026, Evolution progressed First Nations engagement and permitting, with plans to undertake drilling during the June and September 2026 quarters. Historical drilling at Clisbako identified several prospective gold targets.

Two Times Fred

The Two Times Fred Project (**'Two Times Fred'**) is a 100%-owned gold exploration asset covering 6,200 ha located 30 km south-west of Vanderhoof, British Columbia. Evolution acquired the project in February 2026 from Kootenay Resources for $1 million Canadian dollars (**'C$'**). In the June 2026 quarter, Evolution commenced drilling at the Two Times Fred with exploration activities ongoing as at the end of FY26.

Lake St Joseph

The Lake St Joseph Project (**'Lake St Joseph'**) is a 100%-owned gold exploration asset covering 73,000 ha located 200 km east of Red Lake, Ontario, Canada. In FY26, exploration activities focused on target assessment and progressing prospective areas for future drilling. The project provides additional exposure to regional gold exploration opportunities in Ontario.

October Gold JV

The October Gold JV (**'October Gold JV'**) is a gold exploration asset covering 26,500 ha located 120 km south-west of Timmins, Ontario, Canada. Evolution has the ability to earn a 75%-interest in the project under a JV agreement with ONGold Resources. Exploration drilling during 2026 following geophysical surveys, mapping and geochemical programs identified several targets along the Rideout deformation zone. Drilling results are pending, with the current drill campaign designed to test the project's potential for large-scale gold mineralisation.

6.4 Recent corporate events

Historical dividends

Historical dividends declared by Evolution over the past three financial years are outlined in the table below. The table below presents the dividends declared based on the financial years that they are attributable to:

Dividends declared	For the year ended 30 June 2026 ($/share)	For the year ended 30 June 2025 ($/share)	For the year ended 30 June 2024 ($/share)
Interim year dividend	0.20	0.07	0.02
Final year dividend	0.21	0.13	0.05
Total	**0.41**	**0.20**	**0.07**
*Dividend yield**	*3.55%*	*3.18%*	*1.96%*

**Based on VWAP share price for the financial year*

Source: S&P Capital IQ

Class Action

On 12 December 2024, Evolution announced that class action proceedings had been filed in the Federal Court of Australia by Echo Law against Evolution to recover losses and damages to shareholders of Evolution. The class action relates to allegations of failure to comply with disclosure obligations and misleading and deceptive conduct during the period July 2021 to June 2022 and relates primarily to statements with respect to Red Lake. The class action remains ongoing with no final outcome ruled.

6.5 Historical Consolidated Statements of Financial Position

Historical Consolidated Statements of Financial Position	Audited as at 30 June 2026 $'000	Audited as at 30 June 2025 (restated) $'000	Audited as at 30 June 2024 $'000
CURRENT ASSETS			
Cash and cash equivalents	1,347,496	759,542	403,303
Trade and other receivables	350,332	234,205	268,127
Inventories	384,279	450,179	399,102
Current tax receivable	4,046	-	-
Derivative financial instruments	-	92	22
Other current assets	-	10,000	-
TOTAL CURRENT ASSETS	**2,086,153**	**1,454,018**	**1,070,554**
NON-CURRENT ASSETS			
Inventories	352,127	276,040	255,063
Equity investments at fair value	55,030	52,667	39,628
Property, plant and equipment	7,946,221	7,628,935	7,094,525
Right-of-use assets	33,346	42,529	90,983
Deferred tax assets	-	82,899	134,527
Derivative financial instruments	64,677	94,976	88,455
Equity accounted investments	7,192	-	-
Other non-current assets	1,493	5,090	33,257
TOTAL NON-CURRENT ASSETS	**8,460,086**	**8,183,136**	**7,736,438**
TOTAL ASSETS	**10,546,239**	**9,637,154**	**8,806,992**
CURRENT LIABILITIES			
Trade and other payables	623,287	576,998	577,002
Interest bearing liabilities	-	-	72,889
Provisions	132,203	126,407	106,801
Derivative financial instruments	5,068	3,756	4,085
Lease liabilities	15,510	29,416	53,638
Current tax liabilities	288,600	205,460	127,098
Contingent consideration liabilities	46,399	5,343	-
Deferred revenue	31,731	4,423	38,065
TOTAL CURRENT LIABILITIES	**1,142,798**	**951,803**	**979,578**
NON-CURRENT LIABILITIES			
Interest bearing liabilities	1,380,583	1,722,687	1,850,721
Provisions	593,728	575,758	503,002
Derivative financial instruments	22,063	15,767	14,044
Deferred tax liabilities	898,422	746,365	652,160
Lease liabilities	20,331	16,237	41,826
Contingent consideration liabilities	113,196	87,545	87,190
Other non-current liabilities	546,350	563,656	548,124
TOTAL NON-CURRENT LIABILITIES	**3,574,673**	**3,728,015**	**3,697,067**
TOTAL LIABILITIES	**4,717,471**	**4,679,818**	**4,676,645**
NET ASSETS	**5,828,768**	**4,957,336**	**4,130,347**
EQUITY			
Issued capital	3,420,550	3,268,066	3,190,357
Other reserves	16,098	104,304	45,984
Retained earnings	2,392,120	1,584,966	894,006
Capital and reserves attributable to owners of Evolution Mining Limited	**5,828,768**	**4,957,336**	**4,130,347**
TOTAL EQUITY	**5,828,768**	**4,957,336**	**4,130,347**

Source: Evolution audited financial statements for the years ended 30 June 2024, 30 June 2025 and 30 June 2026.

Commentary on Historical Consolidated Statements of Financial Position

- Cash and cash equivalents increased from $759.5 million as at 30 June 2025 to $1.3 billion as at 30 June 2026. The increase of approximately $588.0 million was primarily due to cash received from gold, copper and silver sales of $5.6 billion, partially offset by income taxes paid of $408.6 million, payments to suppliers and employees of $2.5 billion, payments for property, plant and equipment of $1.2 billion, repayments of interest bearing liabilities of $280.0 million and dividends paid of $515.4 million.

- Current inventories of $384.3 million were comprised of stores of $162.8 million, ore of $137.1 million, doré and concentrate of $14.4 million and $70.0 million of metal in circuit. Non-current inventories of $352.1 million as at 30 June 2026 were wholly comprised of ore.
- Property plant and equipment of $7.9 billion as at 30 June 2026 was primarily comprised of mine properties of $3.9 billion, plant and equipment of $2.3 billion, $1.2 billion of capital work in progress and $444.5 million of exploration and evaluation assets.
- Current provisions of $132.2 million as at 30 June 2026 comprised $125.4 million in employee entitlements and $6.8 million of rehabilitation provisions. Non-current provisions of $593.7 million as at 30 June 2026 comprised $576.9 million of rehabilitation provisions, $13.3 million of employee entitlements and $3.6 million of other long term provisions.
- Non-current interest bearing liabilities of $1.4 billion as at 30 June 2026 is comprised of fully drawn down amounts from private placements made in the US of US$750 million and performance bonds and guarantee facilities of $221.4 million and C$77.2 million.

6.6 Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income	Audited for the year ended 30-Jun-26 $'000	Audited for the year ended 30-Jun-25 $'000	Audited for the year ended 30-Jun-24 $'000
Sales revenue	5,558,774	4,351,475	3,215,832
Cost of sales	(3,034,710)	(2,792,446)	(2,292,576)
Gross profit	**2,524,064**	**1,559,029**	**923,256**
Interest income	34,614	17,957	4,994
Other (expense)/income	(75,785)	7,145	32,632
Share based payments expense	(37,329)	(21,406)	(12,682)
Corporate and other administration costs	(103,135)	(78,722)	(53,822)
Transaction, integration and restructuring costs	(4,990)	(21,157)	(94,238)
Exploration and evaluation costs expensed	(12,479)	(26,774)	(31,891)
Finance costs	(137,320)	(160,453)	(148,457)
Profit before income tax expense	**2,187,640**	**1,275,619**	**619,792**
Income tax expense	(712,585)	(349,450)	(197,523)
Profit after income tax expense attributable to shareholders of Evolution Mining Limited	**1,475,055**	**926,169**	**422,269**
Changes in the fair value of equity investments at fair value through other comprehensive income (FVOCI) net of tax	1,757	13,932	1,738
Exchange differences on translation of foreign operations	(143,048)	32,623	(48,232)
Profit/(loss) on cash flow hedge reserve net of tax	22,057	(7,333)	(16,150)
Cost of hedging reserve net of tax (may be reclassified to profit or loss)	(1,551)	(372)	(1,153)
Other comprehensive income for the year	**(120,785)**	**38,850**	**(63,797)**
Total comprehensive income for the year	**1,354,270**	**965,019**	**358,472**

Source: Evolution audited financial statements for the years ended 30 June 2024, 30 June 2025 and 30 June 2026.

Commentary on Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

- Revenue for the year ended 30 June 2026 was $5.6 billion, up 27.7% from the year ended 30 June 2025. Revenue comprised of $4.3 billion in gold sales, $1.2 billion in copper sales and $78.9 million in silver sales, which was partially offset by concentrate treatment, refining and freight deductions of $40.9 million.
- Cost of sales over the assessed periods above comprised the following:

Cost of sales	Audited for the year ended 30-Jun-26 $'000	Audited for the year ended 30-Jun-25 $'000	Audited for the year ended 30-Jun-24 $'000
Mine operating costs	1,968,647	1,750,814	1,464,690
Cost of stream obligation	134,121	144,332	48,131
Royalty and other selling costs	186,390	156,089	116,288
Depreciation and amortisation expenses	745,552	741,211	663,467
Total	**3,034,710**	**2,792,446**	**2,292,576**

Source: Evolution audited financial statements for the years ended 30 June 2024, 30 June 2025 and 30 June 2026.

6.7 Capital structure

The ordinary shares held by substantial shareholders as disclosed in the Scheme Booklet are detailed below:

Name	No. of ordinary shares	Percentage of issued shares (%)
AustralianSuper	351,240,542	17.18%
State Street Corporation	171,327,927	8.38%
BlackRock Inc	158,802,781	7.77%
VanEck Inc	138,439,702	6.77%
The Vanguard Group Inc	122,184,598	5.98%
Subtotal	**941,995,550**	**46.07%**
Others	1,102,552,847	53.93%
Total	**2,044,548,397**	**100.00%**

Source: Scheme Booklet

The number performance rights and share rights on issue in Evolution as disclosed in the Scheme Booklet are outlined below:

Description	No. of rights	Exercise price ($)	Expiry date
Performance Rights	18,423,029	Nil	Various
Share Rights	53,971	Nil	Various
Total	**18,477,000**		

Source: Scheme Booklet

7. Profile of the Merged Group

If the Scheme is implemented, Carnaby will become a wholly owned subsidiary of Evolution.

Following implementation, the Merged Group will comprise Evolution's portfolio of operating assets and development projects across Australia and Canada, detailed in Section 6 of this Report, together with Carnaby's Greater Duchess Project in Queensland, detailed in Section 5 of this Report.

7.1 Strategic rationale for the Scheme

Evolution's acquisition of Carnaby aligns with its strategy of building a portfolio of high-quality, long-life gold and copper assets in tier-one jurisdictions. The transaction combines the Greater Duchess Project and surrounding tenements with Evolution's established Ernest Henry facilities, providing a clear pathway to increased copper production through the use of latent processing capacity and existing infrastructure.

The Scheme will also strengthen Evolution's position in the North-West Queensland copper-gold district of Cloncurry by adding scale and optionality across production, development and exploration. It is expected to enhance regional exploration potential through an expanded tenement package, with multiple priority targets already identified near Ernest Henry.

Carnaby is currently party to tolling and offtake agreements with Glencore. As outlined in Section 4 of this Report, if the Scheme proceeds, those agreements will be terminated. Evolution and Glencore have separately agreed that any concentrate produced from ore extracted from the Greater Duchess Project will be sold to Glencore under existing Ernest Henry offtake arrangements between Evolution and Glencore and have entered into a binding agreement for the toll treatment of third party ore through the Ernest Henry processing facility.

7.2 Directors of the Merged Group

The Board of Directors of the Merged Group will continue as Evolution's current Board of Directors, as outlined in Section 6.1 of this Report.

7.3 Capital structure of the Merged Group

As detailed in Section 4 of this Report, we outline the Capital structure of the Merged Group below.

Capital Structure following the implementation of the Scheme	Carnaby Shareholders	Glencore	Evolution	Total Merged Group
Current number of shares outstanding	265,395,279	10,724,585	2,044,548,397	
Less Evolution's shares held in Carnaby	(37,878,788)	-	-	
Carnaby shares to be issued to Glencore	-	28,572,245	-	
Total number of shares	227,516,491	39,296,830	2,044,548,397	
Number of Evolution shares that Carnaby shareholders will receive for every share they hold in Carnaby	*0.0682*	*0.0682*	*n/a*	
Number of New Evolution shares to be issued to Shareholders	15,516,625	2,680,044	-	
Total ordinary shares on issue in the Merged Group following the implementation of the Scheme	**15,516,625**	**2,680,044**	**2,044,548,397**	**2,062,745,065**
% shareholding in the Merged Group	0.75%	0.13%	99.12%	100.00%

Further detail on the Merged Group can be found in Section 6 of the Scheme Booklet.

8. Economic analysis

8.1 Australia

Overview

At its August 2026 Monetary Policy Decision meeting, the Reserve Bank of Australia ('**RBA**') left the cash rate target unchanged at 4.35%, following three increases in the cash rate target of a cumulative 75 basis points during the first half of 2026. The RBA noted that while inflation remains above its target range of 2% to 3%, the inflationary impacts arising from the conflict in the Middle East have been less severe than initially anticipated. Nevertheless, headline inflation remains elevated and underlying inflation remains persistent, reflecting ongoing capacity pressures within the economy and continued pass-through of higher energy costs to the prices of other goods and services. The RBA also observed that short-term inflation expectations have eased, although they remain above levels observed earlier in the year, and concluded that inflation is likely to remain elevated for some time.

According to Anders Magnusson (Chief Economist at BDO Australia), disruptions to trade flows through the Strait of Hormuz, a critical global energy corridor, have constrained the flow of oil, liquefied natural gas (‘**LNG**’) and fertiliser, contributing to higher global energy and input costs. These effects have transmitted through to the Australian economy via increased fuel, transport and agricultural input costs, placing upward pressure on inflation. While elevated LNG prices may provide some offset through higher export revenues, the net impact is likely uneven across the economy, with cost pressures broadly borne by households and non-energy sectors.

Inflation data for the June 2026 quarter indicated that price pressures remain elevated, notwithstanding a moderation in headline inflation to 3.9% for the year to the end of the June 2026 quarter, below the 4.8% expected in the May Statement on Monetary Policy. The lower outcome was primarily driven by declines in retail fuel and travel prices. However, trimmed mean inflation remained unchanged at 3.6% over the year to June 2026, indicating that underlying inflationary pressures persist, reflecting ongoing capacity constraints and the pass-through of higher input costs, including those associated with the Middle East conflict.

Housing market conditions have also softened more than expected, with national housing prices declining 1.6% from their March 2026 peak, reflecting the combined impact of higher interest rates, tax changes announced in the Federal Budget, and weaker sentiment. Despite this, housing-related costs, including electricity prices and new dwelling costs, continue to place upward pressure on consumer prices. Accordingly, inflation remains above the RBA's target range.

The seasonally adjusted unemployment rate remained at 4.4% in June 2026. According to the RBA, labour market conditions have eased in recent months but remain slightly tight, with leading indicators pointing to only gradual further easing. While wage growth remained steady in early 2026, broader measures of labour costs moderated from recent levels.

The RBA observed that financial conditions have tightened following the increases in the cash rate target implemented earlier in 2026. While consumer spending growth and demand for new housing loans has eased broadly in line with expectations, business investment remains strong, particularly for AI-related investment.

In the 2026–27 Commonwealth Budget, the federal government proposed replacing the existing 50% capital gains tax discount with inflation-adjusted indexation and introducing a minimum 30% tax rate on real capital gains from 1 July 2027. On 4 June 2026, the proposed changes were passed by the House of Representatives and are pending approval from the Senate. Industry bodies, including the Association of

Mining and Exploration Companies and the Minerals Council of Australia, have raised concerns that the proposed changes would adversely impact the investment attractiveness of the mineral exploration sector. Both organisations are actively lobbying the government for an exemption for mineral exploration investors, warning that reduced investor appetite could result in less capital and fewer drilling programs.

Foreign Exchange Movements

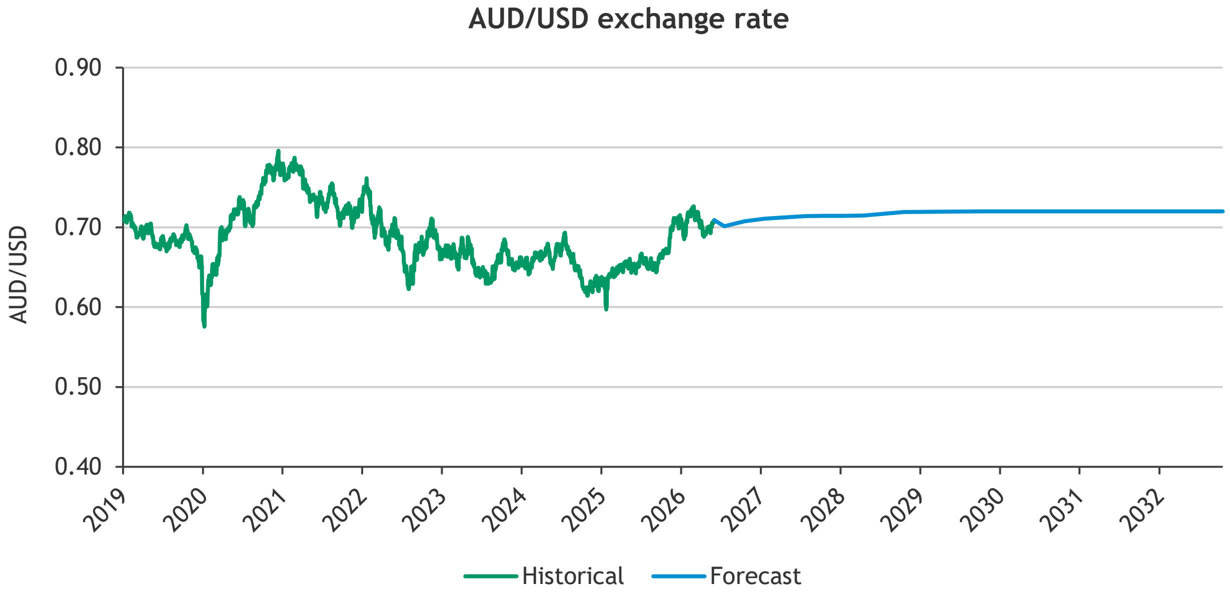
In March 2020, the AUD depreciated by approximately 15% against the USD amid heightened global economic uncertainty associated with the outbreak of COVID-19. Following the initial decline, the AUD recovered as global financial conditions stabilised and market expectations increasingly reflected a faster pace of monetary policy easing in the United States relative to Australia.

During 2023 and 2024, the AUD/USD exchange rate remained within a relatively narrow range of approximately 0.62 to 0.71. In its May 2026 Statement on Monetary Policy, the RBA noted that movements in the Australian dollar during 2025 were mainly driven by global economic uncertainty, evolving interest rate expectations, and changes in investor risk sentiment. The AUD depreciated to approximately 0.60 in April 2025 before recovering to around 0.72 in May 2026. Between June 2026 and August 2026, the AUD has remained relatively stable between 0.69 and 0.71.

The slight depreciation since the May 2026 Statement on Monetary Policy reflects lower yield differentials between Australia and other advanced economies and declines in certain commodity prices. Notwithstanding the recent depreciation, the Australian dollar remains approximately 5% higher than at the beginning of 2026.

According to Consensus Economics, the AUD/USD exchange rate is expected to remain broadly stable at approximately 0.71 through 2026 and 2027, before marginally increasing to between approximately 0.72 and 0.73 over the longer term to 2032.

The chart below illustrates the historical AUD/USD exchange rate from January 2019 to August 2026 and forecast AUD/USD exchange rates based on Consensus Economics estimates.



Source: S&P Capital IQ as at 16 August 2026, Consensus Economics Survey dated 10 August 2026 and BDO analysis

Carnaby's current and future copper-gold operations are sensitive to movements in the AUD/USD exchange rate, as outlined further in Section 11.1 of this Report.

Outlook

The RBA noted that inflation is expected to remain elevated in the near term due to ongoing domestic capacity pressures and the continued pass-through of higher input costs associated with the conflict in the Middle East. While labour market conditions and broader capacity pressures have eased somewhat in recent months, the RBA considers that the economy continues to operate with some degree of excess demand. The RBA expects inflation to decline gradually as financial conditions remain restrictive and capacity pressures ease, although it has noted that risks to the inflation outlook remain skewed to the upside. According to the RBA, a more prolonged disruption to global energy markets, stronger pass-through of higher costs to consumer prices or more persistent domestic capacity pressures could result in inflation remaining above forecast levels for a longer period.

The RBA expects inflation to reach the midpoint of its 2% to 3% target in early 2028. The RBA reaffirmed its commitment to achieving price stability and full employment and remains focused on ensuring high inflation does not become embedded in the economy. The RBA stated that monetary policy is currently somewhat restrictive and is expected to assist in reducing capacity pressures and returning inflation to target over time. The RBA also noted that it will continue to assess incoming evolving risks to the outlook and remains prepared to adjust monetary policy as necessary to support the achievement of its objectives.

Source: www.rba.gov.au Statement by the Monetary Policy Board: Monetary Policy Decision dated 11 August 2026 and prior periods, the Australian Bureau of Statistics, Expert insight: The energy crisis - what it means for our clients and what comes next by BDO Australia Chief Economist Anders Magnusson, S&P Capital IQ, Consensus Economics Survey dated 10 August 2026, and BDO analysis

8.2 Canada

At its July 2026 meeting, the Bank of Canada (**'the Bank'**) maintained its target for the overnight rate (cash rate) at 2.25%, following a period of monetary easing between 2024 and 2025 from a peak of 5.0% in 2023. The Bank noted that while Canadian economic activity has remained subdued, inflationary pressures have increased in recent months, reflecting higher energy prices and ongoing global trade uncertainty. Against this backdrop, the Bank judged that maintaining the policy rate was appropriate to balance the risks of weaker economic growth and higher inflation while continuing to support economic activity.

Canada's economy grew by 1.7% in 2025. However, growth weakened toward the end of the year, with GDP contracting by approximately 0.6% (annualised) in the fourth quarter of 2025. This decline largely reflected a drawdown in business inventories following earlier accumulation.

Economic activity remained subdued during the first half of 2026. Real GDP growth in the second quarter of 2026 was approximately 0.8% higher than a year earlier, below the Bank's April 2026 forecast. Domestic demand remained relatively resilient, supported by consumer and government spending, while exports and business investment were constrained by US tariffs and ongoing trade uncertainty. Housing activity also softened, reflecting affordability pressures and weaker population growth.

Inflation remained close to target through much of early 2026 but increased in recent months, with annual headline CPI inflation rising to just over 3.0% in May 2026. According to the Bank, the increase primarily reflected higher fuel prices following disruptions to global oil markets associated with the conflict in the Middle East. The Bank noted that inflation is expected to remain elevated in the near term before easing as oil prices and fuel refinery margins decline.

Despite the increase in headline inflation, underlying pricing pressures remained relatively contained. Inflation excluding gasoline remained near 2.0%, while measures of core inflation have been easing since September of 2025, declining to approximately 2.0% in the 12 months to May 2026. This suggests that broader inflationary pressures remain substantially less pronounced than headline inflation measures.

Labour market conditions remained soft during the first half of 2026. Growth in labour demand and job turnover remained subdued, with businesses indicating that they were generally retaining existing workers but remained reluctant to hire amid persistent uncertainty and soft demand growth. At the same time, slower population growth and increased retirements constrained labour supply. As a result, the unemployment rate remained within the 6.5% to 7.0% range observed since the end of 2024 and was 6.5% in June 2026.

Foreign Exchange Movements

The AUD/ Canadian dollar (**'CAD'**) exchange rate declined from approximately 0.91 in January 2020 to 0.84 in March 2020 amid the deterioration in global financial conditions following the outbreak of COVID-19. The AUD subsequently recovered, reaching approximately 1.00 by February 2021, supported by the rebound in global economic activity, improved investor sentiment and stronger commodity prices.

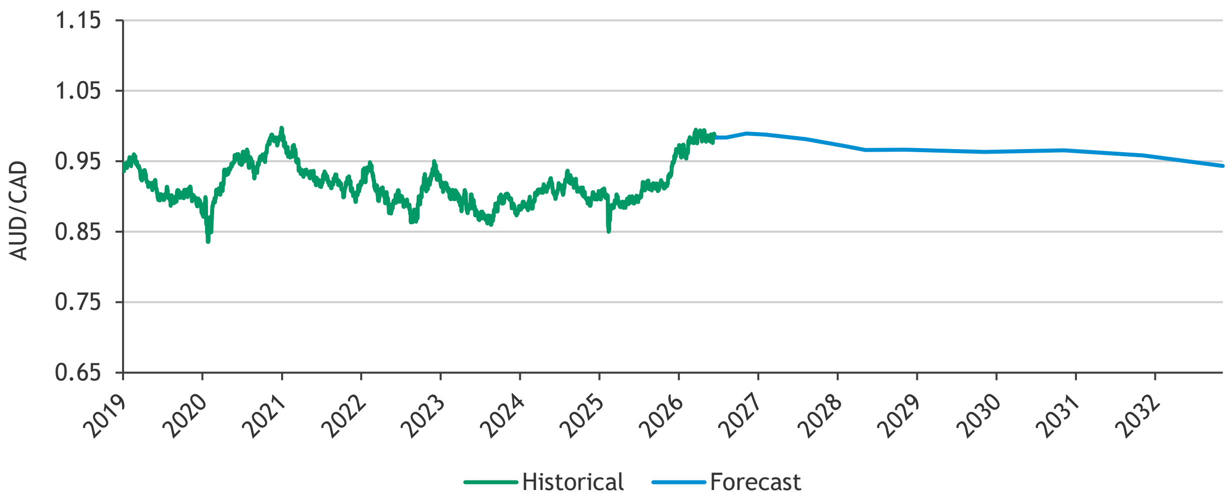
Between 2023 and 2024, the AUD/CAD exchange rate traded within a relatively narrow range of approximately 0.86 to 0.95, reflecting the similar commodity-exporting profiles of Australia and Canada. Movements during this period were primarily driven by fluctuations in commodity prices and changes in relative monetary policy expectations.

Volatility increased in 2025, with the AUD declining to approximately 0.85 in April 2025 amid heightened trade tensions, weaker global growth expectations and reduced risk sentiment. The AUD subsequently appreciated, reaching approximately 0.98 to 0.99 by May 2026 and remaining within this range through mid-August 2026, supported by improved risk sentiment and the sustained interest rate differential between Australia and Canada, with the RBA policy rate at 4.35% compared with the Bank of Canada's 2.25%.

According to Consensus Economics, the AUD/CAD exchange rate is forecast to remain broadly stable at around 0.97 to 0.99 through 2026 and 2027. Thereafter, the exchange rate is expected to moderate gradually, reaching approximately 0.94 by 2032.

The chart below illustrates historical movements in the AUD/CAD exchange rate since 2019 and forecast AUD/CAD exchange rates derived from consensus AUD/USD and USD/CAD market estimates.

AUD/CAD exchange rate



Source: S&P Capital IQ to 16 August 2026, Consensus Economics Survey dated 10 August 2026 and BDO analysis.

*Forecast AUD/CAD exchange rates have been derived from Consensus Economics AUD/USD and USD/CAD forecasts using the cross-rate relationship: AUD/CAD = AUD/USD × USD/CAD.

Outlook

The Canadian economic outlook remains highly uncertain, driven by both global trade developments and geopolitical risks. In its July 2026 Monetary Policy Report, the Bank noted that the Canadian economy continues to adjust to a distorted trade environment and uncertainty surrounding the review of the Canada–United States–Mexico Agreement continues to weigh on exports and business investment.

The United States has proposed extensive tariffs on the export of Canadian good to the US and Canada has matched the new US tariffs with levies of its own on American exports to Canada with implementation delayed until 8 September 2026. The potential impact of these tariffs, if they are implemented, could be detrimental to the Canadian economy and could push inflation up.

The Bank expects inflation to remain elevated in the near term, reflecting higher energy prices and ongoing supply-chain cost pressures associated with the conflict in the Middle East. However, annual inflation is expected to ease to approximately 2.5% during the second half of 2026 before returning to the Bank's 2.0% target in early 2027.

The Bank's most recent published forecasts, contained in its July 2026 MPR, project real GDP growth of approximately 0.7% in 2026, increasing to 1.8% in both 2027 and 2028. Growth is expected to be supported by a recovery in exports as businesses adapt to the changing trade environment, as well as stronger US investment in artificial intelligence in Canada. The housing market is expected to remain subdued in the near term due to affordability pressures, although lower interest rates should provide some support to household spending. While the Bank forecasts GDP growth may accelerate in the second quarter of 2026, it expects the Canadian economy to remain in excess supply in the near term.

Prior to the recent threats of tariffs with the US, the Bank considered the current policy rate to be appropriately positioned to balance the risks of weaker economic activity and more persistent energy-driven inflation, while keeping inflation close to its 2.0% target.

Source: www.bankofcanada.ca Policy Rate Announcement – 15 July 2026, Monetary Policy Report July 2026 and prior periods, www.rba.gov.au Reserve Bank of Australia – Drivers of the Australian Dollar Exchange Rate, Congress United States Government, President Trump's 2025 Tariffs: Key Developments and BDO analysis

9. Industry analysis

Carnaby is a copper and gold developer with first production targeted in FY27, while Evolution is a gold and copper producer. Under the Scheme, Carnaby will form part of Evolution's portfolio of gold and copper mining and exploration assets across Australia and Canada. Accordingly, in this Report we have presented an overview of the mining sector, with a focus on the gold and copper mining industries to the extent that it relates to considerations for our assessment.

9.1 Gold

Gold is a soft malleable metal which is highly desirable due to its rarity, permanence, and unique mineral properties. Gold has been used in jewellery and as a form of currency for thousands of years. More recently, there has been increasing demand for its use in the manufacture of electronics, dentistry, medicine, and aerospace technology.

In addition to its practical applications, gold also serves as an international store of monetary value. Gold is widely regarded as a monetary asset as it is considered less volatile than world currencies, and therefore, provides a safe haven investment during periods of economic uncertainty.

The mining and mineral processing techniques applied to gold is determined by the nature of the ore deposit. Gold contained in oxide ore deposits are typically of low grade and are simple to extract and readily amenable by cyanidation. Consequently, highly disseminated gold can be contained within sulphide minerals which require mining, crushing, grinding and to be followed by gravity separation to recover the gold, subject to flotation to concentrate the sulphide mineral fraction containing the gold. Inherently, the costs associated with the treatment of oxide ore are significantly less than of sulphide ores.

Once mined, gold continues to exist indefinitely and is often melted down and recycled to produce alternative or replacement products. Consequently, demand for gold is supported by both gold ore mining and gold recycling. A summary of the recent historical supply of gold is provided in the table below.

Gold supply (t)	2019	2020	2021	2022	2023	2024	2025
Mine production	3,596	3,482	3,589	3,625	3,644	3,650	3,672
Net producer hedging	6	(39)	(7)	(13)	17	(54)	(74)
Recycled gold	1,276	1,293	1,136	1,140	1,237	1,365	1,404
Total supply	**4,878**	**4,736**	**4,718**	**4,752**	**4,899**	**4,962**	**5,002**

Source: World Gold Council Statistics (29 January 2026)

Heightened geopolitical and economic uncertainty following 2025's record surge in gold prices is expected to keep demand strong in 2026, with central bank accumulation remaining a major structural driver as institutions continue diversifying reserves and responding to persistent global risks. Continued large-scale purchases from central banks, alongside concerns about slowing global growth and sustained safe-haven demand are anticipated to further support the commodity. However, if United States (**'US'**) monetary policy turns more restrictive, geopolitical tensions ease, or the US economy achieves a stronger-than-expected soft landing, the resulting stronger US dollar and reduced risk perception could lead to gold divestment in 2026.

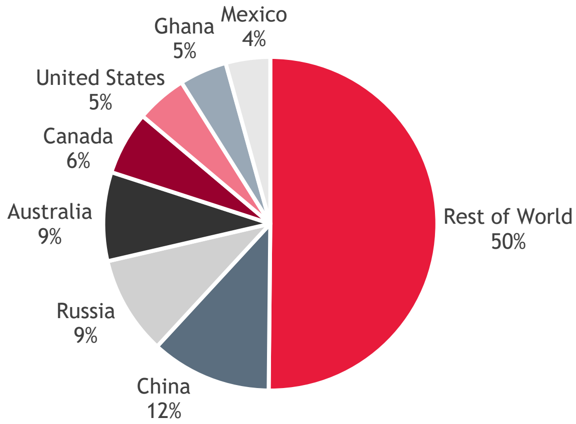
Gold ore mining is a capital intensive and high-cost process, which becomes increasingly difficult and more expensive as the quality of ore reserves diminish. The industry also incurs many indirect costs related to exploration, royalties, overheads, marketing, and native title law. Typically, many of these costs are fixed in the short term as a result of industry operators' inability to significantly alter cost structures once a mine commences production.

The gold industry is geographically diverse, with China, Australia and Russia leading global gold production. According to the U.S. Geological Survey (**'USGS'**), total estimated gold ore mined globally for 2025 was approximately 3,250 metric tonnes. The charts below illustrate the estimated global gold production and reserves by country for 2025.

Gold production and reserves

The USGS estimates that overall global gold production in 2025 remained relatively unchanged from 2024 as production decreases in the US, Australia, Brazil and Indonesia were more than offset by production increases in China, Ghana, Peru and Uzbekistan.

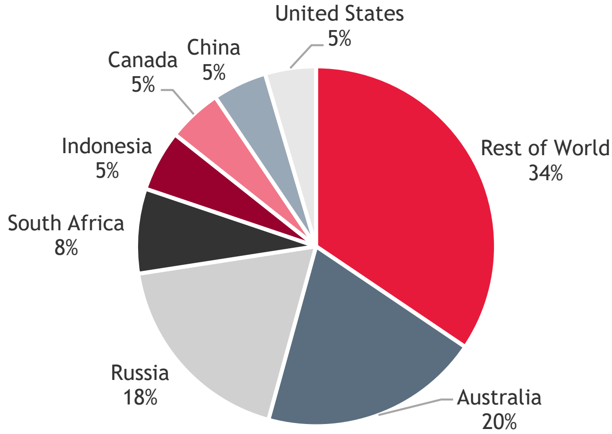
Global Gold Mine Production 2025



Source: USGS and BDO analysis

Despite China leading global gold production in 2025, Australia, Russia and South Africa hold the largest known gold reserves globally. As depicted below, the USGS estimates that collectively, these three countries account for approximately 46% of global gold reserves.

Global Gold Reserves 2025

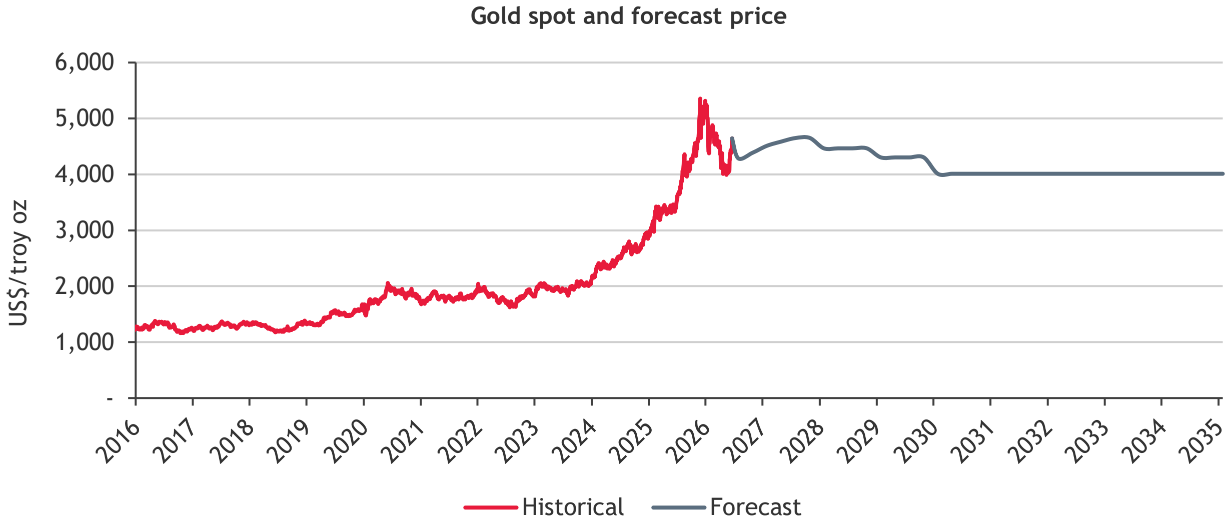


Source: USGS and BDO analysis

According to USGS, Australia's gold reserves amount to 13,000 metric tonnes, representing approximately 20% of global reserves and the largest held by any one country.

Gold prices

The figure below illustrates the historical movements in the gold spot price from January 2016 to July 2026, sourced from S&P Capital IQ, together with forecast gold prices for the remainder of 2026 through to 2035 based on Consensus Economics data.



Source: S&P Capital IQ to 21 August 2026 and BDO Analysis

Between 2016 and 2019, the gold price generally traded within a range of approximately US$1,100/oz to US$1,400/oz. During 2020, gold prices became more volatile, with demand for gold increasing amid uncertainty associated with the COVID-19 pandemic, as investors sought safe-haven assets. The rise in gold prices during this period was further supported by significant monetary stimulus implemented by central banks globally.

Following Russia's invasion of Ukraine in February 2022, the gold price increased above US$1,900/oz, reaching a peak of US$2,039/oz in March. The increase reflected heightened geopolitical uncertainty and the concerns regarding the economic impact of sanctions imposed on Russia. In May 2022, gold prices declined to approximately US$1,800/oz, as the US Federal Reserve commenced an aggressive monetary tightening cycle in response to elevated inflation. Gold prices continued to weaken through to September 2022, before recovering as US inflation began to moderate, the US dollar weakened, and central banks increased their purchases of gold as part of broader reserve diversification strategies.

During January and February 2024, gold largely traded above US$2,000/oz. In March 2024, gold prices increased rapidly to above US$2,400/oz, supported by ongoing geopolitical tensions in Ukraine and the Middle East, persistent inflationary pressures, and continued central bank accumulation, particularly among emerging market economies. In late October 2024, gold prices increased above US$2,700/oz, reaching a ten-year high, driven by continued geopolitical uncertainty, the lead-up to the 2024 US presidential election, and US economic data supportive of potential interest rate cuts.

In early 2025, gold prices continued their upward trajectory, surpassing US$3,000/oz in March before rising above US$4,000/oz in October, and reaching US$4,400/oz by year-end. This increase was supported by continued central banks purchases, a weaker US dollar associated with easing US monetary policy, and ongoing geopolitical uncertainty, including tensions in the Middle East, global trade disruptions linked to US tariffs measures, and continuing instability in Ukraine.

In January 2026, the gold price reached an all-time high, briefly surpassing US$5,200/oz as geopolitical risks continued to support demand for gold. Contributing factors included heightened tensions involving Iran, developments involving Venezuela, and broader geopolitical disputes involving Greenland. However, during February 2026, gold prices came under downward pressure as the conflict in Iran escalated, and declined to approximately US$4,700/oz. This reflected profit-taking following record highs, a strengthening US dollar, higher US Treasury yields, and reduced expectations for near-term rate cuts by the Federal Reserve amid persistent inflation. Concurrently, some selling pressure arose as investors sought liquidity during period of equity market volatility.

In April 2026, gold prices initially strengthened, supported by a weaker US dollar. However, gains were constrained by expectations of a potential de-escalation in Middle East tensions. Subsequently, renewed geopolitical tensions placed upward pressure on oil prices and increased volatility across financial markets. At the same time, a rebound in the US dollar, supported by safe-haven demand, higher bond yields and rising inflation expectations, placed downward pressure on gold prices.

Gold prices subsequently weakened through to the end of July 2026 as investor risk appetite improved, equity markets strengthened and market volatility moderated, reducing demand for safe-haven assets. Investor demand for gold-backed exchange-traded funds also softened, while expectations that US interest rates would remain elevated for longer increased the opportunity cost of holding non-yielding assets such as gold. The de-escalation of tensions in the Middle East further reduced safe-haven demand, with the gold price declining to its lowest level of 2026 at just below US$4,000/oz in mid-July 2026.

During August 2026, Gold prices reached over US$4,600/oz, their highest levels since May 2026. Sentiment for gold shifted as themes that previously hindered inflows during July reversed. A series of weaker than expected US data releases suggested a softer labour market and subdued inflation, reducing the likelihood of near-term policy tightening while the US dollar weakened. The continuation of the conflict in the Middle East also helped buoy the commodity.

The gold price is expected to fall from current levels to around US$4,400/oz by the end of 2026, before increasing to a range of approximately US$4,500 to US$4,700/oz in 2027. Prices are then forecast to moderate in 2028 to approximately US$4,500/oz, before further decreasing to approximately US$4,300/oz in 2029, and US$4,000/oz in 2030.

Source: S&P Capital IQ, Consensus Economics survey dated 17 August 2026, IBISWorld, US Geological Survey, World Gold Council, Reuters, and BDO Analysis.

9.2 Copper

Copper is a soft, tough and malleable metal which is highly sought after due to its importance in a variety of practical applications. Copper is very ductile and a good conductor of electricity which is why it is used in electrical wires, electrical generators and in electronic goods such as radios and TVs. Copper is also used in motor vehicle radiators, air conditioners and heating systems because it is a good conductor of heat. More recently, copper has been replacing aluminium in computer chips. Copper is also one of the few materials that does not degrade or lose its chemical properties during the recycling process. Therefore, recycling of copper has the positive effect of efficiently reducing waste and extending the life of existing resources.

Due to some of the applications outlined above, copper is going to be an extremely important resource in the energy transition. As fossil fuels are phased out, technologies that were previously fossil fuel powered will need to be electrified. As an example, electric vehicles use four times as much copper as petrol-fuelled cars. This will lead to increased demand for copper as the world looks to achieve its climate change related targets.

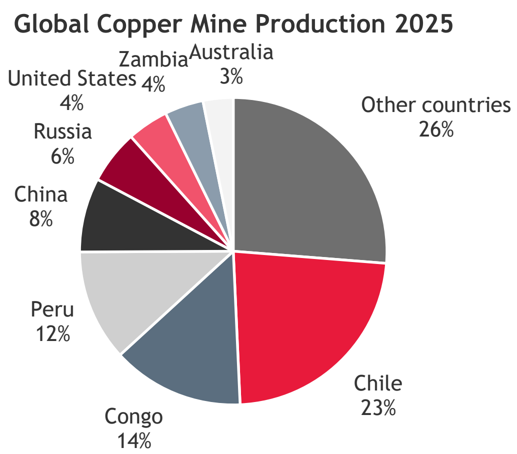
Open pit mining is widely utilised in most copper producing countries except for in Australia where approximately 93% of copper is extracted through underground mining. Copper is often found in conjunction with gold, lead, cobalt or zinc, and a number of industry operators mine these metals and ores as well.

There are two main copper ore types of concern, copper oxide ores and copper sulphide ores. The majority of the global copper supply comes from sulphide copper ores. Sulphide ores are the most profitable as they have a high copper content as well as the copper being more easily extracted than oxide ores. While oxide ores are more abundant than sulphide ores, they are not as popular due to their lower grade.

The extraction of copper from sulphides involves a beneficiation process which produces a concentrate. The concentrate generally contains between 25% and 30% copper depending on the type of copper containing minerals being processed. However, this may be as high as 60% copper in certain circumstances. The concentrate is then processed in a smelter.

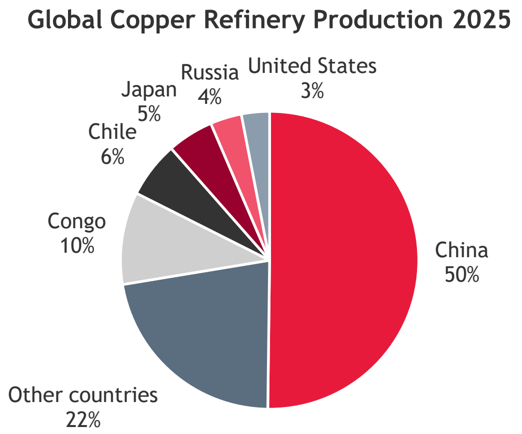
Copper production and reserves

The USGS estimates that overall global copper production in 2025 remained relatively unchanged from 2024. As for demand, the International Copper Association expects the green energy transition to drive consumption of copper from 28.3 Mt in 2020 to 40.9 Mt in 2040. This equates to compounded annual growth rate (‘**CAGR**’) of 1.85%.



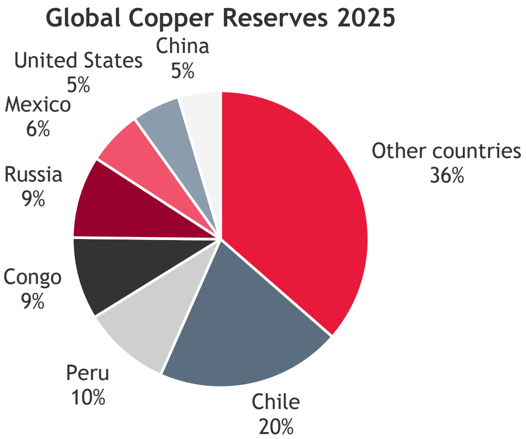
Source: U.S. Geological Survey and BDO Analysis

Despite Chile being the largest mine producer, China is the leading refinery producer of copper globally.



Source: U.S. Geological Survey and BDO Analysis

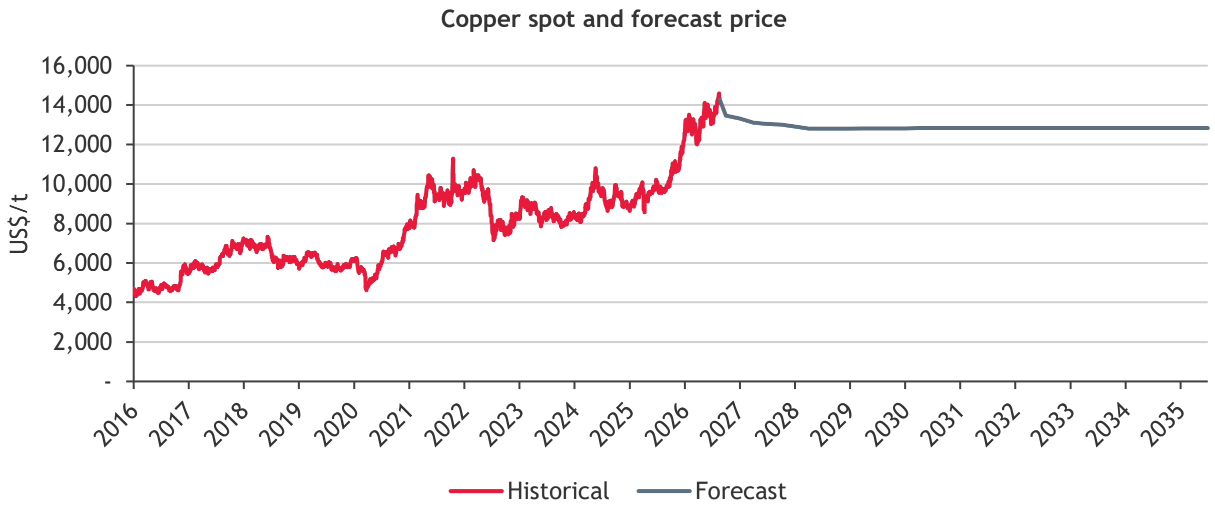
Chile also has the largest copper reserves globally, with Peru's and Congo's reserves following as the second largest, according to the USGS. As depicted below, the USGS estimates that collectively, Chile, Peru and Congo account for approximately 40% of global copper reserves.



Source: U.S. Geological Survey and BDO Analysis

Copper prices

The US$ price for copper is quoted on the London Metal Exchange (**'LME'**). A key driver of the copper price relates to stock levels held in the LME warehouses, being large global copper depositories. Like zinc, copper prices are driven heavily by Chinese demand and mine production. The global balance between demand for and supply of copper, along with speculative influences, determines the price.



Source: S&P Capital IQ up to 21 August 2026 and BDO Analysis

The figure above illustrates the historical fluctuations in the copper spot prices from January 2016 to July 2026, sourced from S&P Capital IQ, as well as forecasts for copper prices for the remainder of 2026 to 2035 based on forecast data from Consensus Economics.

Between 2016 and 2017, the copper price steadily declined, before increasing in mid-February 2017, due to a strike at the world's largest copper mine Escondida, located in Chile. The average copper price traded around US$7,000/t for most of 2018 but then traded lower around US$6,000/t for most of 2019.

Through 2020, global uncertainty and low confidence resulting from the emergence of the COVID-19 pandemic was a major influence in the decline in copper prices, with prices dropping to a 4-year low of

US$4,625/t in March 2020. A decline in global production, coupled with an improvement in copper demand from China, caused prices to spike over the remainder of the year, with copper prices reaching US$11,000/t in October 2021.

Throughout the second half of 2022 demand for copper was capped by the war in Ukraine, global inflation, disrupted industrial activity and a stronger US dollar. Prices increased in the fourth quarter of 2022, reaching US$8,500/t in December as a result of supply disruptions in Latin America. A decrease in industrial activity and uncertainty stemming from global inflationary pressures caused prices to fall across the first half of 2023, before rebounding at the beginning of 2024. This was due to constrained supply, record low inventories and growing demand from renewable sectors.

Copper prices were more volatile in 2024, increasing significantly to almost US$11,000/t in May 2024, propelled by strong demand related to the global energy transition and limited supply growth. Subsequently, copper prices trended downwards to close at approximately US$8,600/t at the end of December 2024, weighed down by the failure of Chinese fiscal stimulus measures and a prolonged downtown in the Chinese property market.

In early 2025, the copper market faced heightened uncertainty driven by potential US policy shifts, particularly proposed tariffs on copper imports under the Trump administration. Given the United States' reliance on imported copper, these measures raised concerns over higher domestic costs and contributed to increased market volatility. Copper prices rose from approximately US$8,700/t in early January 2025 to around US$9,500/t by the end of February, before fluctuating through mid-year.

After prices strengthened in late October to just over US$11,000/t, copper prices increased to a peak of US$13,524/t in late January 2026. The increase was driven primarily by tariff measures targeting unrefined and semi-finished copper products, which tightened supply and elevated arbitrage conditions. As these impacts stabilised, pricing reverted to underlying market fundamentals, with additional support from China's restrictions on new smelting capacity.

During the beginning of 2026, elevated geopolitical uncertainty, particularly related to the conflict in the Middle East, alongside rising energy costs, inflationary pressures, and a stronger US dollar, weighed on demand expectations and constrained copper prices. This led to a decline to approximately US$12,100/t in late March 2026.

Prices subsequently recovered to around US$14,100/t by mid-May, supported in part by improved sentiment regarding Chinese demand. However, ongoing geopolitical uncertainty and elevated global inventories, including LME stocks exceeding 400,000 t, have continued to limit upward price momentum.

From June to the end of July 2026, prices ranged between approximately US$13,000/t and US$14,000/t. Toward the end of July, prices trended upwards, reflecting ongoing supply tightness, strong demand linked to AI-related applications, and stockpiling driven by US tariffs. The 30 June 2026 deadline for the US to announce that copper tariffs will include refined metals passed with no announcement, allowing continued inflows into the US after markets front-loaded shipments in the lead up to the deadline.

Copper prices increased by more than US$1,300/t during July and August to reach record highs of nearly US$14,600/t. The surge in prices reflects an exacerbation to the supply tightness that the copper market has become characterised by, as The Democratic Republic of Congo announced a ban to the export of copper and cobalt concentrates during August.

The medium-term forecast copper price is expected to experience a downward trend from current levels to approximately US$13,300/t by the end of 2026, before decreasing further during 2027 from approximately US$13,100/t at the beginning of the year to US$12,900/t by the end of that year. Based on Consensus Economics pricing and BDO analysis, the copper price is forecast to sit at approximately US$12,800/t from 2028 through to the end of 2031.

Source: S&P Capital IQ, Consensus Economics survey dated 17 August 2026, IBISWorld, US Geological Survey, and BDO Analysis.

10. Valuation approach adopted

There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings (‘**FME**’)
- Discounted cash flow (‘**DCF**’)
- Quoted market price basis (‘**QMP**’)
- Net asset value (‘**NAV**’)
- Market based assessment.

A summary of each of these methodologies is outlined in Appendix 2 of our Report.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information.

It is possible for a combination of different methodologies to be used together to determine an overall value, where separate assets and liabilities are valued using different methodologies. When such a combination of methodologies is used, it is referred to as a ‘sum-of-parts’ valuation (‘**Sum-of-Parts**’).

The approach using Sum-of-Parts involves separately valuing each asset and liability of the company. The value of each asset may be determined using different methodologies as described above. The component parts are then valued using the NAV methodology, which involves aggregating the estimated fair market value of each component part.

10.1 Valuation of a Carnaby share prior to the Scheme

In our assessment of the value of a Carnaby share prior to the Scheme, we have chosen to employ the following methodologies:

- Sum-of-Parts as our primary methodology, which estimates the fair market value of a company by assessing the realisable value of each of its component parts. The value of each component part may be determined using different methodologies and the component parts are then aggregated using the NAV methodology. The value derived from this methodology reflects a control value.
- QMP as our secondary methodology, which represents the value that a Shareholder may receive for a Carnaby share if it were sold on market prior to the announcement of the Scheme. The value derived from this methodology reflects a minority interest value. Given our valuation assessment of a Carnaby share prior to the Scheme is on a controlling interest basis, we have applied a premium for control to our QMP value.

We have chosen the following methodologies to value Carnaby prior to the Scheme, with the reasons for utilising those methodologies set out below:

- The core value of Carnaby lies in the future cash flows to be generated from the Greater Duchess Project. These cash flows are most appropriately valued using the DCF approach, however, there are other assets and liabilities of Carnaby that are not suited to a DCF valuation approach. Where different approaches are used to value different components of a business, a Sum-of-Parts approach is the most appropriate valuation methodology to employ. In consultation with ERM, we consider that sufficient reasonable grounds exist to support the use of a DCF valuation methodology for the Greater Duchess Project, having regard to the Company’s completion of a PFS in March 2026 and the reporting of Ore Reserves for the project. Importantly, the analysis completed in relation to the PFS and Ore Reserves indicates that the Greater Duchess Project is economically feasible.

- The value of the residual resources and exploration potential of Carnaby's mineral assets, not included in the DCF valuation, are valued using alternative valuation methodologies by ERM, an independent technical specialist, as contained in ERM's Independent Technical Specialist report ('**ITSR**') in Appendix 5.
- We have considered the QMP methodology as our secondary approach. The QMP methodology is a relevant methodology to consider as the shares of Carnaby are listed on the ASX, therefore reflecting the value that a Shareholder would have received for a share sold on the market prior to the announcement of the Scheme. This means there is a regulated and observable market where Carnaby's shares can be traded. However, in order for the QMP methodology to be considered appropriate, the listed shares should be liquid, and the market should be fully informed of the Company's activities. We have analysed the liquidity of Carnaby's shares in assessing whether the application of the QMP methodology is appropriate.
- The FME methodology is most commonly applicable to profitable businesses with steady growth histories and forecasts. Further, the FME methodology is not considered to be appropriate for valuing finite-life assets, such as mineral assets. Therefore, we do not consider the application of the FME approach to be appropriate.

We have employed the Sum-of-Parts methodology in estimating the fair market value of a Carnaby share prior to the Scheme, by aggregating the fair market values of its underlying assets and liabilities. We have considered the following component parts in our valuation of Carnaby prior to the Scheme:

- The value of the Greater Duchess Project, applying the DCF methodology. In performing our DCF valuation, we have considered guidance contained in ASIC's RG 170 and IS 214, and advice from the independent technical specialist, ERM, to inform our assessment of whether there are sufficient reasonable grounds for a DCF valuation of the Greater Duchess Project prior to the Scheme. We have considered information available up to the date of our Report as a basis for our valuation.
- Notional funding required for the development of the Greater Duchess Project, in the absence of the Scheme.
- The value of the residual resources and exploration potential of Carnaby's mineral assets, not included in the DCF valuation, having reliance on the valuations carried out by ERM, an independent technical specialist.
- Present value of Carnaby's expected corporate overhead costs which is based on historical corporate costs incurred by Carnaby and an analysis of corporate costs incurred by comparable ASX-listed companies.
- The value of Carnaby's other assets and liabilities, using the cost approach under the NAV methodology.
- Transaction costs incurred regardless of whether the Scheme completes.

Notional funding prior the Scheme

RG111.15 states that funding requirements for a company that is not in financial distress should be taken into account by the expert when determining the fair value of the company's securities, especially when using the DCF methodology.

The capital expenditure requirements for the development of the Greater Duchess Project are approximately $19.6 million (on a nominal basis). After considering operating costs and corporate costs expected to be incurred by Carnaby until the Greater Duchess Project becomes cash flow positive, applying our economic assumption for exchange rates and commodity prices are set out in Section 11.1.1, the total funding requirement for the development of the Greater Duchess Project is approximately $29.34 million on a nominal basis.

We note that the cashflow model upon which our DCF valuation is based has been prepared on an unfunded basis and therefore does not consider any costs associated with debt funding or any dilution resulting from an equity raise. As funding is required for the development of the Greater Duchess Project (in order to realise the project's value), we have considered alternatives available to Carnaby. The notional funding that we have assumed will be secured by Carnaby for the purpose of the development of the Greater Duchess Project (in the absence of the Scheme) is detailed in Section 11.1.2.

Independent Technical Specialist

In performing our valuation of a Carnaby share prior to the Scheme, we have relied on the ITSR prepared by ERM, including ERM's review of the underlying technical project assumptions contained in the forecast cash flow model. In addition, we have relied on ERM's assessment of the market value of the residual resources and exploration potential of the Greater Duchess Project included in the DCF valuation and Carnaby's other mineral assets, which is included in the ITSR.

ERM's ITSR has been prepared in accordance with the Australasian Code for Public Reporting of Technical Assessments and Valuation of Mineral Assets (2015 Edition) (**'VALMIN Code'**) and the JORC Code. We are satisfied with the valuation methodologies adopted by ERM, which we consider to be in accordance with industry practices and are compliant with the requirements of the VALMIN Code.

The specific valuation methodologies used by ERM are referred to in the respective sections of our Report and further detailed in the ITSR contained in Appendix 5.

10.2 Valuation of the Scheme Consideration

As set out in Section 4 of our Report, the Scheme Consideration comprises 0.0682 New Evolution Shares for every Carnaby share held. In our assessment of the value of 0.0682 New Evolution Shares, we have first assessed the value of one New Evolution Share following the Scheme (on a minority interest basis) and then multiplied this value by 0.0682 to derive the value of the Scheme Consideration.

In our assessment of the value of the Scheme Consideration, we have chosen to employ the QMP methodology, utilising the QMP of Evolution's shares following the announcement of the Scheme. The value derived from this methodology reflects a minority interest value.

Under RG 111.34 it is noted that if, in a scrip bid, the target is likely to become a controlled entity of the bidder, the bidder's securities can also be valued using a notionally combined entity. However, it should still be noted that the accepting holders are likely to hold minority interests in that combined entity. Therefore, on the basis that Shareholders will hold minority interests in the Merged Group, we have assessed the value of the Scheme Consideration on a minority interest basis.

We have chosen the above methodologies for the following reasons:

- The QMP of Evolution shares in the period following the announcement of the Scheme is considered to be an indicator of the value of a share in the Merged Group, as market participants are fully informed as to the terms of the Scheme, with the price reflecting the market's view of the value of a share in the Merged Group (on a minority interest basis). Therefore, the QMP of Evolution shares following the announcement of the Scheme represents the combined valuation of Carnaby and Evolution as the Merged Group, and the associated dilution resulting from the issue of the New Evolution Shares under the Scheme. Market pricing following the announcement of a transaction can be volatile, and as such, we have assessed the QMP of Evolution's shares on the ASX on a VWAP basis over several time periods following the announcement of the Scheme to smooth the daily price fluctuations. Further, in order for the QMP methodology to be considered appropriate, the listed shares should be liquid, and the market should be fully informed of the company's activities. We have analysed the liquidity of Evolution's shares following the announcement of the Scheme in assessing whether the application of the QMP methodology is appropriate.

- Based on the market capitalisations of Carnaby and Evolution immediately prior to the announcement of the Scheme of $132.5 million and $22.9 billion, respectively, the market value of the equity of Carnaby equated to approximately 0.58% of Evolution's market capitalisation. As such, in the event that the Scheme is implemented, we do not consider the incremental change in the value of Evolution to be significant. Therefore, based on the relative market capitalisations of Carnaby and Evolution prior to the announcement of the Scheme, and the high level of liquidity of Evolution's shares, we consider the QMP methodology to be the most appropriate approach for the purpose of valuing the Merged Group and in turn, the Scheme Consideration.

11. Valuation of Carnaby share prior to the Scheme

11.1 Sum-of-Parts valuation

We have employed the Sum-of-Parts methodology in estimating the fair market value of a Carnaby share prior to the Scheme (on a controlling interest basis), by aggregating the estimated fair market values of its underlying assets and liabilities, having consideration to the following:

- Value of the Greater Duchess Project
- Notional funding required for development of the Greater Duchess Project prior to the Scheme
- Value of the residual resource and exploration potential of Carnaby's mineral assets, not included in the DCF valuation of the Greater Duchess Project
- Value of Carnaby's other assets and liabilities not included in the valuation of Carnaby's mineral assets
- The present value of Carnaby's corporate overheads
- Transaction costs incurred regardless of whether the Scheme completes.

Our Sum-of-Parts valuation of Carnaby prior to the Scheme is set out in the table below:

Valuation of Carnaby prior to the Scheme	Ref.	Low $,000	Preferred $,000	High $,000
Value of Greater Duchess Project	11.1.1	148,000	174,000	200,000
Cash raised through notional equity raise	11.1.4	7,398	7,398	7,398
Value of Carnaby's other mineral assets	11.1.5	58,500	73,200	90,600
Value of other assets and liabilities	11.1.6	10,105	10,105	10,105
Present value of Carnaby's corporate overheads	11.1.7	(23,000)	(20,500)	(18,000)
Transaction costs	11.1.8	(990)	(990)	(990)
Total value of Carnaby prior to the Scheme (control)		**200,013**	**243,213**	**289,113**
Number of Carnaby shares on issue prior to the Scheme	11.1.9	294,638,838	292,937,308	291,552,342
Value of a Carnaby share prior to the Scheme (control)		**0.679**	**0.830**	**0.992**

Source: BDO analysis

Based on the above, we have assessed the value of a Carnaby share prior to the Scheme (on a controlling interest basis) to be in the range of $0.679 and $0.992, with a preferred value of $0.830.

11.1.1. Value of the Greater Duchess Project

The core value of the Greater Duchess Project is derived from its expected future cash flows, which are most appropriately valued using the DCF approach.

The DCF approach estimates the fair market value of an asset by discounting the future cash flows arising from the project to their net present value. Performing a DCF valuation requires the determination of the following:

- The future cash flows that the Greater Duchess Project is expected to generate
- An appropriate discount rate to apply to the future cash flows of the Greater Duchess Project, to convert them into their present value equivalent.

The value that we ascribed to the Greater Duchess Project is based on technical factors as advised by ERM, as well as our view of future economic assumptions, all of which are derived from information available at the time of our Report and ERM's ITSR. The technical and economic assumptions may change in the future, which may impact the value of the Greater Duchess Project.

11.1.1.1. Future cash flows

A detailed cashflow model of the Greater Duchess Project was prepared by management of Carnaby (‘**the Model**’). The model estimates the future cash flows expected from copper and gold mining at the Greater Duchess Project. The Model depicts real, post-tax cash flows over the 12-year life of mine on a monthly basis.

We have assessed the reasonableness of the Model and the material assumptions that underpin it. We have made certain adjustments to the Model where it was considered appropriate, to arrive at an adjusted model (‘**Adjusted Model**’). In particular, we have adjusted the Model to:

- adopt a model start date of 1 July 2026
- reflect any changes to the technical assumptions as a result of ERM’s review
- reflect any changes to the economic and other relevant input assumptions that we consider appropriate as a result of our research
- convert the cash flows from a real basis to a nominal basis using our forecast inflation assumptions
- delay commencement of mining until 1 January 2027
- incorporate the funding assumptions detailed in our Report, including Carnaby’s drawdown and repayment of a notional debt facility.

Following its review of the technical assumptions, ERM recommended certain adjustments to the Model, which are further detailed in its ITSR in Appendix 5. We have adopted ERM’s recommendations in forming our DCF valuation range of the Greater Duchess Project.

The Model was prepared based on estimates of a production profile, operating costs and start-up and sustaining capital expenditure. The main assumptions underlying the Adjusted Model include:

- Mining and production volumes
- Commodity prices
- Operating costs
- Start-up and sustaining capital expenditure
- Foreign exchange rates
- Royalties
- Corporate tax
- Discount rate.

We undertook the following procedures in relation to the Model:

- Appointed ERM as an independent technical specialist to review, and where appropriate, provide recommendations on the technical assumptions underpinning the Model
- Reviewed the Model to assess its integrity, internal consistency and mathematical accuracy, including the use of financial model review software to identify any inconsistencies
- Conducted independent research into economic and other relevant input assumptions, including commodity prices, foreign exchange rates, inflation rates, and the discount rate applicable to the future cash flows of the Greater Duchess Project
- Held discussions with Carnaby management regarding the preparation of the Model and their views on the future outlook of the Greater Duchess Project
- Performed sensitivity analyses by flexing key assumptions and inputs to assess the impact on the value of the Greater Duchess Project

We have not undertaken a review of the cash flow forecast in accordance with the Standard on Assurance Engagements ASAE 3450 'Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information' and do not express an opinion on the reasonableness of the assumptions or their achievability. However, nothing has come to our attention as a result of our procedures to suggest that the assumptions on which the Adjusted Model has been based, have not been prepared on a reasonable basis.

Appointment of technical expert

ERM was engaged to prepare the ITSR, which includes a technical assessment of the assumptions underpinning the Model. ERM's assessment involved the review and provision of an opinion on the reasonableness of the assumptions adopted in the Model, including but not limited to the following:

- The Mineral Resources and Ore Reserves included in the Model
- Mining physicals (including volume mined, recovery and grade)
- Processing assumptions (including volumes processed and recovery rates)
- Operating expenditure (comprising mining, haulage, processing, and general and administrative costs)
- Capital expenditure (comprising sustaining and development capital expenditure)
- Royalties
- Rehabilitation and closure costs
- Other relevant assumptions.

Further details of ERM's technical assessment of the assumptions underpinning the Model can be found in the ITSR in Appendix 5.

Limitations

Since forecasts relate to the future, they may be affected by unforeseen events and they depend, in part, on the effectiveness of management's actions in implementing the plans on which the forecasts are based. Accordingly, actual results may vary materially from the forecasts included in the Adjusted Model, as it is often the case that some events and circumstances frequently do not occur as expected, or are not anticipated, and those differences may be material.

Economic assumptions

Inflation

All cash flows contained in the Model were calculated on a real basis. We have therefore applied the forecast inflation rate for Australia to the costs (including operating and capital expenditure) in the adjusted model to convert them to nominal cash flows.

The Model forecasts operating costs in Australian Dollars, therefore we consider the Australian inflation rate to be the most appropriate inflation rate to apply to the cash flows in the Adjusted Model.

In forming our view of forecast Australian inflation rates, we have considered historical inflation rates, consensus analyst forecasts sourced from S&P Capital IQ, and the long-term inflation target of the RBA. Our assessment of the forecast inflation rates was based on information available as at the date of our Report. The inflation assumptions we have adopted are outlined in the table below, with long-term inflation from calendar year ('**CY**') 2028 and beyond assumed to be flat at 2.5% per annum, consistent with the RBA's long-term inflation target of between 2% to 3%.

Australian inflation	CY26	CY27	CY28	CY29+
Average inflation rate	3.50%	2.70%	2.50%	2.50%

Source: S&P Capital IQ and BDO analysis

The forecast copper and gold pricing we have adopted in the Adjusted Model is denominated in US Dollars. Therefore, we have adopted the US Federal Reserve's long-term inflation target of 2% in our calculations of nominal long term commodity pricing.

Foreign exchange

The forecast copper and gold pricing we have adopted in the Adjusted Model is denominated in US Dollars. As we are assessing the value of Carnaby, an Australian company, we have converted all the cash flow in the Adjusted Model to Australian Dollars at the forecast exchange rates as set out below.

AUD/USD exchange rate	CY26	CY27	CY28	CY29+
Average AUD/USD exchange rate	0.70	0.71	0.72	0.72

Source: Consensus Economics and BDO analysis

In our assessment of foreign exchange rates, we have considered historical exchange rates as well as forecasts prepared by economic analysts and other publicly available information, including broker consensus, arrive at our foreign exchange rate assumptions. We have assumed the change rate remains constant beyond CY29, given the long-term difference in inflation between the Australian and US economies is minimal. We note that Carnaby has not entered into any hedging arrangements to mitigate fluctuations in foreign exchange rates. Therefore, we have not considered the inclusion of any hedging in the Adjusted Model.

Commodity prices

The Company will receive revenue from the sale of copper and gold produced from the Greater Duchess Project.

In forming our view of forecast copper and gold prices, we have had regard to consensus analyst views on forecast pricing, as published by Consensus Economics on 21 August 2026 and recent S&P Capital IQ analysts' forecasts, as well as historical prices obtained from S&P Capital IQ. In forming our long-term nominal pricing for copper and gold, we have considered the real forecast price from 2031 onwards and inflated that using our US inflation assumptions (outlined above). The final column in the table below indicates the average pricing adopted from January 2032 through to the end of the mine life.

The future copper and gold prices (in nominal terms) we have adopted in the Adjusted Model are set out below:

Gold price (nominal)	CY26	CY27	CY28	CY29	CY30	CY31	CY32+*
Gold price US$/oz	4,337	4,600	4,447	4,304	4,011	4,011	4,183

Source: Consensus Economics and BDO analysis

* average gold price over the remaining LOM, with our assessed long-term US inflation rate of 2.0% per annum applied to the long-term gold pricing.

Copper price (nominal)	CY26	CY27	CY28	CY29	CY30	CY31	CY32+*
Copper price US$/t	13,399	13,020	12,634	12,814	12,828	12,828	13,330

Source: Consensus Economics and BDO analysis

* average copper price over the remaining LOM, with our assessed long-term US inflation rate of 2.0% per annum applied to the long-term copper pricing.

Operating costs

The operating expenditure included in the Adjusted Model includes mining, processing and site administration costs. As discussed above, we have applied our assessed forecast inflation rates to the forecast operating costs.

ERM has considered the reasonableness of the forecast operating cost assumptions in the Model, in the context of their experience with similar projects. We have reflected ERM's recommendations in the Adjusted Model, including:

- An increase in open pit variable costs from $5.65/t of ore processed to $6.16/t (in real terms).
- An increase in underground variable costs from $84.43/t of ore processed to $84.88/t (in real terms).

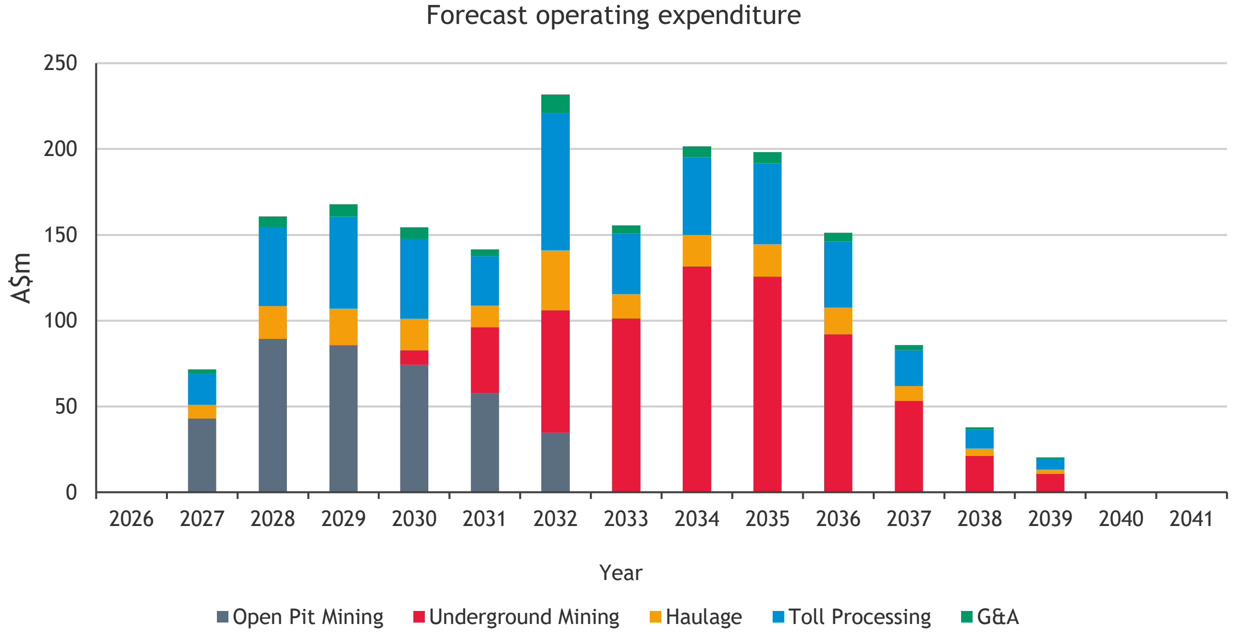
ERM's recommended increase in operating expenditure reflects several adjustments to the operating assumptions, including a two-month extension of the excavator operating schedule to align with the mine production schedule, an expansion of the tracked dozer fleet, and revisions to payroll tax and workers' compensation cost estimates. ERM has also increased the diesel price assumptions adopted over the LOM to better reflect prevailing market conditions. The revised diesel price assumption is based on the delivered diesel price as at August 2026. We have assumed the higher diesel spot price will remain as such until the forecast commencement of operations of the Greater Duchess Project as at 1 January 2027. The diesel price is then assumed to decline linearly over the subsequent five years, in real terms, back to price levels observed prior to the conflict in the Middle East. The diesel prices are reflected in the operating costs that were provided to us by ERM.

The DCF model incorporates an ore toll milling charge derived from the binding term sheet between Carnaby and Glencore relating to the toll treatment and offtake of copper-gold ore from the Greater Duchess Project. As the toll milling charge varies with the copper price and is subject to inflation based on CPI, we have revised the toll milling assumptions in our Adjusted Model to align with our adopted commodity price and inflation assumptions.

ERM identified that copper treatment and refining charges were not included for the period from commencement of mining to December 2029. ERM noted that a freight charge of $205/t remains payable and recommended that these costs be incorporated into the model. Accordingly, the Adjusted Model includes the applicable copper concentrate freight costs over this period.

Further details of ERM's recommendations can be found in the ITSR contained in Appendix 5.

The graph below shows the operating cost profile of the Greater Duchess Project in the Adjusted Model.



Source: Adjusted Model and BDO analysis

Capital expenditure

The capital expenditure included in the Adjusted Model includes development, mining, processing plant and sustaining capital expenditure. As discussed above, we have applied our assessed forecast inflation rates to the forecast capital expenditure.

ERM has considered the reasonableness of the forecast capital expenditure assumptions in the Model, in the context of their experience with similar projects. We have reflected ERM's recommendations in the Adjusted Model, including:

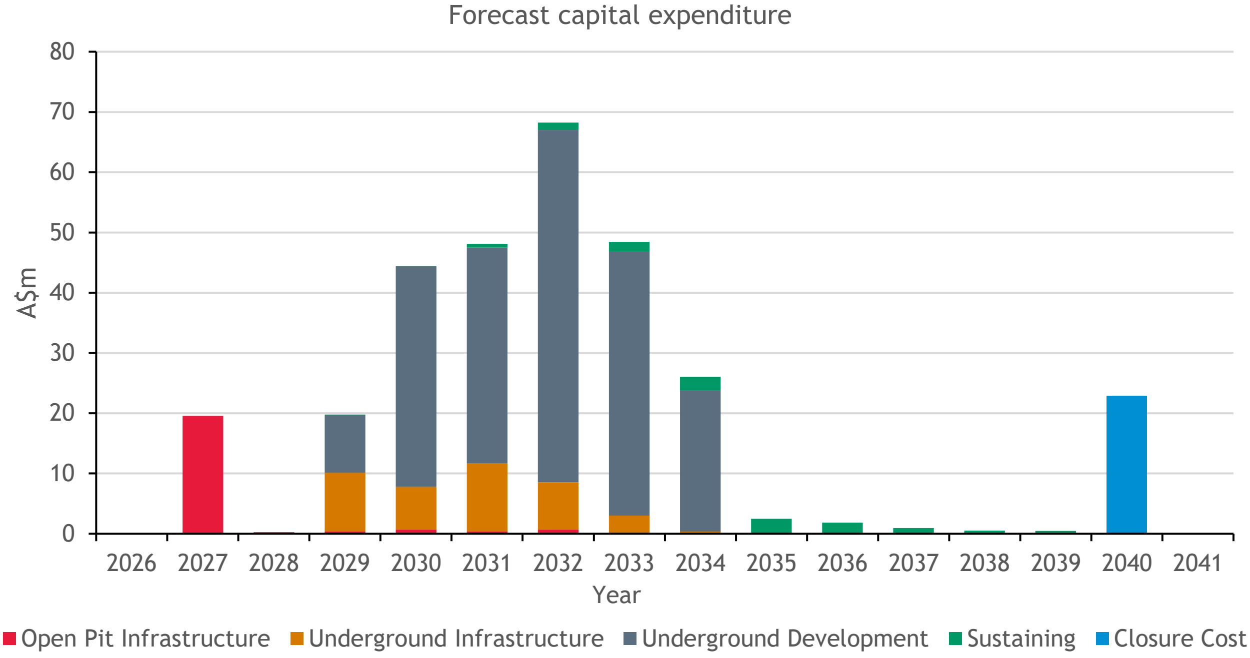
- An increase in mining infrastructure capital costs from $21.0 million to $21.1 million (in real terms).

The increase in the mining infrastructure capital costs reflects the increased tracked dozer fleet discussed in the operating expenditure section.

We note that the Greater Duchess Project is planned to commence as an open pit operation before transitioning to underground mining. This development sequence is reflected in Carnaby's capital expenditure profile, with underground mining capital expenditure commencing in 2029. The timing is also consistent with the forecast operating expenditure profile, which indicates the commencement of underground mining activities in the following calendar year.

Further details of ERM's recommendations can be found in the ITSR in Appendix 5.

The graph below shows the capital expenditure profile of the Greater Duchess Project in the Adjusted Model.



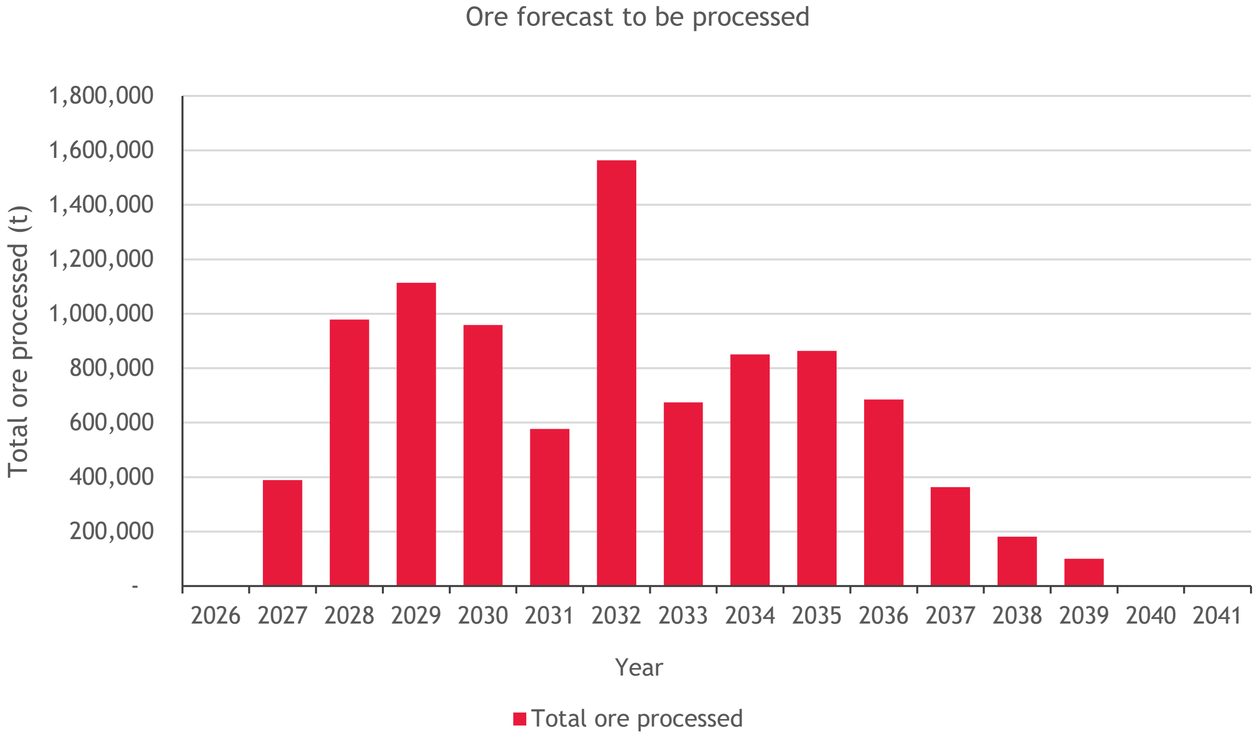
Source: Adjusted Model and BDO analysis

Mining Physicals

The proposed production schedule of the Greater Duchess Project is approximately 12.0 years.

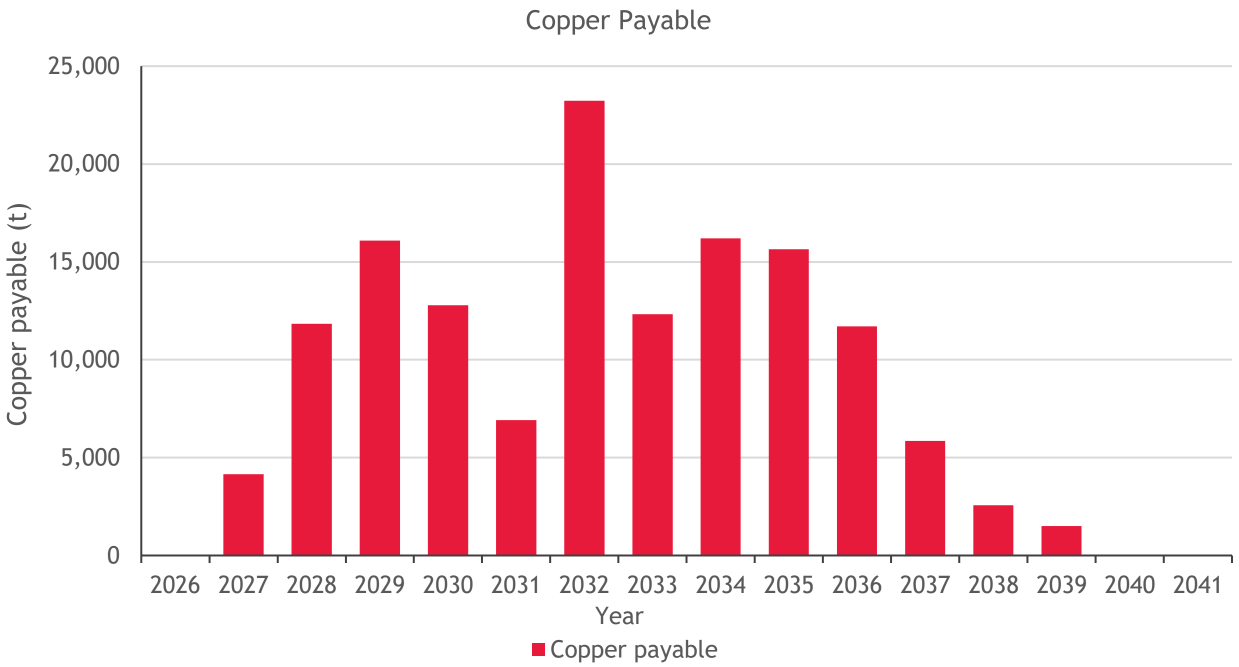
Source: Adjusted Model

The total ore forecast to be processed over the life of the Greater Duchess Project is presented graphically below. The ore processed declines in 2031, reflecting the depletion of supplementary ore sources and waste stripping within the Inheritance open pit. The ore forecast to be processed subsequently peaks at approximately 1.6 Mt in 2032, reflecting a transitional period in which ore is sourced concurrently from the remaining open pit operations and the commencement of underground mining at the Nil Desperandum deposit. Ore processed declines from 2033 following the cessation of open pit mining, with production thereafter sourced primarily from underground operations.



Source: Adjusted Model

The graph below shows the copper produced over the life of the Greater Duchess Project.



Source: Adjusted Model

The graph below shows the gold produced over the life of the Greater Duchess Project.

Source: Adjusted Model

Royalties

The Greater Duchess Project is subject to the following royalties, which are all reflected in the Adjusted Model:

- State royalties – being a 4.0% royalty on any copper sold and a 5.0% royalty on any gold sold.

In assessing the royalty assumptions adopted, we note that royalty rates are consistent with the Queensland royalty regime and appear reasonable. Under the Queensland royalty framework, copper production attracts a royalty rate of 5.0% when the realised copper price exceeds US$9,200 per tonne. Given prevailing copper prices, the maximum royalty rate is applicable. A 20% discount is available where processing occurs within Queensland, resulting in an effective royalty rate of 4.0%. Gold production attracts a royalty rate of 5.0% when the realised gold price exceeds US$890 per ounce. Given prevailing gold prices, the maximum royalty rate is also applicable to gold production. No equivalent Queensland processing discount applies to gold royalties. Accordingly, the royalty assumptions adopted are considered reasonable having regard to current commodity prices and the applicable Queensland royalty legislation.

Depreciation

We note that the capital expenditure has been depreciated over the life of mine and has been deducted from the pre-tax cash flows to arrive at the taxable income, thereby providing a tax shield benefit.

Receivables and payables

We have not reflected an opening balance of receivables and payables in the Adjusted Model, as these balances are considered separately in Section 11.1.6.

Taxation

We have modelled corporate taxes within the Adjusted Model, incorporating available carried forward tax losses as at 30 June 2026 of approximately $63.4 million. Additionally, tax losses generated through the development and early production stages of the life of mine in the Adjusted Model have also been utilised against forecast taxable income.

We have modelled the corporate tax at the Australian corporate tax rate of 30% throughout the life of mine.

Debt cash flows

We have assumed Carnaby would finance the development of the Greater Duchess Project with a mix of debt and equity funding. Our assumed capital structure assumptions for Carnaby's funding of the Greater Duchess Project, prior to the Proposed Transaction, are detailed further in Section 11.1.2 below.

We have assumed that the debt will be drawn down as required, for capital expenditure to fund the development of the Greater Duchess Project.

Discount rate

In our assessment of an appropriate discount rate to apply to the cash flows distributed to Carnaby shareholders from the Greater Duchess Project, we consider the most appropriate discount rate to be Carnaby's cost of equity. This is because the Adjusted Model includes debt cash flows and therefore, the cash flows in the Adjusted Model represent cash flows to equity holders.

We have selected a nominal after tax cost of equity of 14.0% per annum to discount the cash flows of the Greater Duchess Project to its present value.

In selecting this discount rate, we have considered the following:

- the rate of return for comparable ASX listed copper and gold producing companies
- the risk profile of Carnaby as compared to the comparable companies identified.

A detailed assessment of the discount rate is contained in Appendix 4.

Sensitivity Analysis

Our DCF valuation of the Greater Duchess Project is sensitive to changes in forecast copper and gold prices, operating costs, capital expenditure, foreign exchange rates, forecast inflation rates, and the discount rate. Therefore, we have included sensitivity analyses to consider the value of the Greater Duchess Project under the following scenarios:

- A relative change of +/- 10% to the copper price
- A relative change of +/- 10% to the gold price
- A relative change of +/- 10% to operating costs
- A relative change of +/- 10% to capital expenditure
- A relative change of +/- 10% to the AUD/USD exchange rate
- An absolute change of +/- 1% to the inflation rate over the forecast period
- A discount rate in the range of 12.00% to 16.00%.

The following sensitivities have been prepared to assist Shareholders in considering the potential effects to the value of the Greater Duchess Project if our base case assumptions change:

Sensitivity analysis of the DCF valuation of Carnaby's Greater Duchess Project					
% Relative flex	Capital costs	Operating costs	Copper price ($US/t)	Gold price (US$/oz)	Exchange rate (AUD/USD)
+10%	159,352	115,416	247,187	185,105	57,678
+8%	162,217	127,128	232,518	182,820	78,707
+6%	165,082	138,820	217,835	180,534	100,733
+4%	167,947	150,506	203,136	178,248	123,843
+2%	170,812	162,122	188,420	175,962	148,176
-	173,676	173,676	173,676	173,676	173,676
-2%	176,541	185,218	158,920	171,391	200,530
-4%	179,406	196,730	144,060	169,105	228,897
-6%	182,271	208,224	129,155	166,819	258,944
-8%	185,136	219,699	114,241	164,532	290,859
-10%	188,000	231,157	99,310	162,245	324,828

Source: Adjusted Model and BDO analysis

Sensitivity analysis of the DCF valuation of the Greater Duchess to the discount rate					
Discount rate	12.00%	13.00%	14.00%	15.00%	16.00%
Value ($'000)	214,893	192,726	173,676	157,229	142,962

Source: Adjusted Model and BDO analysis

Sensitivity analysis of the DCF valuation of the Greater Duchess to the inflation rate					
Inflation rate	1.50%	2.00%	2.50%	3.00%	3.50%
Value ($'000)	163,816	168,675	173,676	178,825	184,124

Source: Adjusted Model and BDO analysis

In considering the above sensitivity analyses, the following should be noted:

- The variables described above may have compounding or offsetting effects and are unlikely to move in isolation.
- The variables which we have performed our sensitivity analyses are not the only variables which are subject to deviation from the forecast assumptions.
- The sensitivities performed do not cover the full range of possible variances from the base case assumptions used (i.e., variances could be greater than the percentage increases or decreases set out in this analysis).

We also note that we have presented the above sensitivities to highlight the sensitivity of the value of the Greater Duchess Project to changes in pricing and other assumptions.

Based on the above analysis, we consider the value of Greater Duchess Project to be in the range of $148.0 million to $200.0 million, with a preferred value of $174.0 million. The low and high values of our assessed range are based on +/- 2% movements in the AUD:USD exchange rate. Therefore, given the sensitivity of the value of the Greater Duchess Project to movements in the exchange rate and the historical volatility of the exchange rates, we consider it appropriate to adopt a wide range of values around our preferred position.

11.1.2. Notional funding of the Greater Duchess Project

As detailed in Section 10.1, RG 111.15 states that funding requirements for a company that is not in financial distress should be taken into account by the expert when determining the fair value of the company's securities, especially when using the DCF methodology.

The capital expenditure requirements for the development of the Greater Duchess Project are approximately $19.6 million (on a nominal basis), which are expected to be incurred from 1 January 2027. After considering corporate costs expected to be incurred by Carnaby until the Greater Duchess Project becomes cash flow positive, and converting the cash flows into nominal terms using the inflation assumptions detailed in Section 11.1.1, the total funding requirement for the development of the Greater Duchess Project is approximately $29.34 million (on a nominal basis).

In the absence of the Scheme, we have considered the alternatives for Carnaby to fund the development of the Greater Duchess Project. We have assumed that all of the Company's existing cash reserves of approximately $8.40 million (cash at 30 June 2026 of $9.39 million less remaining transaction costs of $0.99 million detailed in Section 11.1.8.) as at 30 June 2026 would be available for use towards the development of the Greater Duchess Project.

The remainder would be funded by a mix of debt and equity funding. The notional funding that we have assumed will be secured by Carnaby for the purposes of the development of the Greater Duchess Project is detailed in the following sections.

11.1.3. Notional debt funding

Based on our analysis and considering the size of the notional funding required to develop the Greater Duchess Project, we consider that a level of debt would be used to fund a portion of the pre-production capital expenditure in the absence of the Scheme.

In determining an appropriate notional debt funding arrangement that Carnaby would have been able to obtain for the development of the Greater Duchess Project in the absence of the Scheme, we consider it reasonable that approximately 50% of the pre-production capital expenditure would be funded by debt. We have taken into consideration the fact that the pre-production operating and capital expenditure of $29.34 million is 22.1% of Carnaby's market capitalisation prior to the Scheme. After applying this range to the pre-production capital expenditure requirement of $29.34 million results in a debt facility size of approximately $16.116 million, which we consider reasonable.

In estimating a cost of debt for Carnaby, we have analysed interest rates paid on debt facilities held by comparable ASX-listed companies which have a similar risk profile to Carnaby. We have based our analysis on comparable companies with projects in the advanced development phase or early production phase, with a narrowed data set of companies with projects in Australia.

A summary of our identified comparable companies and the analysis of the respective debt facilities is presented in the table below:

Company name	Commodity and stage	Security	Market cap. 31-Aug-26 (A$m)	Loan facility size (A$'000)	BDO calculated cost of debt*	Asset location
Bellevue Gold Limited	Gold producer	Secured	2,374.08	100,000	7.15%	Australia
Develop Global Limited	Copper-zinc producer	Secured	1,785.22	93,190	6.50%	Australia
Pantoro Gold Limited	Gold Producer	Secured	1,056.04	27,100	6.66%	Australia
AIC Mines Limited	Copper-gold producer	Secured	646.07	57,348	6.81%	Australia
Aeris Resources Limited	Copper producer	Secured	598.58	50,000	15.50%	Australia
Caravel Minerals Limited	Copper developer	Secured	167.63	15,000	10.00%	Australia
Mean			**1,104.60**	**57,106**	**8.77%**	
Median			**851.06**	**53,674**	**6.98%**	

* We note some of these facilities have a base rate determined by short term floating interest rates plus a margin, which we have calculated as at around the date of this Report. Where there are multiple facilities, we have determined a weighted cost of debt across the facilities.

Source: ASX announcement and BDO analysis

Based on the analysis above and considering Carnaby's specific risk profile, we estimate that a reasonable interest rate of approximately 10% would apply on a debt facility available to Carnaby. We note that this cost of debt estimate reflects a premium above the observed mean and median rates for the comparable companies. This is due to the following additional operational risk factors of Carnaby and the Greater Duchess Project, relative to the comparable companies:

- The peer group companies are copper and gold producers, with one developer, whereas Carnaby is a near-term developer with no existing production or operational cash flows. As development-stage projects carry greater operational and credit risk, lenders typically demand higher interest rates.
- Carnaby's single asset focus on the Greater Duchess Project increases concentration risk for lenders, with a lack of operation and geographical diversification to offset project specific issues. In contrast, some of the comparable companies generally hold multiple projects within Australia.
- Carnaby's current market capitalisation of approximately $132.5 million (prior to the announcement of the Scheme) is substantially lower than that of the peer group (excluding Carvel Minerals Limited), with the mean and median of $929.9 million and $660.9 million, respectively. Smaller companies are generally viewed as higher risk due to their limited financial flexibility, weaker negotiating power, and reduced access to capital markets.

Taking into account these factors, we consider a 10% cost of debt to be a reasonable estimate for Carnaby. We note that changes to the proportions of debt and equity funding in the Adjusted Model do not have a material impact on our valuation, nor would such changes impact our opinion.

We have also assumed a notional debt facility fee in the Adjusted Model. Based on our experience with mining companies seeking project financing, we consider an upfront fee of approximately 2% of the total debt facility to be reasonable.

A summary of the notional funding of the Greater Duchess Project in the absence of the Scheme is set out below:

Notional funding of the Greater Duchess Project	$'000
Total expenditure requirement (a)	**31,600**
Notional debt facility	16,116
Less: Loan establishment fee	(316)
Total funding obtained through notional debt funding (b)	**15,800**
Shortfall (to be obtained through notional equity raising) (a) - (b)	**15,800**
Less: Carnaby's cash balance as at 30 June 2026	(9,392)
Add: Transaction costs to be incurred	990
Cash required to be raised by Carnaby through notional equity raising, net of costs ($'000)	**7,398**

Source: BDO analysis

We consider that the Company could reasonably secure debt funding of $16.116 million, resulting in a shortfall of approximately $7.398 million after utilising its adjusted cash reserves. This funding shortfall is then assumed to be obtained through a notional equity raise, which detailed in the following section.

11.1.4. Notional equity funding

The funding shortfall for the development of the Greater Duchess Project (after considering the debt facility, existing cash reserves and working capital requirements is approximately $7.398 million. Therefore, we have included a notional equity raising to fulfil Carnaby's remaining funding requirements.

To determine the required amount to be raised, we have grossed up the funding shortfall to reflect the costs likely to be incurred in conducting the capital raising. We have assessed the costs of a capital raising to be approximately 6% of the total funds raised. Therefore, Carnaby will be required to raise an equivalent of approximately $7.871 million (inclusive of costs) to meet the funding shortfall, which is set out in the table below:

Cash raised through notional equity raise	$'000
Equity funding required	7,398
Placement fee (6% of funds raised)	472
Cash required to be raised through notional equity raising, inclusive of costs	**7,871**

Source: BDO analysis

To determine the likely price at which Carnaby would have to place its shares to a third party or to current shareholders under a notional capital raising to fulfil the funding shortfall, we considered the VWAP of Carnaby's shares and the discount at which shares have been issued by ASX-listed companies when compared to the respective companies' 30-day VWAP prior to the announcement of the respective placement.

We considered the discount at which shares have been issued by ASX-listed companies over the last three years. A summary of our results is set out in the table below:

	Placement size: Between $5 million and $20 million	Placement as % of market cap. (1% to 20%)	Market cap: $50 million to $200 million
All ASX			
Number of Placements	465	1391	442
Mean discount	16.81%	16.77%	16.09%
Median discount	14.58%	14.29%	12.90%
ASX Mining			
Number of Placements	313	894	295
Mean discount	16.38%	17.24%	16.14%
Median discount	14.29%	14.50%	13.62%

Source: S&P Capital IQ and BDO analysis

We have analysed discounts for capital raisings in which the amount raised was between $5 million and $200 million. The median placement discount for all ASX-listed companies and ASX-listed mining companies was 14.58% and 14.29%, respectively.

We note that the size of the notional equity raising would be approximately 2% of Carnaby's market capitalisation prior to the announcement of the Scheme. Therefore, we have analysed discounts for equity raisings in which the amount raised was between 1% and 20% of the company's market capitalisation at the time of the raising and found that the median placement discount for all ASX-listed companies and ASX-listed mining companies was 14.29% and 14.50% respectively.

We have also assessed the discounts of capital raisings for companies with market capitalisations between $50 million and $200 million (a band in which Carnaby's pre-scheme market capitalisation falls). The mean and median discount across all ASX-listed companies in this band was 16.09% and 12.90% respectively. For ASX-listed mining companies in this band, the mean and median discount was 16.14% and 13.62% respectively.

Given the consistency of the trends in the placement discounts evidenced above, and the relevance to Carnaby's circumstances, we consider an appropriate placement discount to be 15%.

In section 11.2 of our Report, we assess the quoted market price of Carnaby shares. From this analysis, we assessed the value of a Carnaby share to be between $0.50 and $0.60, on a minority interest basis. Applying a discount of 15% to the assessed value of a Carnaby share prior to the announcement of the Scheme results in an assumed notional equity raising price of between $0.425 and $0.510 per share.

The table below summarises the number of shares that Carnaby would need to issue, in order to cover the funding shortfall, based on the assessed notional equity raising price.

Cash raised through notional equity raise	Low	Preferred	High
Cash required to be raised through notional equity, net of costs ($'000)	7,871	7,871	7,871
Quoted market price (minority) ($/share)	0.50	0.55	0.60
Assessed placement discount	*15%*	*15%*	*15%*
Capital raising price ($/share)	**0.425**	**0.468**	**0.510**
Number of shares issue under notional equity raising	**18,518,974**	**16,817,444**	**15,432,478**

Source: S&P Capital IQ and BDO analysis

The number of shares issued under the notional equity raising have been included in the total number of Carnaby shares on issue prior to the Scheme for the purposes of our Sum-of-Parts valuation (see Section 11.1.9).

11.1.5. Valuation of Carnaby's residual resource and other mineral assets

We instructed ERM to perform an independent market valuation of the residual resources and exploration potential not included in the DCF valuation of the Greater Duchess Project.

ERM has adopted values informed by comparable transaction analysis and industry yardsticks to determine its valuation range for the residual resources not included in the DCF valuation of the Greater Duchess Project. In valuing the exploration potential of Carnaby's mineral assets, ERM considered the comparable transactions and yardstick methods. For further information on ERM's approach and conclusions, refer to ERM's ITSR, which is included in Appendix 5 of our Report.

The residual resources outside the life-of-mine plan represent a significant component of the overall MRE for the Greater Duchess Project. We note that our DCF valuation of the Greater Duchess Project only reflects the reserves and resources included in the current LOM plan.

The range of values for Carnaby's mineral assets as assessed by ERM is summarised below.

Value of Carnaby's mineral assets outside the LOM plan	Low $,000	Preferred $,000	High $,000
Residual resources	56,000	66,000	75,000
Exploration potential	2,500	7,200	15,600
Total	**58,500**	**73,200**	**90,600**

Source: ITSR prepared by ERM

Further information on ERM's approach and conclusions is detailed in its ITSR contained in Appendix 5.

11.1.6. Valuation of Carnaby's other assets and liabilities

The other assets and liabilities of Carnaby represent the assets and liabilities that have not been specifically addressed elsewhere in our Sum-of-Parts valuation. From our discussions with Carnaby, and our analysis of the other assets and liabilities, we do not consider there to be a material difference between book value and fair value, unless an adjustment has been noted below.

A summary of the other assets and liabilities identified is shown below:

Other assets and liabilities	Note	Audited as at 30 June 2026 $	Adjusted $
CURRENT ASSETS			
Cash and cash equivalents		9,391,670	9,391,670
Other financial assets		15,000	15,000
Prepayments		95,106	95,106
Other receivables		258,446	258,446
Other current assets		520,000	520,000
TOTAL CURRENT ASSETS		**10,280,222**	**10,280,222**
NON-CURRENT ASSETS			
Trade and other receivables		61,463	61,463
Other financial assets		1,357,432	1,357,432
Exploration and evaluation assets	a)	35,607,846	-
Property, plant and equipment	b)	118,902	118,902
Right of use assets		71,489	71,489
TOTAL NON-CURRENT ASSETS		**37,217,132**	**1,609,286**
TOTAL ASSETS		**47,497,354**	**11,889,508**
CURRENT LIABILITIES			
Trade and other payables		1,409,055	1,409,055
Lease liabilities		50,551	50,551

Other assets and liabilities	Note	Audited as at 30 June 2026 $	Adjusted $
Employee benefits		217,628	217,628
TOTAL CURRENT LIABILITIES		**1,677,234**	**1,677,234**
NON-CURRENT LIABILITIES			
Lease liabilities non-current		22,413	22,413
Employee benefits non-current		84,875	84,875
Provisions	c)	1,383,682	-
TOTAL NON-CURRENT LIABILITIES		**1,490,970**	**107,288**
TOTAL LIABILITIES		**3,168,204**	**1,784,522**
NET ASSETS		**44,329,150**	**10,104,986**

Source: Carnaby's audited financial statements for the year ended 30 June 2026 and BDO analysis

We have been advised that there have not been any significant changes to the net assets of Carnaby since 30 June 2026 and that the above assets and liabilities represent their fair market values apart from the adjustments detailed below.

We note the following in relation to the above valuation of Carnaby's other assets and liabilities:

Note a) Exploration and evaluation assets

We have adjusted the book value of capitalised exploration expenditure of $35.61 million as at 30 June 2026 to nil, as it is reflected in the valuation of Carnaby's interest in the Greater Duchess Project and the residual resources, which have been valued separately in Sections 11.1.1 and 11.1.5, respectively.

Note b) Property, plant and equipment

The property, plant and equipment balance has not been included in the Adjusted Model, therefore we have included the balance in other assets and liabilities.

Note c) Provisions

The book value of provisions of $1.38 million as at 30 June 2026 relates to site rehabilitation costs including the costs associated with reclamation, rehabilitation and other costs associated with the restoration of the site. We have adjusted the book value of the provisions of $1.38 million as at 30 June 2026 to nil as the liability has been included in the future cash flows of the Greater Duchess Project valued separately in section 11.1.1.

11.1.7. Present value of Carnaby's corporate overhead costs

Corporate costs consist of all corporate administration costs that cannot be directly attributable to operations at the Greater Duchess Project. As corporate costs have not been included in the Adjusted Model, we have separately assessed these costs in our Sum-of-Parts valuation of a Carnaby share prior to the Scheme.

As part of our analysis, we have considered the corporate costs that Carnaby has incurred historically. Set out below are the corporate costs incurred by Carnaby over the last three financial years.

	Year ended 30-Jun-26 $'000	Year ended 30-Jun-25 $'000	Year ended 30-Jun-24 $'000
Corporate costs of Carnaby	**(1,219)**	**(989)**	**(1,583)**

Source: BDO analysis and Carnaby's audited financial statements for the years ended 30 June 2024 and 30 June 2025 and 30 June 2026.

Our DCF valuation is based on the assumption that the Greater Duchess Project is developed through to production. We would expect that the corporate costs of Carnaby will increase once the Company commences production, with the historical level of corporate costs incurred unlikely to reflect the future corporate costs of Carnaby. Therefore, we have considered the corporate costs of companies of similar size, scale and nature of operations to those of Carnaby were it to operate the Greater Duchess Project over the LOM.

While we note that these companies are exposed to a range of commodities, corporate costs are generally comparable across commodities and therefore considered appropriate for benchmarking purposes. A summary of the companies selected, and the average corporate costs incurred over the most recent three reporting periods are set out below:

Company Name	Revenue for the LTM $m	Market cap. as at 30-Jun-26 $m	Corporate costs for FY26* $'000	Corporate costs for FY25 $'000	Corporate costs for FY24 $'000
Carnaby Resources Limited	**0.00**	**161.5**	**(1,219)**	**(989)**	**(1,583)**
Pantoro Gold Limited	442.47	900.2	(6,614)	(6,249)	(5,346)
AIC Mines Limited	245.23	578.3	(8,416)	(8,843)	(6,959)
New Murchison Gold Limited	219.29	434.6	(2,864)	(3,745)	(2,229)
Brightstar Resources Limited	70.07	323.9	(9,716)	(7,802)	(3,191)
Meeka Metals Limited	65.17	279.9	(4,514)	(2,452)	(1,420)
Austral Resources Australia Ltd	3.53	182.1	(1,671)	(2,671)	(2,996)
KGL Resources Limited	0.00	162.0	(1,439)	(2,806)	(2,776)
Caravel Minerals Limited	0.00	134.1	(3,228)	(3,228)	(3,186)
Mean (excluding Carnaby)	**130.7**	**374.4**	**(4,807.8)**	**(4,724.5)**	**(3,512.9)**
Median (excluding Carnaby)	**67.6**	**301.9**	**(3,871.1)**	**(3,486.5)**	**(3,091.0)**

Source: Annual Reports, S&P Capital IQ, and BDO analysis.

Business descriptions for the above comparable companies have been included at the end of Appendix 4 of our Report.

* Annualised based on most recent half-year financial statements except for Carnaby which has released its 30 June 2026 full year and Austral Resources which reports on a 31 December year end basis.

Based on the above analysis of corporate costs incurred by comparable ASX-listed companies and having consideration for the corporate costs incurred by Carnaby historically, we have assessed the real corporate costs of Carnaby to be in the range of $4.0 million to $5.0 million per annum, in real terms. We note that Carnaby's corporate costs over the forecast period should be reflective of a company that is in the production phase of the mining life cycle. As such, our assessed range has been weighted more towards the historical corporate costs of the comparable companies that are in the production phase.

We have however assumed the real corporate costs of Carnaby to be approximately $1.0 million per annum whilst the Greater Duchess Project is still in development. Our assessed range for the pre-production corporate costs has been weighted towards Carnaby's historical corporate costs and comparable companies in the development phase. Once the Company commences production, we have assumed corporate costs will increase to $4.0 million per annum in the high valuation scenario and will increase to $5.0 million per annum in the low valuation scenario (both stated on a real basis).

In determining the present value of these corporate costs over the life of mine, we have applied our assessed forecast inflation rates as set out in Section 11.1.1 of our Report to the corporate costs over the forecast period and have discounted these cash flows at our assessed cost of equity 14%, as detailed in Appendix 4. We have also reduced the corporate cost cash flows to incorporate the tax shield received by Carnaby for incurring these corporate costs.

Based on the above, we consider the present value of corporate costs to be in the range of $18.83 million and $23.34 million, with a rounded midpoint value of $21.09 million.

11.1.8. Transaction costs

We have reflected the transaction costs that are expected to be incurred by Carnaby subsequent to 30 June 2026, regardless of whether the Scheme proceeds. The transaction costs to be incurred by Carnaby have been estimated to be $1.09 million as detailed in the Scheme Booklet.

We have not considered the $0.10 million of transaction costs that have been incurred by Carnaby prior to 30 June 2026, as these costs are reflected in the valuation of Carnaby's other assets and liabilities, leaving $0.99 million to be incurred post 30 June 2026.

11.1.9. Number of Carnaby shares on issue prior to the Scheme

The table below outlines the number of shares on issue prior to the Scheme, plus shares issued under the notional equity funding.

Shares on issue prior to the Proposed Transaction	Ref.	Low	Preferred	High
Number of shares on issue prior to the Scheme	4	276,119,864	276,119,864	276,119,864
Number of shares issued under the notional equity raise	11.1.4	18,518,974	16,817,444	15,432,478
Total number of Carnaby shares on issue prior to the Scheme		**294,638,838**	**292,937,308**	**291,552,342**

Source: BDO analysis

11.2 QMP valuation

To provide a comparison to the valuation of Carnaby in Section 11.1, we have also assessed the QMP of a Carnaby share.

The quoted market value of a company's shares is reflective of a minority interest. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

RG 111.43 suggests that when considering the value of a company's shares for the purposes of a control transaction the expert should consider a premium for control. An acquirer could be expected to pay a premium for control due to the advantages they will receive should they obtain 100% control of another company. These advantages include the following:

- Control over decision making and strategic direction.

- Access to underlying cash flows.
- Control over dividend policies.
- Access to potential tax losses.

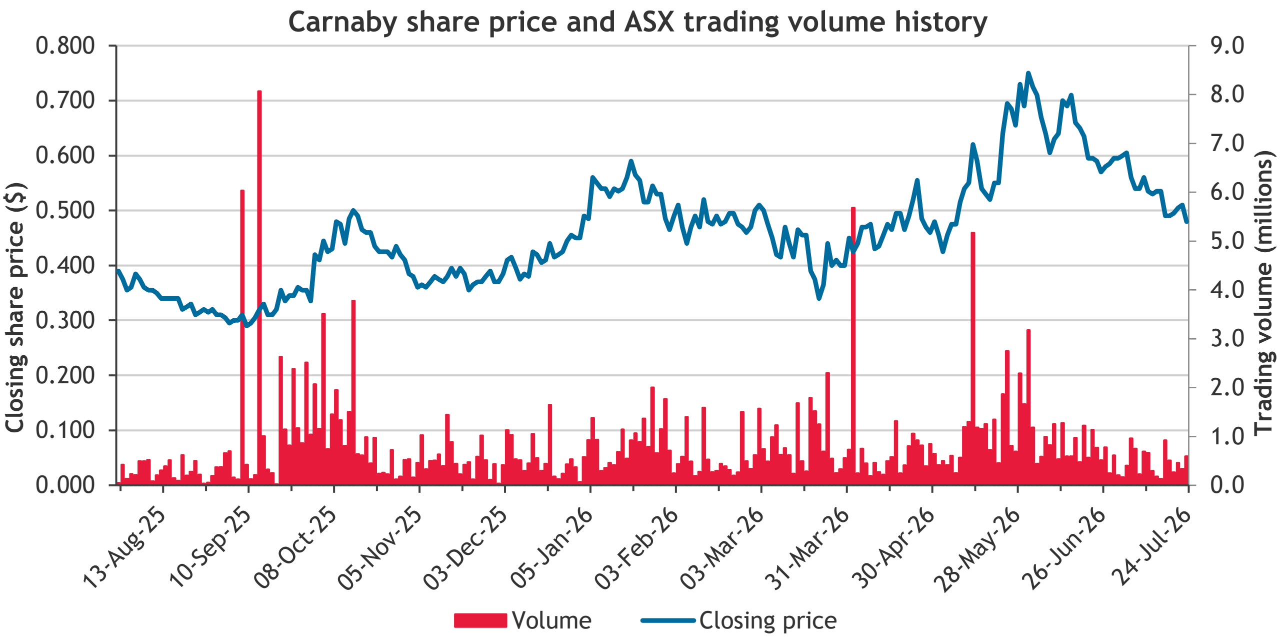
We have assessed the Scheme to be a control transaction accordingly Evolution should pay a full premium for control.

Therefore, our calculation of the QMP of a Carnaby share including a premium for control has been prepared in two parts. The first part is to calculate the QMP of a Carnaby share on a minority interest basis. The second part is to add a premium for control to the minority interest value to arrive at a QMP value that includes a premium for control.

Minority interest value

Our analysis of the QMP of a Carnaby share is based on the pricing prior to the announcement of the Scheme. This is because the market pricing following the announcement of the Scheme may include the effects of any change in value resulting from the Scheme. However, we have considered the value of a Carnaby share following the announcement of the Scheme when we have considered reasonableness in Section 14.

The Scheme was announced on 27 July 2026. Therefore, we have assessed the QMP of a Carnaby share over the period from 30 July 2025 to 24 July 2026, inclusive. The following chart provides a summary of the closing share price movements and trading volume of Carnaby shares over this period.



Source: S&P Capital IQ and BDO analysis

The closing price of a Carnaby share over the period from 30 July 2025 to 24 July 2026 ranged from a low of $0.290 on 10 September 2025 to a high of $0.750 on 2 June 2026. The largest day of single trading over the assessed period was 15 September 2025, when 8,065,097 shares were traded.

To provide further analysis of the QMP of a Carnaby share, we have also considered the VWAP for 10, 30, 60 and 90-day periods to 24 July 2026, being the last trading day prior to the announcement of the Scheme, to remove the influence of any movements in the price of Carnaby shares that have occurred following the announcement of the Scheme.

Share price per unit	24-Jul-26	10 days	30 days	60 days	90 days
Closing price	$0.480				
Volume-weighted average price (VWAP)		$0.507	$0.588	$0.611	$0.555

Source: S&P Capital IQ and BDO analysis

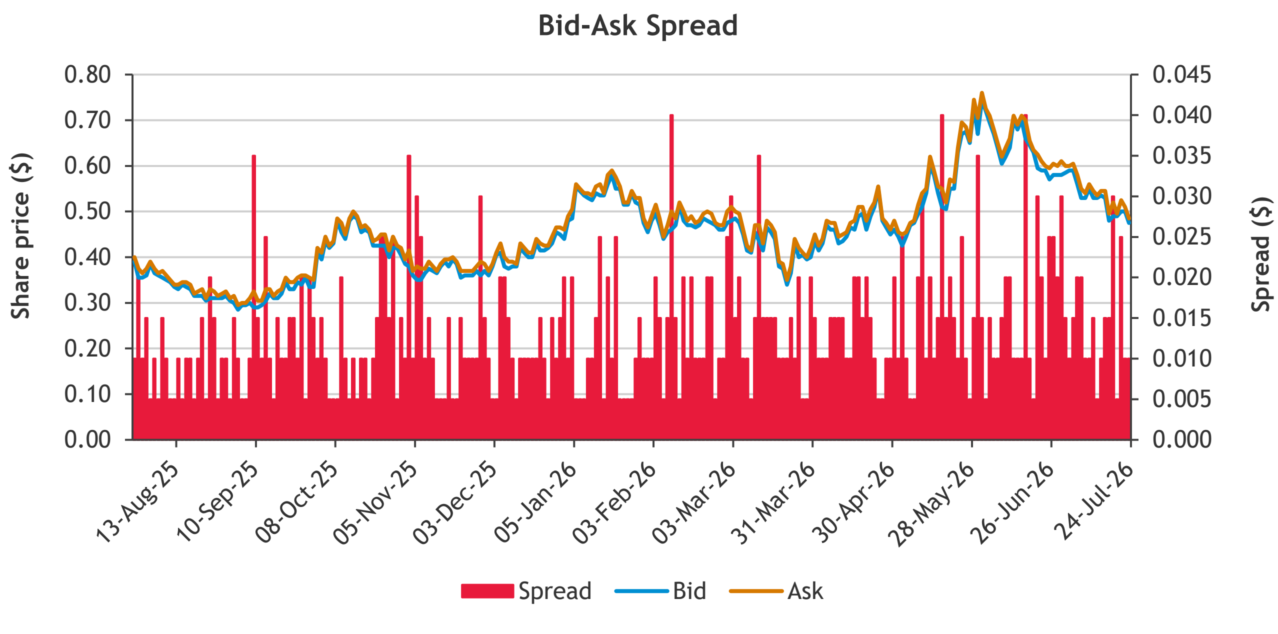
An analysis of the volume of trading in Carnaby shares over the 180-trading day period to 24 July 2026 is set out below:

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of issued capital
1 day	$0.480	$0.480	590,890	0.21%
10 days	$0.480	$0.535	4,346,333	1.57%
30 days	$0.480	$0.710	17,478,342	6.33%
60 days	$0.425	$0.750	53,695,022	19.45%
90 days	$0.340	$0.750	80,038,315	28.99%
180 days	$0.340	$0.750	139,694,517	50.59%

Source: S&P Capital IQ and BDO analysis

This table indicates that Carnaby's shares display a moderate level of liquidity, with 50.59% of the Company's issued capital being traded over the assessed 180-trading day period. RG 111.86 states that for the QMP methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale.

Additionally, we have considered the bid-ask spread of Carnaby shares for the twelve-month period prior to the announcement of the Scheme, which is outlined in the graph below.



Source: S&P Capital IQ and BDO analysis

We calculated the average spread over the period from 30 July 2025 to 24 July 2026 to be $0.013, which equates to approximately 2.90% of the prevailing share price over that period.

We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities.
- At least 1% of a company's securities are traded on a weekly basis.

- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company.
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of Carnaby, we consider the shares to display a moderate to high level of liquidity, on the basis that more than 1% of securities have been traded weekly on average over the assessed period, with 50.59% of Carnaby's issued capital being traded over the 180-day period, prior to the announcement of the Scheme. In addition, of the 53 weeks in which our analysis is based, more than 1% of the Company's securities had been traded in 33 of those weeks.

Our assessment is that a range of values for a Carnaby share based on market pricing, after disregarding post-announcement pricing, is between $0.50 and $0.60 with a preferred midpoint of $0.55.

QMP including control premium

Based on our control premium analysis in Appendix 3, we consider an appropriate premium for control to be in the range of 25% to 35%. Applying a control premium to Carnaby's discounted QMP results in the following QMP including a premium for control:

QMP valuation of a Carnaby share prior to the Scheme (control)	Low $	High $
QMP of a Carnaby share prior to the Scheme (minority interest basis)	0.500	0.600
Control premium (Appendix 3)	*25%*	*35%*
QMP valuation of a Carnaby share prior to the Scheme (controlling interest basis)	**0.625**	**0.810**

Source: BDO analysis

Therefore, our valuation of a Carnaby share based on the QMP methodology and including a premium for control is between $0.625 and $0.810. With no preference for either end of the range, our preferred QMP valuation is $0.718 which reflects the midpoint of the low and high valuation points.

11.3 Assessment of the value of a Carnaby share prior to the Scheme

The results of the valuations performed are summarised in the table below:

Valuation of a Carnaby share prior to the Scheme	Ref.	Low $	Preferred $	High $
Sum-of-Parts (controlling interest basis)	11.1	0.679	0.830	0.992
QMP (controlling interest basis)	11.2	0.625	0.718	0.810

Source: BDO analysis

We consider the QMP approach to be supportive of our primary Sum-of-Parts valuation.

We consider the Sum-of-Parts approach to be the most appropriate methodology to value a Carnaby share, as the core value of a Carnaby share lies in the value of the Greater Duchess Project, which has been valued using the DCF methodology, and the residual resources at the Greater Duchess Project, which have not been included in the DCF valuation, have been independently valued by ERM in accordance with the VALMIN Code and ASIC's Regulatory Guides.

As outlined in our QMP valuation analysis, Carnaby's shares exhibited moderate liquidity in the period prior to the announcement of the Scheme and therefore we consider the market pricing of Carnaby's shares to be a reasonable indicator of the value of a Carnaby share. We note that the range of values assessed under the QMP methodology supports the low end of the value range assessed under the Sum-of-Parts methodology.

The preferred and high values under the Sum-of-Parts methodology exceed the range of values under the QMP methodology, as market participants may be valuing Carnaby on a different basis to that used under the Sum-of-Parts methodology. In particular, our Sum-of-Parts valuation incorporates the updated MRE announced by Carnaby on 24 August 2026, which increased the MRE of the Greater Duchess Project, and stronger commodity prices from those exhibited prior to the announcement of the Scheme. This increase in MRE has been independently valued by ERM outside of the DCF of the Greater Duchess Project in accordance with applicable requirements as outlined above and is included the valuation of the residual resources at the Greater Duchess Project. The range of values determined under the QMP methodology was assessed over the period prior to the announcement of the Scheme on 27 July 2026, and therefore does not reflect the impact of the updated MRE on the value of a Carnaby share.

Based on the results above we consider the value of a Carnaby share to be between $0.679 and $0.992, with a preferred value of $0.830.

12. Valuation of the Scheme Consideration

Under the terms of the SID, each eligible Shareholder will be entitled to receive the Scheme Consideration, being 0.0682 New Evolution Shares, for each Carnaby share held at the Record Date. We have applied the QMP approach to assess the value of a share in the Merged Group (on a minority interest basis) and therefore the value of the Scheme Consideration.

12.1 QMP valuation of the Merged Group

When assessing non-cash consideration in control transactions, RG 111.31 suggests that a comparison should be made between the value of the securities being offered (allowing for a minority discount) and the value of the target entity's securities, assuming 100% of the securities are available for sale. This comparison reflects the fact that:

a) The acquirer is obtaining or increased control of the target

b) The security holders in the target will be receiving scrip constituting minority interests in the combined entity.

RF 111.32 suggests that if we use the quoted market price of securities to value the offered consideration, then we must consider and comment on:

a) The depth of the market for those securities

b) The volatility of the market price

c) Whether or not the market value is likely to represent the value if the takeover bid is successful.

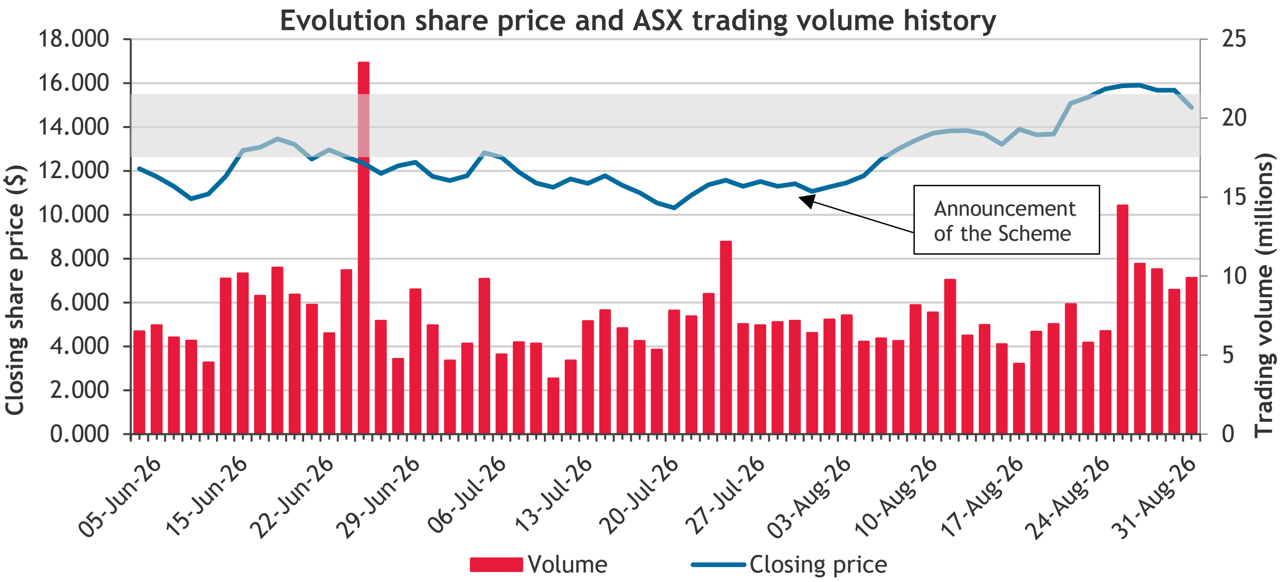
Under RG 111.34 it is noted that if, in a scrip bid, the target is likely to become a controlled entity of the bidder, the bidder's securities can also be valued using a notionally combined entity. However, it should still be noted that accepting holders will hold minority interests in that combined entity. Therefore, we have assessed the value of a Merged Group share on a minority interest basis.

In valuing the Scheme Consideration, we have adopted the QMP methodology to assess the value of 0.0682 New Evolution Shares. The value derived from this methodology reflects a minority interest value.

Post-announcement pricing of Evolution

Given that we are valuing the Scheme Consideration, being shares in the Merged Group that are to be received by Shareholders, we have used the market pricing of Evolution following the announcement of the Scheme. The market price of Evolution shares in the period following the announcement of the Scheme can be considered as an indicator of the value of the Merged Group because market participants are fully informed as to the terms of the Scheme, with the post announcement pricing of Evolution's shares reflecting the market's view of the value of a share in the Merged Group (on a minority interest basis). This value includes the acquisition of Carnaby and the associated dilution from issuing the Scheme Consideration.

We have analysed the movements in Evolution's share price since the Scheme was announced. A graph of Evolution's share price and trading volume leading up to and following the announcement of the Scheme is set out below, with our assessed value range shaded.



Source: S&P Capital IQ and BDO analysis

The Scheme was announced on 27 July 2026. On the date that the Scheme was announced the share price closed at $11.510, up from a closing price of $11.290 on the previous trading day. On that day, 6,393,650 shares were traded, representing approximately 0.31% of Evolution's issued capital. Following the announcement of the Scheme, the closing share price of Evolution has fluctuated between a low of $11.060 on 30 July 2026 to a high of $15.900 on 26 August 2026.

To provide further analysis of the market prices for an Evolution share post announcement of the Scheme, we have also considered the weighted average market price for the below periods following the announcement up to 31 August 2026.

Share price per unit	31-Aug-26	5 days	10 days	15 days	26 days (to announcement)
Closing price	$14.880				
VWAP	$14.874	$15.493	$15.112	$13.859	$13.185

Source: S&P Capital IQ and BDO analysis

In accordance with the guidance in RG 111.32(a), we also consider it appropriate to assess the depth of the market for Evolution shares before utilising the QMP methodology to value a share in the Merged Group. The table below sets out the liquidity of Evolution shares as proxied by the volume traded as a percentage of the number of shares on issue. We have performed this analysis over the 180-trading day period to 24 July 2026, being the last day of trading prior to the announcement of the Scheme, in order to determine whether there is sufficient trading in Evolution shares historically to rely on a QMP approach.

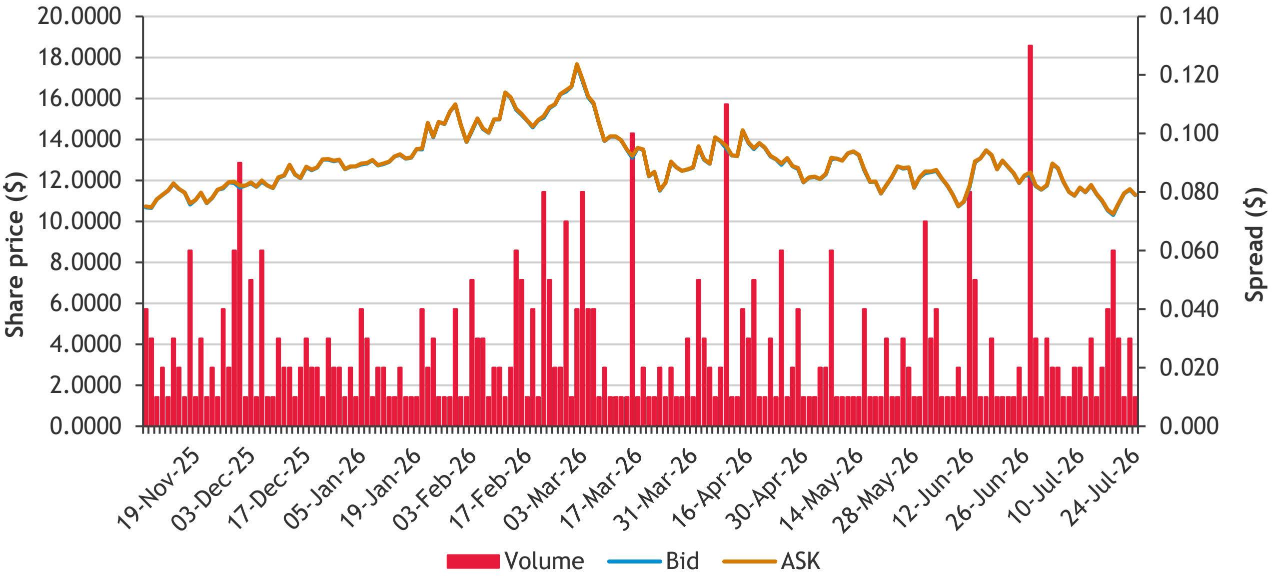
Trading days	Closing share price low	Closing share price high	Cumulative volume traded	As a % of issued capital
1 day	$11.290	$11.290	7,176,685	0.35%
10 days	$10.310	$11.780	75,674,422	3.72%
30 days	$10.310	$13.460	227,640,851	11.21%
60 days	$10.310	$13.460	461,929,935	22.74%
90 days	$10.310	$14.450	782,944,491	38.54%
180 days	$10.310	$17.670	1,408,404,515	69.34%

Source: S&P Capital IQ and BDO analysis

The table above indicates that Evolution's shares display a high level of liquidity, with 69.34% of Evolution's current issued capital being traded in a 180-day period. RG 111.86 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale.

Additionally, we have considered the bid-ask spread of Evolution shares for the 180-day period prior to the announcement of the Scheme, which is outlined in the graph below.

Bid-Ask Spread



Source: S&P Capital IQ and BDO analysis

We calculated the average spread over the period from 6 November 2025 to 24 July 2026 to be \$0.025, which equates to approximately 0.19% of the prevailing share price over that period.

We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities
- At least 1% of the company's securities are traded on a weekly basis
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of Evolution, we consider the shares to display a high level of liquidity, on the basis that more than 1% of securities have been traded weekly on average, with an average of 1.32% of Evolution's issued capital being traded weekly over a 180-day period, prior to the announcement of the Scheme. In addition, of the 38 weeks in which our analysis is based on, more than 1% of the Company's securities had been traded in 35 of those weeks. Our analysis of the bid-ask spread over this period suggests that it is unlikely that a single minority trade can significantly impact the price.

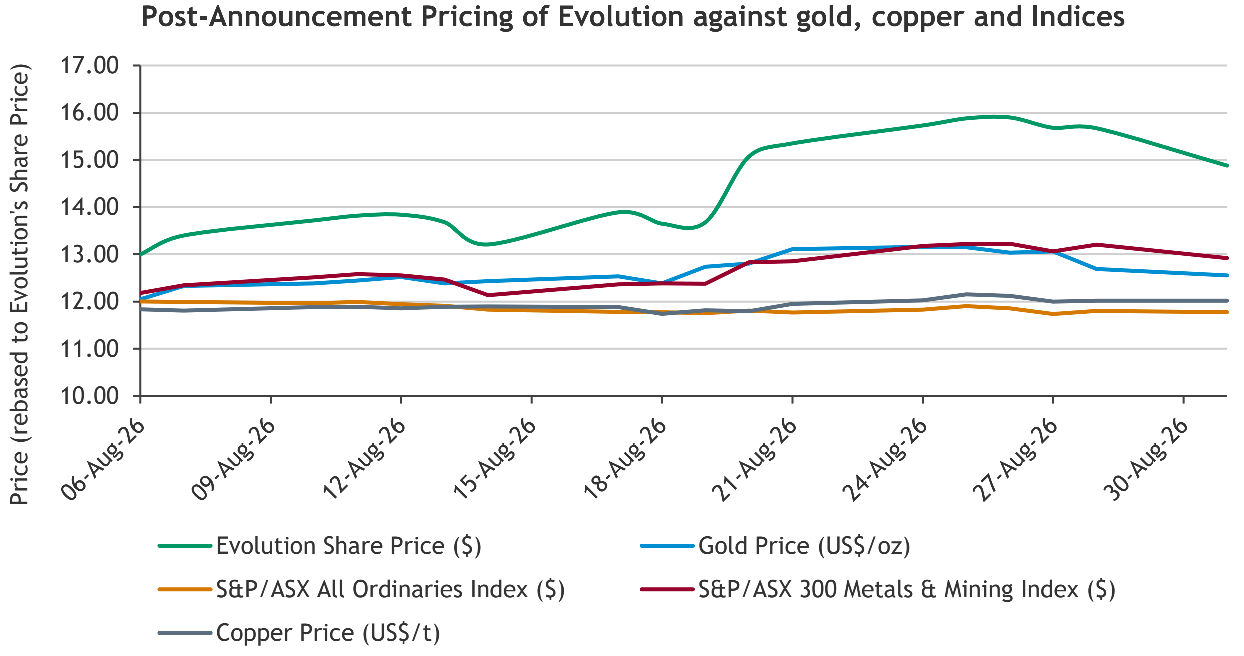
We have also analysed the liquidity of Carnaby shares, as proxied by the volume traded as a percentage of the number of shares on issue, over the post announcement period up to 31 August 2026. We conduct this analysis in order to determine whether we consider the Evolution shares to be liquid and active in the period following the announcement of the Scheme.

Trading days	Closing share price low	Closing share price high	Cumulative volume traded	As a % of issued capital
1 day	$14.880	$14.880	15,753,714	0.78%
5 days	$14.880	$15.900	47,339,503	2.33%
10 days	$13.650	$15.900	95,338,816	4.69%
15 days	$13.210	$15.900	127,172,468	6.26%
20 days	$11.780	$15.900	165,938,088	8.17%
26 days (to announcement)	$11.060	$15.900	183,744,100	9.05%

Source: S&P Capital IQ and BDO analysis

We consider the trading following the announcement of the Scheme to show high levels of liquidity with 9.05% of Evolution's shares being traded in the period (26 trading days) following the announcement of the Scheme.

We have considered whether there are other market factors which could influence the Evolution share price following the announcement of the Scheme by analysing movements in the ASX All Ordinaries Index, as a proxy for the market, the S&P/ASX 300 Metals and Mining Index, as a proxy for Carnaby's and Evolution's industry, and the gold and copper spot pricing, over the same post-announcement period. Our analysis is depicted in the graph below, with each factor rebased to Evolution's share price following the announcement of the Scheme in order to illustrate the relative performance of the indices, gold and copper prices and Evolution.



Source: S&P Capital IQ and BDO analysis

We note the performance of the ASX All Ordinaries Index, the S&P/ASX 300 Metals and Mining Index and the copper price remained relatively stable over the initial period following the announcement of the Scheme. We also note that since the announcement of the Scheme, the gold price has increased by approximately 9.07%. Over the same period, Evolution's share price has outperformed both the gold price and the S&P/ASX Metals and Mining Index. In addition, we note that over the period from the announcement of the Scheme to 31 August 2026, Evolution announced its statutory financial results for the year ended 30 June 2026, which included the announcement of the following in comparison to the year ended 30 June 2025:

- A 59% increase in statutory net profit
- A 57% increase in earnings per share
- A 57% increase cash flows
- A 62% increase in the final dividend of $0.21 per share.

The announcement of this information is wholly company specific, rather than attributable to the market, and we consider that it is likely contributing to Evolution's outperformance in comparison the commodity pricing and indexes outlined above.

Based on the above analysis, we consider there to be sufficient liquidity in Evolution's shares in order to utilise post-announcement pricing as an approach to valuing the Scheme Consideration. Further, there does not appear to be any market wide or industry events that have occurred between the announcement of the Scheme and the date of our Report that would distort our assessment of the impact of the Scheme on the value of a Merged Group share.

Our assessment of the value of an Evolution share, utilising the QMP of Evolution's shares following the announcement of the Scheme, which is reflective of the value of a share in the Merged Group (on a minority interest basis), is between $12.50 and $15.50, with a midpoint value of $14.00.

Under the Scheme, each Carnaby share will be converted into 0.0682 shares in the Merged Group. Accordingly, based on the QMP valuation, the value of the Scheme Consideration is:

Value of the Scheme Consideration	Low $	Preferred $	High $
QMP valuation of an Evolution share (minority interest basis)	12.500	14.000	15.500
Number of Merged Group shares that Shareholders will receive for each share held in Carnaby	*0.0682*	*0.0682*	*0.0682*
Value of the Scheme Consideration (minority interest basis)	**0.853**	**0.955**	**1.057**

Source: BDO analysis

Therefore, our valuation of the Scheme Consideration based on the QMP methodology over the post-announcement period is between $0.853 and $1.057, with a preferred value of $0.955 on a minority interest basis.

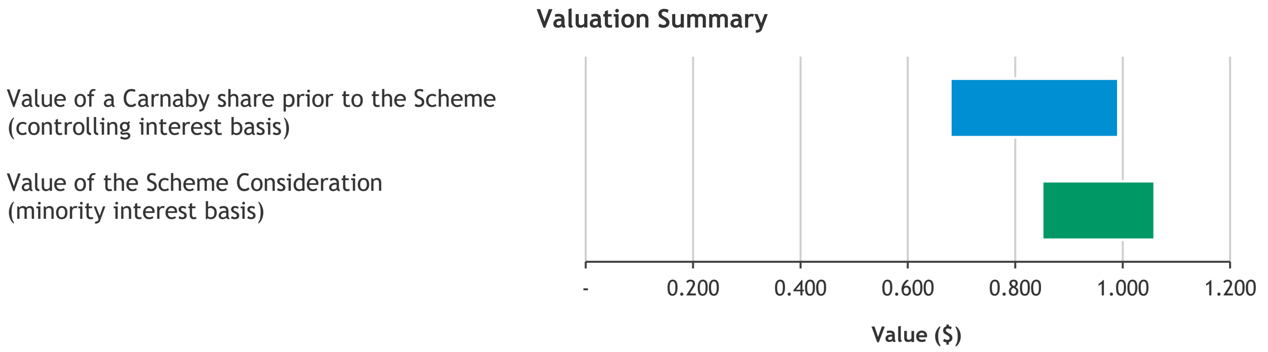
13. Is the Scheme fair?

The value of a Carnaby share prior to the Scheme on a controlling interest basis and the value of the Scheme Consideration, comprising 0.0682 shares in the Merged Group (on a minority interest basis), are compared below:

Fairness assessment	Ref	Low $	Preferred $	High $
Value of a Carnaby share prior to the Scheme (controlling interest basis)	11	0.679	0.830	0.992
Value of the Scheme Consideration (minority interest basis)	12	0.853	0.955	1.057

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

The above pricing indicates that, in the absence of a superior proposal, the Scheme is fair for Shareholders.

We consider the Scheme to be fair for Shareholders because the value of the Scheme Consideration is greater than our assessed valuation range for a Carnaby share prior to the Scheme on a controlling interest basis.

14. Is the Scheme reasonable?

We have considered the analysis below, in terms of the following:

- Advantages and disadvantages of the Scheme.
- Other considerations, including the position of Shareholders if the Scheme does not proceed and the consequences of not approving the Scheme.

In our opinion, the position of Shareholders if the Scheme is approved is more advantageous than the position if the Scheme is not approved. Accordingly, in the absence of any other relevant information and/or a superior proposal we consider that the Scheme is reasonable for Shareholders.

14.1 Advantages of approving the Scheme

We have considered the following advantages in our assessment of whether the Scheme is reasonable.

Advantage	Description
The Scheme is fair for Shareholders	As set out in Section 13 the Scheme is fair. RG 111 states that an offer is reasonable if it is fair.
Shareholders gain an interest in a substantially larger and more diversified mining company, while retaining exposure to Carnaby's projects	Carnaby's assets are currently in the development stage and are not generating operating cash flows. Following implementation of the Scheme, Shareholders will exchange their interest in a single-asset development company for an interest in Evolution, a substantially larger mining company with a portfolio of operating assets, established cash flows and exposure to multiple commodities and jurisdictions. Shareholders will also retain indirect exposure to the Greater Duchess Project through their shareholding in Evolution.
Evolution has a large free float of shares, resulting in greater liquidity, should Shareholders decide to exit their investment	If Shareholders approve the Scheme, they will receive shares in a substantially larger company with a larger free float and greater liquidity than Carnaby prior to the Scheme. As noted in Section 11.2, Carnaby's shares prior to the announcement of the Scheme display a moderate level of liquidity. In Section 12.1, our analysis shows that Evolution shares post-announcement display a high level of liquidity. Shareholders in the Merged Group will receive shares with improved liquidity, which may result in an increased ability for Shareholders to realise their investment, should they choose to exit their position.
Evolution's strong balance sheet reduces the funding and dilution risks associated with developing the Greater Duchess Project	Evolution has a substantially larger balance sheet, stronger operating cash flows and broader access to capital than Carnaby. As a result, Shareholders may benefit from a reduced funding risk in relation to the development of the Greater Duchess Project, including a lower likelihood that additional funding would be required on terms unfavourable to existing shareholders, such as through potentially dilutive equity raisings.

Advantage	Description
Shareholders gain exposure to potential future dividend payments	Carnaby is currently in the development stage and does not generate operating cash flows from which dividends could be paid. Following implementation of the Scheme, Shareholders will hold shares in Evolution, an established mining company that has historically returned capital to shareholders through dividend payments, as outlined in Section 6.4 of this Report. Accordingly, Shareholders will gain exposure to the potential to receive future dividends, subject to Evolution's future financial performance, capital requirements and dividend policy.
Potential development and operating synergies associated with the Greater Duchess Project	The proximity of the Greater Duchess Project to Evolution's Ernest Henry operations may create opportunities for operational and development synergies, including the potential utilisation of existing infrastructure, processing capacity and regional operating expertise. To the extent these opportunities are realised, they may improve the development and operating outcomes of the Greater Duchess Project. In addition to the potential operating synergies noted above, the Scheme may also reduce the risks currently associated with uncertainty regarding the Glencore toll milling agreement. As detailed in the WACC appendix in Appendix 4, we have included an alpha to reflect the increased risk associated with this uncertainty. If the Scheme is implemented, Shareholders may benefit from Evolution's greater operational control and broader processing options, which may reduce the significance of this risk in relation to the development of the Greater Duchess Project.

14.2 Disadvantages of approving the Scheme

We have considered the following disadvantages in our assessment of whether the Scheme is reasonable.

Disadvantage	Description
Dilution of Shareholders' interests and exposure to the Greater Duchess Project	Following the implementation of the Scheme, Shareholders' interests will be diluted from holding 100% of the assets of Carnaby to holding approximately 0.88% of Evolution. Therefore, Shareholders' ability to participate in the potential upside of the Greater Duchess Project will be reduced as a result of the dilution.
Change in risk profile	Although we consider the exposure to a nearer term producing asset to be an advantage for Shareholders more broadly, it may be considered a disadvantage to particular Shareholders, if their risk preferences do not align with holding shares in the Merged Group.

14.3 Alternative proposal

We are unaware of any alternative proposal that might offer the Shareholders of Carnaby a premium over the value resulting from the Scheme.

14.4 Consequences of not approving the Scheme

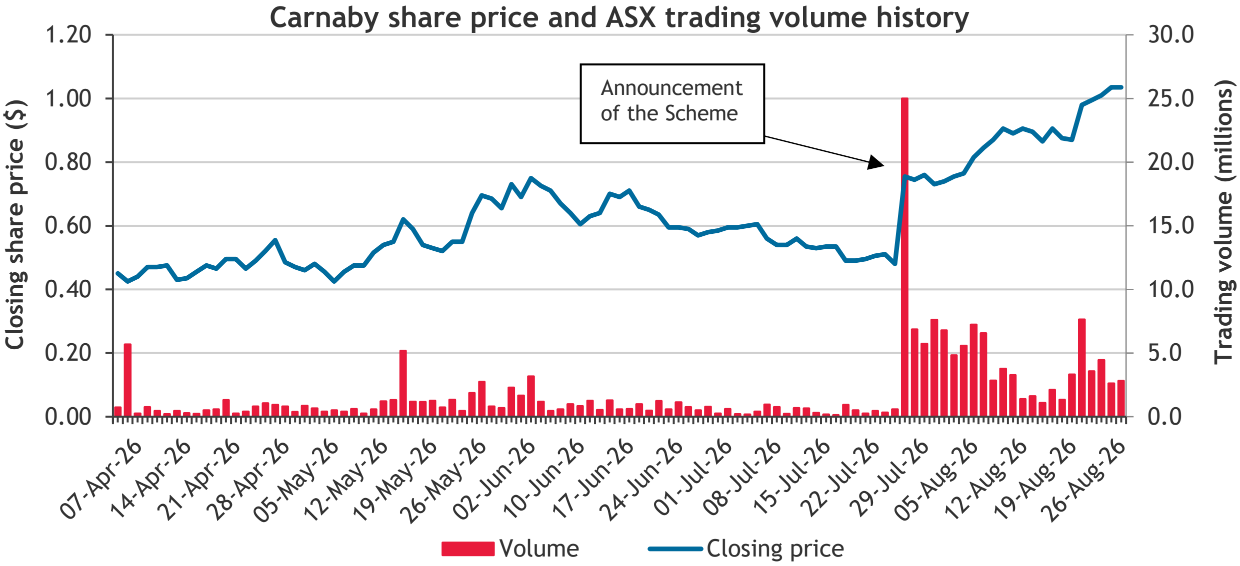
14.4.1. Shareholders would retain development and funding risk for the Greater Duchess Project

If the Scheme is not implemented, Carnaby will remain listed on the ASX and continue operating as a standalone entity. Carnaby Shareholders will retain their Carnaby Shares and will not receive the Scheme Consideration. Carnaby management would continue to develop its existing projects and seek to maximise value for Shareholders.

Carnaby would retain full responsibility for developing and funding the Greater Duchess Project. As a result, Shareholders would continue to bear the development, funding, execution, processing, offtake and commodity price risks associated with the Greater Duchess Project in full and undiluted, together with the risks described in Section 9.3 of the Scheme Booklet to the extent they apply to Carnaby as a standalone entity.

14.4.2. Potential decline in Carnaby's share price

We have analysed movements in Carnaby's share price since the Scheme was announced. A graph of Carnaby's share price and trading volume leading up to, and following, the announcement of the Scheme is set out below.



Source: S&P Capital IQ

The closing price of a Carnaby share over the period from 1 April 2026 to 26 August 2026 ranged from a low of $0.425 on 5 May 2026 to a high of $1.035 on 25 August 2026 and 26 August 2026.

The Scheme was announced on 27 July 2026. On the date that the Scheme was announced, the share price closed at $0.755, up from a closing price of $0.480 on the previous trading day. On this day, 25 million shares were traded, representing approximately 9.05% of Carnaby's current issued capital. Following the announcement of the Scheme, the closing share price of Carnaby has traded at levels significantly above those observed prior to the announcement of the Scheme, with the closing share price ranging from a low of $0.730 on 30 July 2026, to a high of $1.035 on 25 August 2026 and 26 August 2026.

Given the above analysis, there is a risk that if the Scheme is not approved, Carnaby's share price may decline to levels observed prior to the announcement of the Scheme.

14.4.3. Transaction costs to be incurred by Carnaby

Regardless of the outcome of the Scheme, transaction costs of approximately $1.09 million will be borne by Carnaby. We note that $0.10 million has been incurred by Carnaby by 30 June 2026, leaving $0.99 million to be incurred subsequent to 30 June 2026.

Further, a potential break fee of $2.134 million may be payable in certain circumstances. The conditions around the payment of the break fee are detailed in the Scheme Booklet.

15. Conclusion

We have considered the terms of the Scheme as outlined in the body of this Report and have concluded that, in the absence of a superior proposal, the Scheme is fair and reasonable. Therefore, we consider the Scheme to be in the best interests of Shareholders.

16. Sources of information

This report has been based on the following information:

- Draft Scheme Booklet on or about the date of this report
- Audited financial statements of Carnaby for the years ended 30 June 2026, 30 June 2025 and 30 June 2024
- Audited financial statements of Evolution for the years ended 30 Jun 2026, 30 June 2024 and 30 June 2024
- Independent Technical Specialist Report of Carnaby mineral assets performed by ERM
- Scheme Implementation Deed
- Reserve Bank of Australia
- Bank of Canada
- IBISWorld
- S&P Capital IQ
- Consensus Economics
- Share registry information
- Announcements made by Carnaby and Evolution available through the ASX
- Discussions with Directors and Management of Carnaby.

17. Independence

BDO Corporate Finance Australia Pty Ltd is entitled to receive a fee of $90,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance Australia Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance Australia Pty Ltd has been indemnified by Carnaby in respect of any claim arising from BDO Corporate Finance Australia Pty Ltd's reliance on information provided by Carnaby, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance Australia Pty Ltd has considered its independence with respect to Carnaby, Evolution and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance Australia Pty Ltd's opinion it is independent of Carnaby, Evolution, and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance Australia Pty Ltd, have had within the past two years any professional relationship with Carnaby, or their associates, other than in connection with the preparation of this report.

A draft of this report was provided to Carnaby and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

BDO is the brand name for the BDO International network and for each of the BDO Member firms.

BDO Corporate Finance Australia Pty Ltd is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of Independent Member Firms.

18. Qualifications

BDO Corporate Finance Australia Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance Australia Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Ashton Lombardo of BDO Corporate Finance Australia Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales, a Fellow of Chartered Accountants Australia & New Zealand and a Fellow of the Australasian Institute of Mining & Metallurgy (AusIMM). He has almost 40 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 850 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. Sherif Andrawes is the Global Natural Resources & Energy Leader for BDO and a former Chairman of BDO in Western Australia.

Ashton Lombardo is a member of the Australian Institute of Chartered Accountants, is a CA BV Specialist and is member of the committee established to develop and maintain the VALMIN Code. Ashton has over fifteen years of experience in Corporate Finance and has facilitated the preparation of numerous independent expert's reports and valuations. Ashton has a Bachelor of Economics and a Bachelor of Commerce from the University of Western Australia and has completed a Graduate Diploma of Applied Corporate Governance with the Governance Institute of Australia.

19. Disclaimers and consents

This report has been prepared at the request of Carnaby for inclusion in the Scheme Booklet which will be sent to all Carnaby shareholders. Carnaby engaged BDO Corporate Finance Australia Pty Ltd to prepare an independent expert's report to consider the Scheme, under which Evolution will acquire all of the shares in Carnaby by issuing 0.0682 New Evolution Shares for each Carnaby share held by Shareholders.

BDO Corporate Finance Australia Pty Ltd hereby consents to this report accompanying the above Scheme Booklet. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement, or letter without the prior written consent of BDO Corporate Finance Australia Pty Ltd.

BDO Corporate Finance Australia Pty Ltd takes no responsibility for the contents of the Scheme Booklet other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance Australia Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Directors of the Company are responsible for conducting appropriate due diligence in relation to the Scheme. BDO Corporate Finance Australia Pty Ltd provides no warranty as to the adequacy, effectiveness, or completeness of the due diligence process.

The opinion of BDO Corporate Finance Australia Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

The forecasts provided to BDO Corporate Finance Australia Pty Ltd by Carnaby and its advisers are based upon assumptions about events and circumstances that have not yet occurred. Accordingly, BDO Corporate Finance Australia Pty Ltd cannot provide any assurance that the forecasts will be representative of results that will actually be achieved.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Scheme, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the shareholders of Carnaby, or any other party.

BDO Corporate Finance Australia Pty Ltd has also considered and relied upon independent valuations for mineral assets held by Carnaby. The valuer engaged for the mineral asset valuation, ERM, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation are appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance Australia Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and the date of the Scheme meeting.

Yours faithfully

BDO CORPORATE FINANCE AUSTRALIA PTY LTD

Sherif Andrawes
Director

Ashton Lombardo
Director

Appendix 1 – Glossary of Terms

Reference	Definition
Adjusted Model	The Model incorporating adjustments made by BDO
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
Arctic	Evolution's Arctic deposit at Mungari
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
AUD, A$ or $	Australian dollar
the Bank	Bank of Canada
BDO	BDO Corporate Finance Australia Pty Ltd
Bert	Evolution's Bert copper-gold orebody at Ernest Henry
Big Hill Project	Carnaby's Big Hill Gold and Lithium Project
CAD or C$	Canadian dollar
CAGR	Compound annual growth rate
CapEx	Capital expenditure
CAPM	Capital asset pricing model
Carnaby Options	Unlisted options in Carnaby
Carnaby or the Company	Carnaby Resources Limited
Clisbako	Evolution's Clisbako Project
Cloncurry North JV	Exploration asset in which Evolution may earn up to an 80% interest, with the remaining 20% interest held by Red Fox Resources Pty Ltd
Cloncurry Region	Region near Ernest Henry containing exploration assets that Evolution owns or has a controlling interest in
Corella	Evolution's Corella Project
Corporations Act or the Act	Corporations Act 2001 (Cth)
Cowal	Evolution's Cowal Gold Operations
CY	Calendar year
DCF	Discounted cash flow
Devoncourt Project	Rio Tinto's Devoncourt Project
Ernest Henry	Evolution's Ernest Henry Operations
Evolution	Evolution Mining Limited
FME	Future maintainable earnings
g/t	grams per tonne
Genesis	Evolution's Genesis deposit at Mungari
Glencore	Glencore International AG
Goldsworthy Project	Carnaby's Goldsworthy Gold Project

Reference	Definition
Greater Duchess Project	Carnaby's Greater Duchess Copper-Gold Project
ha	hectares
IS 214	Information Sheet 214: Mining and Resources: Forward-looking statements
ITSR	Independent Technical Specialist report prepared by ERM
JORC Code	The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition)
JV	Farm-in and joint venture agreement
km	kilometre
koz	thousand ounces
kt	thousand tonnes
Lake St Joseph	Evolution's Lake St Joseph Project
LME	London Metal Exchange
LNG	Liquefied natural gas
LOM	Life of Mine
Marsden	Evolution's Marsden Project
Merged Group	Carnaby and Evolution as a combined entity following implementation of the Scheme
the Model	Cashflow model of the Greater Duchess Project prepared by Carnaby management
Mount Grant Project	Carnaby's Mount Grant Gold and Lithium Project
Moz	million ounces
MRE	Mineral Resource Estimate
Mt	million tonnes
Mt Rawdon	Evolution's Mt Rawdon Operations
Mtpa	million tonnes per annum
Mungari	Evolution's Mungari Operations
NAV	Net asset value
New Evolution Shares	Fully paid ordinary Evolution shares to be issued to eligible Shareholders as the Scheme Consideration
Northparkes	Evolution's Northparkes Operations
NPV	Net present value
NSW	New South Wales
October Gold JV	Exploration asset in which Evolution has the ability to earn a 75% interest under a joint venture agreement with ONGold Resources
OpEx	Operating expenditure
oz	ounce
PFS	Pre-Feasibility Study
Pilbara Projects	Carnaby's Pilbara Gold and Lithium Projects
QLD	Queensland

Reference	Definition
QMP	Quoted market price
RBA	Reserve Bank of Australia
Red Lake	Evolution's Red Lake Operations
Regulations	Corporations Regulations 2001
our Report	This Independent Expert's Report prepared by BDO
RG 111	Regulatory Guide 111 'Content of expert reports'
RG 112	Regulatory Guide 112 'Independence of experts'
RG 170	Regulatory Guide 170 'Prospective financial information'
RG 60	Regulatory Guide 60 'Scheme of arrangements'
Rio Tinto	Rio Tinto Exploration Pty Ltd
Scheme Booklet	Scheme booklet to be issued by Carnaby in relation to the Scheme and incorporating our Report
Scheme Consideration	Eligible Carnaby shareholders will receive 0.0682 New Evolution Shares for each Carnaby share held by an eligible Shareholder at the Scheme Record Date
Section 411	Section 411 of the Corporations Act
Shareholders	Shareholders of Carnaby
SID	Scheme Implementation Deed between Carnaby and Evolution
Strelley Project	Carnaby's Strelley Gold Project
Sum-of-Parts	Sum-of-parts valuation
t	tonne
the Scheme	Proposed scheme of arrangement under which Evolution will acquire 100% of the ordinary shares on issue in Carnaby
Tick Hill	Carnaby's Tick Hill Gold Project
Two Times Fred	Evolution's Two Times Fred Project
US	United States
USD or US$	United States dollar
VALMIN Code	Australasian Code for Public Reporting of Technical Assessments and Valuation of Mineral Assets (2015 Edition)
VWAP	Volume-weighted average price
WA	Western Australia
Yilgarn Projects	Carnaby's Yilgarn Margin Projects

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Appendix 2 – Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted market price basis*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax or earnings before interest, tax, depreciation and amortisation. The capitalisation rate or 'earnings multiple' is adjusted to reflect which base is being used for FME.

4 *Discounted future cash flows*

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 *Market-based assessment*

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

The resource multiple is a market based approach which seeks to arrive at a value for a company by reference to its total reported resources and to the enterprise value per tonne/lb/oz of the reported resources of comparable listed companies. The resource multiple represents the value placed on the resources of comparable companies by a liquid market.

Appendix 3 – Premium for control

We have reviewed the control premiums on completed transactions, paid by acquirers of ASX-listed general mining companies and all ASX-listed companies over the period from August 2016 to August 2026.

In assessing the appropriate sample of transactions from which to determine an appropriate control premium, we have excluded transactions where an acquirer obtained a controlling interest (20% and above) at a discount (i.e., less than a 0% premium) and at a premium in excess of 100%. We have summarised our findings below:

ASX-listed general mining companies

Year	Number of transactions	Average deal value ($m)	Average control premium (%)
2026	4	171	37.18
2025	13	1,182	30.96
2024	12	481	38.35
2023	13	174	31.68
2022	8	2,099	24.85
2021	6	1,235	29.89
2020	7	447	34.04
2019	10	165	37.84
2018	7	96	30.41
2017	4	44	56.93
2016	10	72	44.15

Source: Bloomberg, S&P Capital IQ and BDO analysis

ASX-listed companies

Year	Number of transactions	Average deal value ($m)	Average control premium (%)
2026	9	641	38.07
2025	30	760	30.89
2024	43	625	28.74
2023	35	281	27.41
2022	37	2,349	23.60
2021	28	802	35.17
2020	16	246	40.43
2019	29	3,170	32.83
2018	25	1,185	31.15
2017	23	887	37.07
2016	28	365	38.53

Source: Bloomberg, S&P Capital IQ and BDO analysis

The mean and median of the entire data sets comprising control transactions from 2016 onwards for ASX listed general mining companies and all ASX-listed companies are set below:

Entire data set metrics	ASX-listed mining companies		All ASX-listed companies	
	Deal value ($m)	Control premium (%)	Deal value ($m)	Control premium (%)
Mean	557.89	35.07	1,091.11	31.71
Median	63.95	30.42	118.56	27.77

Source: Bloomberg, S&P Capital IQ and BDO analysis

In arriving at an appropriate control premium to apply, we note that observed control premiums can vary due to the following:

- Nature and magnitude of non-operating assets.
- Nature and magnitude of discretionary expenses.
- Perceived quality of existing management.
- Nature and magnitude of business opportunities not currently being exploited.
- Ability to integrate the acquiree into the acquirer's business.
- Level of pre-announcement speculation of the transaction.
- Level of liquidity in the trade of the acquiree's securities.

When performing our control premium analysis, we consider completed transactions where the acquirer held a controlling interest, defined at 20% or above, pre-transaction or proceed to hold a controlling interest post-transaction in the target company.

We have removed transactions for which the announced premium was in excess of 100%. We have removed these transactions because we consider it likely that the acquirer in these transactions would be paying for special value and/or synergies in excess of the standard premium for control. Whereas the purpose of this analysis is to assess the premium that is likely to be paid for control, not specific value to the acquirer.

The table above indicates that the long-term average control premium by acquirers of ASX-listed general mining companies and all ASX-listed companies is approximately 35.07% and 31.71%, respectively. However, in assessing the transactions included in the table above, we noted that control premiums appeared to be positively skewed for the general mining and broader ASX-listed group of companies. In population where the data is skewed, the median often represents a superior measure of central tendency compared to the mean. We note that the median announced control premium over the assessed period was approximately 30.42% for ASX-listed general mining companies and 27.77% for all ASX-listed companies.

Based on the above, we consider an appropriate premium for control to be between 25% and 35%, with our preferred value being a midpoint of 30%.

The minority interest discount is based on the inverse of the control premium and is calculated using the formula 1 – (1/[1+control premium]). The assessed control premium range gives rise to a rounded minority discount in the range of 20% to 26% with a rounded midpoint of 23% being our preferred minority interest discount.

Appendix 4 – Discount rate of the Greater Duchess Project

Determining an appropriate discount rate, or cost of capital, for a project requires the identification and consideration of a number of factors that affect the returns and risks of a project, as well as the application of widely accepted methodologies for determining the returns of a project.

The discount rate applied to the forecast cash flows from a project represents the financial return that will be required before an investor would be prepared to acquire (or invest in) the project.

The capital asset pricing model (‘**CAPM**’) is commonly used in determining the market rates of return for equity type investments and project evaluations. In determining a business’ WACC, the CAPM results are combined with the cost of debt funding. WACC represents the return required on the business, whilst CAPM provides the required return on an equity investment.

In our assessment of the appropriate discount rate to be adopted in the Adjusted Model, we consider the most appropriate discount rate to be the cost of equity. This is because the Adjusted Model includes cash flows from debt financing and therefore, the resultant cash flows from the Adjusted Model are wholly attributable to equity holders.

Cost of equity and CAPM

CAPM is based on the theory that a rational investor would price an investment so that the expected return is equal to the risk-free rate of return plus an appropriate premium for risk. CAPM assumes that there is a positive relationship between risk and return, that is, investors are risk averse and demand a higher return for accepting a higher level of risk.

CAPM calculates the cost of equity and is calculated as follows:

CAPM	
K_e	$= R_f + ß \times (R_m - R_f)$
Where:	
K_e	= expected equity investment return or cost of equity in nominal terms
R_f	= risk free rate of return
R_m	= expected market return
$R_m - R_f$	= market risk premium
ß	= equity beta

The individual components of CAPM are discussed below.

Risk-free rate (R_f)

The risk-free rate is typically approximated by reference to a forecast long term government bond rate with a maturity approximately equivalent to the timeframe over which the returns from the assets are expected to be received.

In determining an appropriate ten-year bond rate to use as a proxy for the risk-free rate, we have considered the ten-year Australian Government bond rate and projections of the ten-year Australian Government bond rate, based on forecasts sourced from S&P Capital IQ. We have considered the Australian Government bond rate as a proxy for the risk-free rate as the Adjusted Model forecasts cash flows generated in Australian terms.

Based on our analysis, we have used a risk-free rate ranging from 4.00% to 5.00% in our discount rate assessment.

Market risk premium (R_m - R_f)

The market risk premium represents the additional return that investors expect from an investment in a well-diversified portfolio of assets. In order to determine an appropriate market risk premium in Australia, we have had regard to current as well as historical levels of the market risk premium. We have considered surveys of market risk premiums conducted by Professor Fernandez, Garcia and Acin of the University of Navarra's IESE Business School, research by Professor Damodaran of the Stern School of Business at New York University and premiums typically adopted by other valuation practitioners. Based on our analysis and our professional judgement, we have used a market risk premium of 6% in our assessment.

Equity beta

Beta is a measure of volatility or systematic risk of an investment relative to the market. A beta greater than one implies that an investment's return will outperform the market's average return in a bullish market and underperform the market's average return in a bearish market. On the other hand, a beta less than one implies that the business will underperform the market's average return in a bullish market and outperform the market's average return in a bearish market.

Equity betas are normally estimated using either an historical beta or an adjusted beta. The historical beta is obtained from the linear regression of a stock's historical data and is based on the observed relationship between the security's return and the returns on an index. An adjusted beta is calculated based on the assumption that the relative risk of the past will continue into the future, and is hence derived from historical data. It is then modified by the assumption that a stock will move towards the market over time, taking into consideration the industry risk factors, which make the operating risk of the company greater or less risky than comparable listed companies.

It is important to note that it is not possible to compare the equity betas of different companies without having regard to their gearing levels. It is generally accepted that a more valid analysis of betas can be achieved by 'ungearing' the equity beta to derive an asset beta ($ß_a$) by applying the following formula:

Asset beta ($ß_a$)	
$ß_a$	= ß / (1+(D/E x (1-t))
Where:	
$ß_a$	= ungeared or asset beta
ß	= equity beta
D	= value of debt
E	= value of equity
t	= corporate tax rate

Selected equity beta (ß)

In order to assess the appropriate equity beta for the Greater Duchess Project, we have had regard to the equity beta of comparable listed entities that are ASX-listed copper and copper-gold developers and producers with operations in Australia. The ASX-listed companies identified have similar operations to Carnaby, in respect of commodity exposure, stage of development and geographical location of operations.

The betas below have been assessed over a five-year period using weekly, returns, against the S&P/ASX All Ordinaries Index.

The list of comparable companies we selected are set out below. We note that the mean and median figures presented in the table below exclude Carnaby's data:

Company	Market cap. 26-Aug-26 (A$m)	Geared Beta (Ꞵ)	Gross Debt/Equity (%)	Ungeared Beta (Ꞵa)	R^2
Carnaby Resources Limited*	**132.54**	**1.39**	**0%**	**1.39**	**0.05**
FireFly Metals Limited	705.89	1.39	23%	1.20	0.10
AIC Mines Limited	630.03	1.48	43%	1.14	0.06
29Metals Limited	323.72	1.78	40%	1.40	0.08
Cyprium Metals Limited	219.43	1.37	3%	1.34	0.11
Kantra Copper Limited	397.49	1.03	0%	1.03	0.03
KGL Resources Limited	132.54	1.39	0%	1.39	0.05
Maronan Metals Limited	1,476.07	1.58	0%	1.58	0.13
Mean	**558.32**	**1.38**	**16%**	**1.25**	**0.08**
Median	**397.49**	**1.39**	**3%**	**1.20**	**0.08**

Source: S&P Capital IQ and BDO analysis

*Note: Carnaby as at pre-announcement on 24 July 2026

Descriptions of the identified comparable companies are provided at the end of this appendix.

In selecting an appropriate equity beta for the Greater Duchess Project, we have considered the similarities and differences of the Carnaby compared to the set of comparable companies as set out above. The similarities and differences noted are:

The comparable companies are ASX-listed mining and resource companies with operations and development projects predominantly located in Australia. Similar to Carnaby, the comparable companies are exposed to commodity price volatility, project execution risk, permitting risk and access to financing.

- The comparable companies are principally development-stage mining companies and emerging producers. Similar to Carnaby, a significant proportion of their value is attributable to one or a limited number of key projects, resulting in a comparable risk profile to that of Carnaby.
- While Carnaby is principally exposed to copper and gold through the Greater Duchess Project, the comparable companies have varying exposure to copper, gold, base metals, rare earth elements and other critical minerals. Notwithstanding these differences, the comparable companies are exposed to broadly similar mining sector and development risks.
- The comparable companies vary in terms of market capitalisation, project scale and production status with certain comparable companies having commenced production or possessing multiple assets. However, there is a paucity of ASX-listed copper development companies with a similar size and stage of development to Carnaby and, accordingly, we consider the selected companies provide a reasonable basis for assessing the systematic risk of the Greater Duchess Project.

In selecting an appropriate ungeared beta for Greater Duchess Project, we have considered the ungeared betas of the comparable companies along with the above factors. As set out in the table above, the ungeared betas of the comparable companies, based on the weekly returns over a five-year period, ranges from 1.03 to 1.58, with a mean and median of 1.25 and 1.20, respectively.

Based on our analysis, we consider an appropriate ungeared equity beta to be in the range of 1.25 to 1.40 for the Greater Duchess Project.

Gearing

The discount rate assessment requires an assessment of the proportion of funding provided by debt and equity (i.e. gearing ratio) over the forecast period.

The gearing ratio should represent the level of debt that the asset can reasonably sustain (i.e. the higher the expected volatility of cash flows, the lower the debt levels that can be supported). The optimum level of gearing will differentiate between assets and will include:

- The variability in earnings streams.
- Working capital requirements.
- The level of investment in tangible assets.
- The nature and risk profile of tangible assets.

We have relied on the debt to equity ratios of the comparable companies in our beta assessment above to determine an appropriate gearing ratio to apply to the Greater Duchess Project. Given the forecast debt will be repaid with available free cash flows within the first two years of operation, we consider an appropriate gearing ratio to be below the mean outlined in the beta table above. Therefore, we have assumed a gross debt to equity ratio of 10%. We have regeared our adopted ungeared beta range based on the adopted gearing ratio, which derived a regeared beta range of between 1.34 and 1.50.

Inherent risk adjustment alpha (α)

In our assessment of the cost of equity of Carnaby's Greater Duchess Project, we have elected to apply an additional inherent risk adjustment, or "alpha", to reflect risk factors not fully captured by the beta derived from our peer group analysis.

While the beta component captures systematic market risk relative to the broader market, it does not fully reflect certain project-specific or company-specific risks that are particularly relevant to Carnaby. Accordingly, we consider it appropriate to incorporate an alpha to ensure the cost of equity adequately reflects the risk profile of the Greater Duchess Project.

This adjustment accounts for the risks associated with the tolling agreement between Carnaby and Glencore, as outlined below:

Under the tolling and offtake agreements entered into between Carnaby and Glencore, 100% of the fresh sulphide ore and concentrate production from the Greater Duchess Project is committed to Glencore. Accordingly, in the absence of the Scheme, the successful development and operation of the Greater Duchess Project is reliant on the third-party processing facilities of Glencore.

We note that Glencore has publicly announced the closure of its Mount Isa underground copper operations and has subsequently indicated that it is undertaking studies relating to the future configuration of the Mount Isa mining and processing complex, including the Black Star Open Cut Project. Glencore has also publicly disclosed that the future of portions of its Mount Isa copper processing infrastructure remains under review due to broader market conditions affecting the copper smelting industry. Whilst Glencore has continued to express its commitment to the Mount Isa region and has identified potential future development opportunities, the ultimate configuration and long-term availability of processing infrastructure remains subject to future operational and investment decisions, which are outside of Carnaby's control.

We further note that the valuation of the Greater Duchess Project assumes continued access to processing arrangements throughout the LOM. The reliance on third-party processing infrastructure and a single counterparty introduces a degree of uncertainty that is greater than what would typically be observed in mining operations that own and control their processing infrastructure. Should changes to Glencore's processing infrastructure capacity occur in the future, Carnaby may be required to source and secure alternative processing solutions or experience delays in achieving forecast production, which places uncertainty over the timing of cashflows over the LOM. Such risks are largely project-specific in nature and are not, in our opinion, fully reflected in the market-derived beta analysis.

Having regard to these factors, we have applied an inherent risk adjustment of 1.0% to the cost of equity. In our opinion, a 1.0% alpha appropriately reflects the additional uncertainty associated with the Greater Duchess Project's dependence on third-party processing infrastructure and arrangements whilst recognising that Carnaby has entered into binding tolling and offtake agreements with Glencore and that alternative processing facilities or capacity may be available within the region if required.

Cost of equity

We have assessed the cost of equity of a hypothetical acquirer of Greater Duchess Project to be in the range of 13.03% to 14.99%.

Input	Value adopted	
	Low	High
Risk-free rate of return	4.00%	5.00%
Equity market risk premium	6.00%	6.00%
Beta (regeared)	1.34	1.50
Risk adjustment (alpha)	1.00%	1.00%
Cost of equity	**13.03%**	**14.99%**

Source: S&P Capital IQ and BDO analysis

Based on the rounded midpoint of this range, we consider a cost of equity of 14.00% to be appropriate for the purpose of our valuation of the Greater Duchess Project.

We have adopted a selection of comparable companies for the purposes of our discount rate, corporate cost and debt funding analyses. The business descriptions of these companies are set out below.

Company name	Business description
29Metals Limited	29Metals Limited operates as a copper-focused base and precious metals mining company in Australia and Chile. The company explores copper, gold, silver, zinc, and lead deposits. It is also involved in base and precious metals mining, mineral production, and associated activities; exploration for mineral resources; and Cervantes, and Gossan Valley projects. Its primary assets include the Golden Grove property covering an area of approximately 129 square kilometres located in Western Australia; the Capricorn Copper property covering an area of approximately 1,900 square kilometres situated in Queensland; and Redhill property covering an area of approximately 227 square kilometres. 29Metals Limited was incorporated in 2021 and is headquartered in Melbourne, Australia.
Aeris Resources Limited	Aeris Resources Limited explores, produces, and sells precious and base metals in Australia. The company operates through Tritton Copper Operations (Tritton), Cracow Gold Operations (Cracow), and Projects segments. It also explores for copper, zinc, gold, and silver deposits. The company was formerly known as Straits Resources Limited and changed its name to Aeris Resources Limited in December 2015. Aeris Resources Limited was incorporated in 2010 and is based in Brisbane, Australia.
AIC Mines Limited	AIC Mines Limited engages in the exploration, development, and production of mines in Australia. The company operates through Mining, and Exploration and Corporate segments. It explores for gold, copper, silver, and zinc deposits. AIC Mines Limited was incorporated in 1993 and is based in Subiaco, Australia.

Company name	Business description
Austral Resources Australia Ltd	Austral Resources Australia Ltd engages in the exploration, development, and production of copper resources in Queensland, Australia. It holds interest in The Lady Annie Project; The Rocklands Copper Project; and The Anthill Project. The company also produces and sells copper cathodes. Austral Resources Australia Ltd was incorporated in 2010 and is based in Brisbane, Australia.
Bellevue Gold Limited	Bellevue Gold Limited, together with its subsidiaries, engages in the exploration, development, mining, and processing of gold properties in Australia. The company primarily holds interest in the Bellevue gold project located to north-west of Leinster in the Goldfields region of Western Australia. The company was formerly known as Draig Resources Limited and changed its name to Bellevue Gold Limited in July 2018. Bellevue Gold Limited was incorporated in 2004 and is based in West Perth, Australia.
Brightstar Resources Limited	Brightstar Resources Limited, together with its subsidiaries, engages in the exploration, development, and mining of gold properties in Australia. It holds 100% interest in the Laverton, Sandstone, and Menzies hubs located in Western Australia. The company was formerly known as Stone Resources Australia Limited and changed its name to Brightstar Resources Limited in December 2020. Brightstar Resources Limited was incorporated in 2002 and is based in Subiaco, Australia.
Caravel Minerals Limited	Caravel Minerals Limited, together with its subsidiaries, explores for mineral tenements in Western Australia. The company explores for copper, gold, silver, and molybdenum deposits. It holds an interest in the 100% owned Caravel Copper project located in Perth, Western Australia. The company was formerly known as Silver Swan Group Limited and changed its name to Caravel Minerals Limited in November 2012. Caravel Minerals Limited was incorporated in 2006 and is based in Subiaco, Australia.
Cyprium Metals Limited	Cyprium Metals Limited engages in the identifying, exploration, evaluation, and development of mineral properties in Australia. It explores for copper and gold deposits. The company's flagship property is the Nifty Copper Complex located on the western edge of the Great Sandy Desert in the north-eastern Pilbara region, Western Australia. The company was incorporated in 1983 and is based in Subiaco, Australia.
Develop Global Limited	Develop Global Limited, together with its subsidiaries, engages in the exploration and development of mineral resource properties in Australia. It primarily explores for copper, zinc, lead, silver, gold, and lithium deposits. The company holds interest in the Sulphur Springs project that includes Sulphur Springs and Kangaroo Caves deposits and tenements; the Woodlawn Zinc-Copper Project is located at Lachlan Fold belt in New South Wales; and the Pioneer Dome Lithium Project covering approximately an area of 389 square kilometres located in the south of Kalgoorlie and north of the Esperance port. It also provides underground mining services. The company was formerly known as Venturex Resources Limited and changed its name to Develop Global Limited in October 2021. Develop Global Limited was incorporated in 2006 and is headquartered in West Leederville, Australia.
Firefly Metals Limited	FireFly Metals Ltd engages in the exploration and evaluation of mineral deposits in Australia and Canada. The company operates through three segments: Green Bay; Pickle Grow; and Limestone Well. It primarily explores for gold, titanium, vanadium, and copper deposits. Its flagship project is the Green Bay copper-gold project located in Newfoundland, Canada. The company was formerly known as Auteco Minerals Limited and changed its name to FireFly Metals Ltd in November 2023. FireFly Metals Ltd was incorporated in 2004 and is based in West Perth, Australia.
Kantra Copper Limited	Kantra Copper Ltd engages in the operation, exploration, and development of mineral properties in Australia. It primarily explores for copper, gold, and silver deposits. The company's project is the Kanmantoo Copper mine located approximately 55 kilometres from Adelaide, South Australia; and owns an 80% interest in the Mutooroo Copper Project in South Australia's Curnamona Province. The company was formerly known as Hillgrove Resources Limited and change its name to Kantra Copper Ltd in August 2026. Kantra Copper Ltd was incorporated in 2000 and is headquartered in Unley, Australia.

Company name	Business description
KGL Resources Limited	KGL Resources Limited develops, explores, and evaluates mineral properties in Australia. The company explores for copper, silver, gold, lead, and zinc deposits. It's flagship project owned 100% interests in the Jervois project covering an area of approximately 252 square kilometres for exploration leases and 37.9 square kilometres for exploration licenses located in the Northern Territory, Australia. The company was formerly known as Kentor Gold Limited and changed its name to KGL Resources Limited in August 2013. KGL Resources Limited was incorporated in 1998 and is based in Brisbane, Australia.
Maronan Metals Limited	Maronan Metals Limited engages in the exploration, evaluation, and development of mineral resource properties in Australia. It explores for lead, silver, copper, gold, zinc, and other mineral deposits. The company holds 100% interests in the Maronan project located in Carpentaria Province of Northwest Queensland. Maronan Metals Limited was incorporated in 2012 and is based in Cloncurry, Australia.
Meeka Metals Limited	Meeka Metals Limited engages in the exploration and development of gold properties in Western Australia. The company flagship property is the 100% owned Murchison Gold project located in the prolific Murchison Gold Fields, Western Australia. The company was formerly known as Meeka Gold Limited and changed its name to Meeka Metals Limited in July 2022. Meeka Metals Limited is based in West Perth, Australia.
New Murchison Gold Limited	New Murchison Gold Limited engages in the mineral exploration activities in Australia. The company primarily explores for gold. Its flagship property is the Garden Gully property consisting of 677 square kilometers tenure package located in the Abbotts Greenstone Belt north of Meekatharra. The company was formerly known as Ora Gold Limited and changed its name to New Murchison Gold Limited in November 2024. New Murchison Gold Limited was incorporated in 2003 and is based in West Perth, Australia.
Pantoro Gold Limited	Pantoro Gold Limited, together with its subsidiaries, engages in the gold mining, processing, and exploration activities in Western Australia. It holds 100% interest in the Norseman Gold project located in the Eastern Goldfields of Western Australia. The company was formerly known as Pantoro Limited and changed its name to Pantoro Gold Limited in April 2025. Pantoro Gold Limited was incorporated in 1986 and is based in West Perth, Australia.

Source: S&P Capital IQ and BDO analysis

Appendix 5 – Independent Technical Specialist Report

Independent Technical Specialist's Report on Carnaby Resources' Mineral Assets

For inclusion in BDO's IER on the proposed scheme of arrangement with Evolution Mining

Prepared for

Carnaby Resources Limited

Date
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Report No.
R177.2026

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[ERM Super pit hero image]

AUTHOR DETAILS AND SIGNATURE PAGE

Independent Technical Specialist's Report on Carnaby Resources' Mineral Assets

For inclusion in BDO's IER on the proposed scheme of arrangement with Evolution Mining

0839101 (CNBITR01)

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EXECUTIVE SUMMARY

Purpose and Nature of the Assignment

Carnaby Resources Limited engaged BDO Corporate Finance Australia Pty Ltd to prepare an Independent Expert's Report in connection with the proposed scheme of arrangement under which Evolution Mining Limited would acquire 100% of Carnaby's issued shares. BDO appointed ERM Australia Consultants Pty Ltd to prepare an Independent Technical Specialists' Report comprising a technical assessment and valuation of Carnaby's mineral assets for use in the Independent Expert's Report.

ERM's assessment principally concerns the Greater Duchess Copper Gold Project in northwest Queensland. ERM also considered Carnaby's other Queensland exploration interests and its exploration assets in the Pilbara and Yilgarn Margin regions of Western Australia.

ERM's work comprised:

- review of the geological information and Mineral Resource estimates for Greater Duchess;
- review of the Ore Reserve and the modifying factors supporting it;
- assessment of the Life of Mine Plan and material technical inputs to the discounted cash flow model;
- consideration of mining, processing, infrastructure, environmental, permitting and cost matters relevant to the proposed development;
- valuation of Greater Duchess Mineral Resources not included in the DCF; and
- valuation of exploration tenure not otherwise represented in the DCF or Mineral Resource valuation.

The Valuation Date is 31 July 2026. The Technical Assessment reflects information available to ERM up to 28 August 2026. The Report Date is 1 September 2026. ERM confirms that there has been no material change in the copper price nor any material transaction in August that would influence our valuation opinions.

The Report has been prepared with reference to the VALMIN Code 2015 and, where applicable, the JORC Code 2012 and ASX Listing Rules Chapter 5. ERM Australia Consultants Pty Ltd prepared the Independent Technical Specialist's Report as the independent technical consultant engaged by BDO. The technical assessment and valuation were prepared by, or under the direction of, appropriately qualified and experienced Practitioners. The authors, peer reviewer and ERM authorisation are identified in Section 1.9 of the Report. Competent Persons responsible for the underlying Mineral Resource and Ore Reserve estimates are identified separately.

ERM confirms that it is independent of Carnaby, BDO and the outcome of the proposed transaction. ERM's fees are based on agreed commercial rates and are not contingent on the conclusions of the Report or the outcome of the proposed scheme.

Overview of the Mineral Assets

The Greater Duchess Copper Gold Project is located approximately 70 km southeast of Mount Isa, Queensland. It comprises several copper-gold deposits and exploration prospects within the historical Duchess mining district, including Mount Hope, Nil Desperandum, Lady Fanny and Trekelano.

ERM classifies Greater Duchess as a Pre-Development Project under the VALMIN Code. This classification should be confirmed against Carnaby's formal development status at the Technical Assessment date.

Carnaby completed a Pre-Feasibility Study and announced a maiden Ore Reserve in March 2026. The PFS development concept comprises open-pit and underground mining, with ore transported to Mount Isa for treatment through a third-party facility. Continued access to suitable toll-treatment capacity on acceptable commercial terms is a material assumption underpinning the development concept.

The project has road access and is crossed by regional rail and gas infrastructure. Water available within the Trekelano pit is expected to support approximately the first two years of mining, after which further groundwater investigation and development may be required. Additional work is also required in relation to surface-water management, cultural heritage, approvals and closure planning.

Carnaby's other Queensland interests and its Pilbara and Yilgarn Margin assets are at exploration stage and do not contain Mineral Resources reported in the ITSR. Their present value is substantially lower than that attributed to Greater Duchess.

ERM relied on tenure information supplied by Carnaby and its tenement consultants. ERM did not independently verify legal title and does not express a legal opinion on Carnaby's tenements, joint ventures or farm-in interests.

Work Completed by ERM

ERM undertook a multidisciplinary review directed at the matters most likely to affect the technical and economic assessment of Greater Duchess. The review included:

- drilling, sampling, geological interpretation and Mineral Resource models;
- suitability of the Mineral Resources to support the PFS and inform the valuation;
- modifying factors applied in the Ore Reserve estimate;
- open-pit and underground mine designs, production schedules and mining assumptions;
- production, recovery, payability, freight, capital cost and operating cost inputs to the DCF;
- toll treatment, infrastructure and water requirements;
- environmental, cultural heritage, permitting and closure matters with potential cost or schedule implications; and
- Mineral Resources and exploration tenure not included in the DCF.

ERM did not prepare an independent project DCF valuation or express an opinion on the value of Carnaby's shares or other securities. BDO is responsible for the financial assessment in the Independent Expert's Report, incorporating its assumptions and the technical adjustments recommended by ERM.

No site inspection was undertaken. ERM considered that the project's maturity, available technical information, satellite imagery, familiarity with the deposit style and project area, and the nature of the assessment provided a sufficient basis for the Report. ERM concluded that a site visit was unlikely to provide material additional information for the stated purpose.

Technical Conclusions and Recommendations

Mineral Resource Estimate

The Greater Duchess Mineral Resource estimate is:

- 30.8 Mt at 1.3% copper and 0.3 g/t gold;
- containing approximately 415,000 t copper and 258,700 oz gold; and
- comprising 17.6 Mt of Indicated Mineral Resources and 13.2 Mt of Inferred Mineral Resources.

The estimate is also reported as 1.6% copper equivalent, containing approximately 482,800 t CuEq. Copper-equivalent figures depend on the metal-price, recovery and conversion assumptions accompanying the estimate and should not be interpreted as recovered or payable metal.

The Greater Duchess Mineral Resource estimate was reported in Carnaby's ASX announcement dated 24 August 2026. Carnaby has advised that it is not aware of any new information or data that materially affects the information included in that announcement and that all material assumptions and technical parameters underpinning the estimate continue to apply and have not materially changed.

ERM considers that the Mineral Resources are fit for use in the PFS and for informing the valuation, subject to the qualifications described in the Report. This conclusion is not an unqualified statement that every aspect of the estimates complies with the JORC Code.

ERM recommends further work to:

- strengthen the application and documentation of reasonable prospects for eventual economic extraction;
- improve local grade confidence in parts of the Mount Hope underground Mineral Resource;
- review historical depletion and resolve production reconciliation differences at Trekelano;
- address limitations in supporting records for some historical drilling; and
- assess the spatial and economic relationship between Mineral Resources outside the current schedule and the proposed mine designs, including potential sterilisation.

These matters affect confidence in local grade estimates, resource conversion and the future recovery of material outside the current mine plan but do not, in ERM's opinion, prevent the Mineral Resources from being used for the stated PFS-level assessment.

Ore Reserve and Life of Mine Plan

The PFS Ore Reserve is:

- 8.4 Mt at 1.7% copper and 0.3 g/t gold;
- reported as 1.9% CuEq; and
- containing approximately 164,300 t CuEq.

The Ore Reserve was reported in Carnaby's ASX announcement dated 16 March 2026. Carnaby has advised that it is not aware of any new information or data that materially affects the information included in that announcement and that all material assumptions and technical parameters underpinning the Ore Reserve continue to apply and have not materially changed.

ERM considers the mine designs, production schedule and mining methods reasonable for a PFS-level assessment, subject to the qualifications and cost adjustments described in the Report.

The PFS production target comprises material classified as Probable Ore Reserves and Inferred Mineral Resources. Approximately 16% of scheduled copper and 12% of scheduled gold are derived from Inferred Mineral Resources. These metal proportions do not replace the requirement to disclose the production target by JORC classification on a consistent basis. The precise proportions by scheduled tonnes, together with all material assumptions supporting the production target, must be confirmed directly from the production schedule and reconciled with Carnaby's ASX announcement dated 16 March 2026.

Carnaby has advised that it is not aware of any new information or data that materially affects the production target and that all material assumptions underpinning it continue to apply and have not materially changed.

There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the determination of Indicated Mineral Resources or that the production target itself will be realised.

The DCF schedule contains Inferred Mineral Resources. ERM considers their inclusion reasonable for technical review at PFS level. However, this material has lower geological confidence than the Ore Reserve and introduces additional production and valuation uncertainty.

Technical Inputs to the DCF

The Greater Duchess DCF model is based on the consolidated LOM production schedule, comprising 155 kt copper and 89 koz gold in feed, or 179 kt CuEq, from Probable Reserves and Inferred Resources.

Inferred Resources contribute 16% of scheduled copper and 12% of scheduled gold.

ERM notes minor 2–3% discrepancies between reserve and unclassified material tabulations, but does not consider them material to the DCF valuation.

ERM considers the production schedule achievable and reasonable for the study stage and proposed mining approach.

The financial model is a structured Excel workbook that separates inputs, calculations and outputs, providing transparency and ease of review.

The DCF framework supports scenario testing for metal prices, production sequencing, and capital and operating costs. Revenues, costs, taxation, royalties and sustaining capital are coherent and traceable.

ERM considers the LOM model technically sound and appropriate as a PFS-level basis for income-approach valuation.

The supporting open-pit and underground cost models are appropriately structured for the study stage and feed directly into the financial model. ERM's principal adjustments are:

- approximately $42.9 million in concentrate freight costs omitted from part of the model;
- approximately $26.7 million in additional open-pit operating costs;
- 787 oz additional payable gold after correction of the Trekelano gold-payability calculation; and
- revision of the diesel-price assumption at the assessment date, with transition to a longer-term assumption.

The PFS and company-reported CuEq assumptions use copper recoveries of 95% and gold recoveries of 85% to 90%, supported by PFS test work and the assumed toll-treatment arrangement.

ERM considers these inputs appropriate for a PFS-level study and reasonable for valuation, noting that more definitive support will be required as the project advances.

The DCF also depends on mining dilution and recovery, achieved grades, metallurgical performance, payability, commodity prices, contractor costs, water supply, approvals and heritage clearances.

Conclusions

Subject to the qualifications and limitations described in the Report, ERM considers that the available information is sufficient to support a PFS-level technical assessment of Greater Duchess and to inform BDO's valuation assessment using an income approach for the proposed scheme.

ERM classifies Greater Duchess as a Pre-Development Project.

The Mineral Resources are considered fit for the PFS and valuation, subject to the qualifications in the Report.

Further work is required on Mount Hope grade confidence, Trekelano historical depletion and reconciliation, and reasonable prospects for eventual economic extraction.

ERM considers the technical DCF inputs reasonable after incorporating its recommended adjustments.

Available information is sufficient for the stated purpose, with confidence appropriate to a PFS-level assessment, and in ERM's opinion provides a reasonable basis to inform a valuation.

ERM's valuation is an opinion of Market Value, as defined by the VALMIN Code, as of 31 July 2026 and is expressed in Australian dollars. It relates to the identified Mineral Assets and not to Carnaby's shares or other securities. Market Value is an estimate rather than a guaranteed transaction price.

The Greater Duchess Mineral Resources outside the DCF comprise approximately:

- 21.5 Mt at 1.2% copper and 0.2 g/t gold; reported as approximately 1.4% CuEq; and
- containing approximately 304,000 t CuEq.

ERM primarily used comparative transactions to value these Mineral Resources. The yardstick method was used only as an order-of-magnitude cross-check and should not be regarded as independent corroboration of the comparative valuation (Figure 1).

ERM's Market Value opinion, on a 100% basis, is:

- Low: $56 million;
- Preferred: $66 million; and
- High: $75 million.

The preferred value represents ERM's judgement within the adopted range after considering the comparative transaction evidence, characteristics of the Greater Duchess Resources and the limitations of the available valuation methods. The detailed derivation, including the unadjusted comparative range and yardstick cross-check, is presented in the valuation section of the Report.

The valuation excludes the Ore Reserve and other material represented in the DCF. The arithmetic deduction of that material from the total Mineral Resource does not fully account for its spatial distribution, mining access, dilution, recovery or possible sterilisation. Further drilling, mine planning and economic assessment would be required to establish whether the Mineral Resources outside the DCF are economically recoverable.

ERM completed an initial area-based comparable transaction assessment of exploration assets to test the materiality of the Carnaby exploration tenure in Qld and WA. The analysis suggests a preferred value of approximately $7.2 million for exploration tenure not otherwise included in the DCF or Mineral Resource valuation, comprising approximately $4.0 million for Greater Duchess exploration tenure and $3.2 million for the Western Australian tenure.

These exploration assets are not material to the overall transaction assessment. They do not contain reported Mineral Resources, require further expenditure and successful exploration before they could contribute materially to value, and have a relatively low value compared with Greater Duchess and the Mineral Resources outside the DCF (as valued in BDO's DCF valuation).

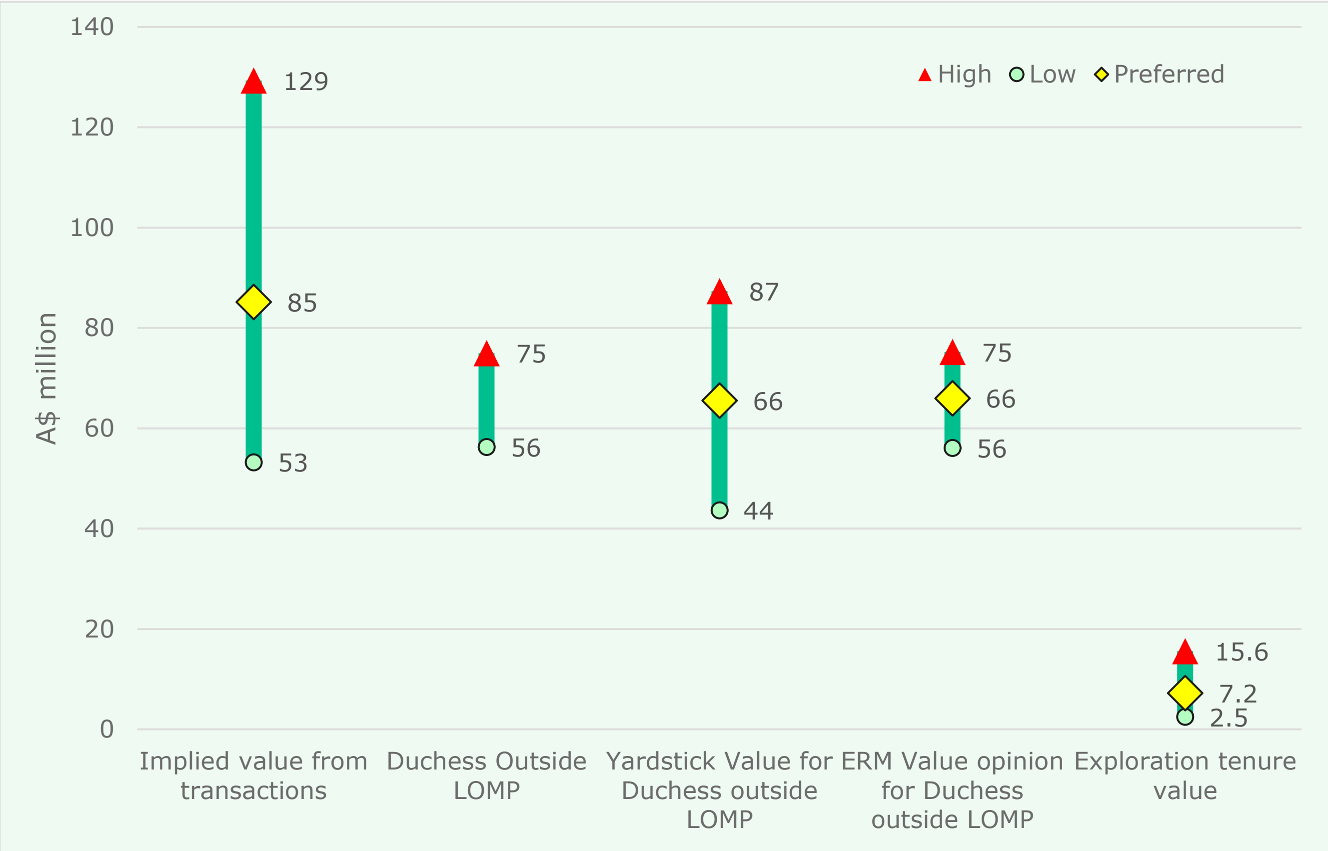

Figure 1: Valuation Summary

The combined valuations for Resources outside the DCF and Exploration tenure are presented in Table 1.

Table 1: ERM Combined Valuation Opinion ($ millions)

	Lo	Pref	Hi
Resources outside the LOMP	56	66	75
Exploration Tenure	2.5	7.2	15.6
Totals	**58.5**	**73.2**	**90.6**

The valuations discussed in this Report have been prepared at a valuation date of 31 July 2026. It is stressed that the values are opinions, as to likely values, not absolute values, which can only be tested by going to the market.

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Acronyms, Abbreviations and Units of Measurement

Term	Description
$	Dollar(s)
%	Percent
°	degrees
°C	degrees Celsius
µm	Micrometre
2D	two-dimensional
3D	three-dimensional
$	Australian Dollars
AAS-ICP	Atomic Absorption Spectroscopy and Inductively Coupled Plasma
AI	Artificial intelligence
AIG	Australian Institute of Geoscientists
AISC	All in sustaining costs
AR	Aqua regia
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
Au	Gold
AusIMM	Australasian Institute of Mining and Metallurgy
BCFM	Base Case Financial Model
BDO	BDO Corporate Finance (WA) Pty Ltd
BV	Bureau Veritas
BVG	Broad vegetation group
cm	Centimetre(s)
CRM	Certified reference material
CS2	Cover Sequence 2
Cu	Copper
CuEq	Copper equivalent
DCF	Discounted cash flow
DD	diamond drillhole(s)
E	Exploration licence (Western Australia)
EA	Environmental Approval
EPM	Exploration Permit for Minerals (Queensland)
ERM	ERM Australia Consultants Pty Ltd
ESA	Environmentally sensitive area
ESG	Environmental, social and governance
FA	Fire assay
GDE	Groundwater dependent ecosystem
ICP-MS	Inductively Coupled Plasma Mass Spectrometry

Term	Description
IOCG	Iron Oxide Copper-Gold
ITSR	Independent Technical Specialist’s Report
JORC	Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia
kt	Thousands of tonnes
LOM	Life of mine
LOMP	Life of mine plan
Ma	Millions of years
MARC	Maintenance and Repair Contract
mm	millimetre(s)
ML	Mining lease
Moz	million ounces
MRE	Mineral Resource estimate
PAF	Potentially acid forming
PGE	Platinum group elements
PFS	Pre-feasibility study
PRC Plan	Progressive rehabilitation and closure plan
QAQC	Quality assurance/quality control
QLD	Queensland
RC	Reverse circulation
REMP	Receiving Environmental Monitoring Program
RE	Regional ecosystem
SEDEX	Sedimentary exhalative
t	metric tonne(s)
TCRC	Treatment and Refining costs
t/m3	tonnes per cubic metre
TTSZ	Tabba Tabba Shear Zone
VALMIN	The Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets, 2015 Edition
VHMS	Volcanogenic massive sulphide
WA	Western Australia

1. INTRODUCTION

1.1 Context, Scope, and Terms of Reference

Carnaby Resources Limited (the "Client", "Carnaby" or the "Company") has engaged BDO Corporate Finance Australia Pty Ltd ("BDO") to prepare an Independent Expert's Report ("IER") to be sent to shareholders of the Company.

BDO has in turn commissioned the Technical Mining Services team of ERM Australia Consultants Pty Ltd ("ERM") to prepare an Independent Technical Specialist's Report on Carnaby Resources' Mineral Assets (the "Report" or "ITSR"), being the Greater Duchess Copper Gold Project in the Mount Isa region of Queensland, and Pilbara Gold-Lithium and Yilgarn Margin Gold-Base Metals Projects in Western Australia. BDO is seeking valuation opinions, primarily on the inputs to the Greater Duchess Copper Gold Project's Life of Mine Plan (LOMP) and Base Case Financial Model (BCFM) reported in the Pre-Feasibility Study (PFS), and a consideration of the value of the mineral assets not included in the LOMP.

The scope of work comprises preparation of an ITSR and mineral asset valuation meeting the requirements of the Australasian Code for Public Reporting of technical assessments and valuations of mineral assets (VALMIN Code, 2015). ERM worked closely with BDO who were responsible for preparation of the Adjusted Model, as defined in the IER. ERM's role included critical analysis of inputs to the LOMP and BCFM for the Greater Duchess Copper Gold project and provision of a valuation for the Company's mineral assets not included in the LOMP.

Carnaby is an Australian exploration company with copper and gold projects in Queensland and Western Australia. It is presently focussed on developing the Greater Duchess Copper Gold Project in the historical Duchess copper mining district, approximately 70 km southeast of Mount Isa, QLD.

The Greater Duchess Copper Gold Project, prospective for Iron Oxide Copper-Gold (IOCG), includes the Mount Hope, Nil Desperandum, Lady Fanny, Duchess, Mt Birnie, Mohawk and Trekelano deposits within a 1,946 km^2 land holding.

Greater Duchess contains 415 kt of copper (Cu) and 259 koz of gold (Au) (483 kt CuEq) in Mineral Resources reported in accordance with the JORC Code. Within the Resources is an estimated Ore Reserve containing 164 kt CuEq.

Carnaby also controls a small number of exploration assets in WA, principally five granted exploration licences (E) covering an area of 288 km^2 in the Pilbara, and four granted E's covering an area of 908 km^2 in the northern Goldfields, two located 200 km northeast of Wiluna and the other two 265 km northeast of Leonora.

1.1.1 Background

ERM understands the Company has entered into a binding Scheme Implementation Deed ("SID") with Evolution Mining Limited (ASX: EVN) ("Evolution"), under which it is proposed that Evolution will acquire 100% of the issued shares in Carnaby by way of a scheme of arrangement.

Carnaby has engaged BDO to prepare an IER related to the SID. BDO will in turn rely on an ITSR on the project that will be prepared by ERM.

1.1.2 Scope of Work

The Company has engaged BDO to prepare an IER to be sent to shareholders of the Company.

BDO has in turn commissioned ERM to prepare an ITSR on the Mineral Assets of the Company, seeking valuation opinions of the Mineral Resources, the exploration portfolio, and on the inputs to the LOMP and BCFM reported in the PFS, and a consideration of the value of the assets not included in the LOMP.

The Report, or a summary of it, is to be appended to the IER, and as such, will become a public document.

The Report will be an Independent Technical Specialist's Report providing a Mineral Asset valuation meeting the requirements of the Australasian Code for Public Reporting of technical assessments and valuations of Mineral Assets (VALMIN Code, 2015).

The Expert will use this information to inform a valuation of the Company's shares.

1.2 Methodology

ERM has been preparing a draft technical assessment report for the use of BDO to prepare an IER to be sent to shareholders of the Company. This work provides a substantial portion of the technical assessment needed to support the valuation opinions in the ITSR.

The technical assessment and valuation examine:

- A review of current mining and associated exploration tenements, limited to verification of tenement validity, future renewal requirements and lease conditions material to the mine's value.
- Geology and mineral resources, including future mineral resource potential that may be realised through additional near-mine exploration on tenements held by the Company in the vicinity of the project.
- The most recent Ore Reserve estimate, supported by available production reconciliation information.
- The most recent LOMP.
- The project's PFS and supporting data.
- Environmental management practices proposed for the mine, closure plans and potential legacy issues requiring longer term management, consistent with mining lease obligations.

1.3 Valuation Approach

ERM's report includes at least two valuation approaches for the Greater Duchess Copper Gold Project, with an explanation of why the selected approaches are appropriate and how they have been prepared. Should the selected valuation approaches yield materially different estimates, explanation of how available information contributes to this uncertainty and how the Project should be valued is provided. Ranges of values for each selected approach is provided.

ERM employed the following principal valuation approaches in valuing the Mineral Assets required by this assignment:

- Comparative transactions for transactions publicly reported on Australian Mineral Assets with copper-gold resources since 2021 in which the implied value of:
    - Contained copper equivalent tonnes was derived from publicly reported Mineral Resource estimates and the transaction value.
- Comparative transactions for exploration tenements were derived from publicly reported tenement details for copper in Australia and gold in Western Australia included in asset transactions and the transaction value.

- A "Rule of Thumb (Yardstick)" approach whereby Measured, Indicated and Inferred Resources, estimated for individual deposits were valued on the basis of contained copper equivalent tonnes, the copper price used for this study and multipliers reflecting low and high limits for different resource classifications.

ERM's Report includes a discussion of the valuation range and preferred value for the Mineral Assets.

In defining its valuation ranges, ERM notes that there are inherent risks involved when conducting any arm's length valuation exercise. These factors can ultimately result in significant differences in valuations over time. By applying narrower confidence ranges, a greater degree of certainty regarding these assets is being implied than may be the case. Where possible, ERM has endeavoured to narrow its valuation range.

1.4 About this Report

This Report describes the Mineral Assets of Carnaby in QLD and WA, primarily focussing on the Greater Duchess Copper Gold Project in QLD.

This Report is an attempt to summarise and simplify the status of past and current work on the Greater Duchess Copper Gold Project. While there is a long history of activity around the historical Duchess copper mining district, the focus of this Report is the status and technical work informing the Project valuation.

The geology and mineralisation for the Project area is discussed, as well as inputs into the current Mineral Resources, model predicted on multiple deposits and resources feeding a toll milling LOMP; inputs to the LOMP/BCFM from the recent PFS with the focus on mining inputs; environmental, social and governance (ESG) considerations including permitting, heritage and closure; regional surface exploration; and other material information associated with the further development of the Project.

The quality of information, conclusions, and estimates contained in this Report are consistent with the level of the work carried out by ERM to date on the assignment, in accordance with the assignment specification agreed between ERM and BDO.

This Report has been prepared by ERM for consolidating and updating technical information relating to the various prospects, deposits, and targets that comprise the Mineral Assets in a format suitable for public release, and reportable in accordance with the JORC and VALMIN Codes.

The statements and opinions contained in this Report are given in good faith and in the belief that they are not false or misleading. The conclusions are based on information available up to 28 August 2026, which could alter over time depending on exploration results, mineral prices, and other relevant market factors.

The interpretations and conclusions reached in this Report are based on current scientific understanding and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high they might be, make no claim for absolute certainty.

The ability of a company and/or a project to achieve forward-looking production and economic targets depends on numerous factors beyond ERM's control and that ERM cannot anticipate. These factors include, but are not limited to, site-specific mining, and geological conditions, management, and personnel capabilities, availability of funding to properly operate and capitalise the operation, variations in cost elements, and market conditions, developing and operating the mine efficiently, unforeseen changes in legislation, and new industry developments. Any of these factors may substantially alter the performance of any mining operation.

1.5 Compliance with the VALMIN and JORC Codes

The Report has been prepared in accordance with the VALMIN Code 2015[1] and JORC Code[2], which are binding upon Members of the Australian Institute of Geoscientists ("AIG") and the Australasian Institute of Mining and Metallurgy ("AusIMM"), and rules and guidelines issued by such bodies as the Australian Securities and Investments Commission ("ASIC") and Australian Securities Exchange ("ASX") that pertain to Independent Experts' Reports. Both codes specify requirements that must be met by professionals preparing public reports that meet the requirements of these codes.

The Report has been prepared to the standard of, and is considered by ERM to be, a Technical Assessment and Valuation Report as defined in the VALMIN Code (2015).

The authors have taken due note of the rules and guidelines issued by such bodies as ASIC and ASX, including ASIC Regulatory Guide 111 – Content of Expert Reports, and ASIC Regulatory Guide 112 – Independence of Experts.

ERM has not been engaged to comment on any legal matters and notes that it is not qualified to make legal representations regarding the ownership, legal standing or heritage access of the mineral exploration and mining tenements held by Carnaby that provided tenure for the Project addressed by this Report. ERM has not attempted to confirm the legal status of the tenure associated with the Project and has relied on information provided by Carnaby.

A first draft of the Report was supplied to the Client to check for material errors, factual accuracy, and omissions before the final report was issued.

1.6 Principal Sources of Information

The Report has been based on information available up to and including 28 August 2026.

The information was provided to ERM by Carnaby, or has been sourced from the public domain, and includes both published and unpublished technical reports prepared by consultants, and any other data relevant to Carnaby's Projects. Consent was obtained where necessary.

The authors have endeavoured to confirm the authenticity and completeness of the technical data upon which the Report is based by making all reasonable enquiries within the time available.

ERM did not undertake a site visit to the Projects for this Report. ERM has sufficient experience in deposit style and project area and did not consider a site visit mandatory to its understanding of the prospectivity of the tenements, based on the quality of the information available.

ERM makes no other assessment or assertion as to the legal title of the tenements and is not qualified to do so.

[1] Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets. The VALMIN Code, 2015 Edition. Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

[2] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

1.7 Use of Artificial Intelligence

Portions of this report may have been created with the assistance of artificial intelligence (AI) technologies. All such content has been reviewed, validated, and, where necessary, amended by ERM technical professionals, who retain full editorial control and responsibility.

Any outputs that have been used have been reviewed and verified by the authors who retain full responsibility for the interpretation, conclusions, and opinions expressed in this Report.

1.8 Site Inspection

The VALMIN Code (Clause 11.1) notes that where an inspection of a Mineral Asset is likely to reveal information or data that are material to a public report, the Specialist should inspect it.

ERM has concluded that a site visit will not be required for the purposes of this Report.

This is due to the mature status of the Project, availability of high-quality satellite imagery of the project areas and the access to them, and familiarity of the authors with the Project.

In ERM's professional opinion, undertaking a site inspection solely for the purposes of this Report would not provide any additional information that would likely change ERM's opinions or conclusions contained in this Report.

1.9 Authors of the Report – Qualifications, Experience, and Competence

The Sustainable Mining Services team of ERM Australia Consultants Pty Ltd ("ERM", formerly CSA Global) prepared the report in West Perth, WA.

ERM provides multi-disciplinary services to a broad spectrum of clients across the global mining industry. Services are provided across all stages of the mining cycle, from project generation to exploration, resource estimation, project evaluation, development studies, operations assistance, and corporate advice, such as valuations, and independent technical documentation. More information is provided at the end of this report.

The geological aspects of the Client's Queensland and Western Australian Projects have been compiled and documented by Mr Max Nind, Principal Consultant. Mr Graham Jeffress, Partner, supervised, and finalised the valuation work on the Projects.

Max Nind is an experienced geologist with over 35 years of experience in exploration, mine geology, financial evaluation, and corporate asset management. This ranges from niche exploration to major resource companies, and a prominent financial services provider, globally in Australia, USA, New Zealand, and Canada. He has managed all aspects of exploration projects from targeting; planning; budgeting; field work; negotiations with drilling companies; implementing drill programmes; mapping and geological logging; and communication with pastoralists. He gained a solid foundation in mining during working underground, managing geological departments of various mines, including production, grade control, exploration, ore reserve estimation, mine planning, and budgeting. His extensive corporate and financial experience ranges from leading corporate management and project study teams; developing and maintaining strong working relations with stakeholders; leading commercial negotiations with contractors, government agencies, and financial institutions; to identifying, assessing, and developing business investment opportunities. Mr. Nind has sufficient experience that is relevant to the Technical Assessment of the Mineral Assets under consideration, the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a Practitioner as defined in the 2015 Edition of the "Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets", and as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources, and Ore Reserves". Mr. Nind consents to the inclusion in the Report of the matters and the supporting information based on his information in the form and context in which it appears.

Mining engineering, expenditure and financial modelling aspects of the Greater Duchess Projects have been compiled and documented by Mr Scott Barton, ERM Associate Technical Director. Scott has the following key management skills and capabilities: international and domestic operational management of a large team of consultants, including recruitment and retention, leadership, training, mentoring and career development; project management of internal and outsourced professional teams and partner engineering firms in demanding environments and with limited timeframes to deliver a diverse range of projects; business development of new markets and maintenance of existing client base; formulation and execution of business direction and strategy; and internal specification and development of systems, procedures and innovation implementation.

Peer review of this Report has been undertaken by ERM Consulting Director, Mining Transaction & Corporate Advisory – Sustainable Mining Services, Mr Andrew Waltho, B.App. Sc. (Hons), Applied Geology, FAIG, RPGeo, FAusIMM, FGS (London), PMSME, GAICD, Member VALMIN Committee. Andrew has more than 40 years as an exploration and mining geoscientist spanning multiple commodities, deposit styles, and settings with major, mid-tier, and junior companies, and as a consultant. Andrew also has more than 23 years' experience as a director of resources sector companies and not for profit professional organisations. He is a past-President of the Australian Institute of Geoscientists and was recently appointed to the VALMIN Committee which is responsible for the development of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets.

Global authorisation of this Report has been undertaken by ERM Partner, Service Lead – Sustainable Mining Services, Mr Graham Jeffress, BSc (Hons) Applied Geology, FAIG, RPGeo (Mineral Exploration), FAusIMM, FSEG. Graham Jeffress is a geologist with more than 35 years' experience across mineral exploration, mining, project evaluation and technical consulting in Australia and internationally, including Papua New Guinea, Indonesia and Kazakhstan. His career has spanned the full mining value chain, from grassroots exploration and resource definition through to mining operations, technical due diligence, independent technical reporting and valuation of mineral assets. As a Partner with ERM, Graham leads the Technical Mining Services team across Asia-Pacific, providing technical and strategic advice to mining companies, investors, lenders and governments. The team delivers expertise across exploration, mineral resources, mine geology, mining engineering, technical studies, transactions, valuation, hydrogeology, geological database management and GIS. Having worked for major mining companies, junior explorers, government agencies and as an independent consultant, Graham brings perspectives from across the industry on what drives investment, project development and long-term competitiveness in the resources sector. Graham served as a Federal Councillor of the Australian Institute of Geoscientists for 11 years and has been a member of the Joint Ore Reserves Committee (JORC) since 2014. He became Chair of JORC in 2026.

1.10 Prior Association and Independence

Neither ERM, nor the authors of this Report, have or have had previously, any material interest in the Client or the mineral properties in which the Company has an interest. Furthermore, neither ERM nor any of the authors of this Report have any material nor contingent interest in the outcome of this Report, nor is there any pecuniary or other interest that could reasonably be regarded as being capable of affecting our independence.

ERM's relationship with the Client is solely one of professional association between client and independent consultant.

No member or employee of ERM is, or is intended to be, a director, officer, or other direct employee of the Company.

No member or employee of ERM has, or has had, any material shareholding in the Company.

There is no formal agreement between ERM and the Client in relation to ERM conducting further work for the Company.

1.11 Fees

ERM is an independent consultancy. This Report is prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results of this Report.

The agreed fee was based on the complexity of the assignment, ERM's knowledge of the assets, and the availability of data. The fee for the preparation of this Report is approximately $120,000.

1.12 Declarations

The observations, statements, conclusions, opinions and recommendations contained in this Report are given in good faith and in the belief that they are not false or misleading.

The Report has been compiled based on information available up to and including the date of the Report.

The statements and opinions are based on the reference date of 28 August 2026, and could alter over time depending on exploration results, mineral prices, and other relevant market factors. In ERM's opinion, nothing material has occurred up to the date of this Report since the valuation date to affect ERM's technical review and valuation opinion.

The opinions expressed in the Report have been based on the information supplied to ERM by the Client. The opinions in the Report are provided in response to a specific request from the Company to do so. ERM has exercised all due care in reviewing the supplied information. While ERM has compared key supplied data with expected values, the accuracy of the results and conclusions from the review is entirely reliant on the accuracy and completeness of the supplied data.

ERM does not accept responsibility for any errors or omissions in the supplied information and does not accept any consequential liability arising from commercial decisions or actions resulting from them.

Opinions presented in the Report apply to the project conditions and features, as they existed at the time of ERM's investigations, and those reasonably foreseeable. These opinions do not necessarily apply to conditions and features that may arise after the date of the Report, about which ERM had no prior knowledge nor had the opportunity to evaluate.

ERM's valuations are based on information provided by the Client and public domain information. This information has been supplemented by making all reasonable enquiries within the time available, to confirm the authenticity, and completeness of the technical data.

ERM has no obligation or undertaking to advise any person of any development in relation to the mineral assets which come to its attention after the date of this Report. ERM will not review, revise or update the Report, or provide an opinion in respect of any such development occurring after the date of this Report.

1.13 Competent Person and Practitioner Statements

1.13.1 This Report

The information in this Report is based on information compiled and conclusions reached by Mr Graham Jeffress, Mr Phil Jankowski, and Mr Scott Barton, as well as on the work of the Competent Person's listed below, and the authors named in this Report.

Mr Jeffress is a Competent Person who is a Fellow of the AusIMM, the AIG, the Society of Economic Geologists and the Geological Society of Australia.

Mr Jeffress is a full-time Principal Geologist and Partner (Technical Mining Services) of ERM and has no conflict of interest in relation to this Report. Mr Jeffress has sufficient experience that is relevant to the Technical Assessment of the Mineral Assets under consideration, the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a Practitioner as defined in the 2015 Edition of the "Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets", and as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources, and Ore Reserves". Mr Jeffress consents to the inclusion in the Report of the matters and the supporting information based on his information in the form and context in which it appears.

Mr Jankowski is a full-time employee of ERM and is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Jankowski has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code). Mr Jankowski consents to the disclosure of the information in this Report in the form and context in which it appears.

Mr Barton is a full-time employee of Nicscotia Pty Ltd, and is a Member of the Australasian Institute of Mining and Metallurgy. Mr Barton has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code). Mr Barton consents to the disclosure of the information in this Report in the form and context in which it appears.

1.13.2 Exploration Results, Mineral Resource and Ore Reserve Estimates

The information in this document that relates to exploration results is based upon information compiled by Mr Robert Watkins. Mr Watkins is a Director of the Company and a Member of the AusIMM. Mr Watkins consents to the inclusion in the report of the matters based upon the information in the form and context in which it appears. Mr Watkins has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which is undertaken to qualify as a Competent Person as defined in the December 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (JORC Code).

The Information in this report that relates to Trekelano Mineral Resources is based on information compiled by Mr Paul Payne, a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Payne is a full-time employee of Payne Geological Services and is a director and shareholder of Carnaby Resources Limited. Mr Payne has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Payne consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Information in this announcement that relates to Open Pit mine planning, scheduling and cost estimation of the Ore Reserve estimates is based on information complied by Mr Oliver Shaw, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Shaw is employed by SRK Consulting Pty Ltd. Mr Shaw has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Shaw has reviewed this announcement and consents to the inclusion in this announcement of all technical statements based on his information in the form and context in which they appear.

The Information in this announcement that relates to Underground mine planning, scheduling and cost estimation of the Ore Reserve estimates is based on information complied by Mr Robert Urie, a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Urie is employed by SRK Consulting Pty Ltd. Mr Urie has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Urie has reviewed this announcement and consents to the inclusion in this announcement of all technical statements based on his information in the form and context in which they appear.

The Information in this announcement that relates to Open pit and Underground geotechnical assessment of the Ore Reserve estimates is based on information complied by Mr Walter Keilich, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Keilich is director of WK Geotechnical. Mr Keilich has sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Keilich has reviewed this announcement and consents to the inclusion in this announcement of all technical statements based on his information in the form and context in which they appear.

2. TECHNICAL REVIEW

2.1 Greater Duchess Copper Gold Project

2.1.1 Project Overview

Carnaby Resources Limited (ASX: CNB) is an Australian exploration and development company focussed on copper and gold projects in Queensland and Western Australia.

The main project is the Greater Duchess Copper Gold Project located approximately 70 km southeast of Mount Isa in Queensland and centred around the historical Duchess copper mining district. The project encompasses 1,946 km² of Iron Oxide Copper-Gold (IOCG) prospective tenure, including the Mount Hope, Nil Desperandum and Lady Fanny deposits and recently acquired Trekelano mining leases.

The Project has a Mineral Resource Estimate of 30.8 Mt at 1.3% Cu, 0.3 g/t Au (1.6% CuEq[3]) containing 415 kt Cu and 259 koz Au (483 kt CuEq) (Carnaby, 2026e).

In March 2026, CNB announced the results of a pre-feasibility study (PFS) and Ore Reserves for the Greater Duchess Copper Gold Project (Carnaby, 2026b). The Ore Reserve for the Project has been estimated at 8.4 Mt at 1.9% CuEq (1.7% Cu, 0.3 g/t Au) for 164,300 t CuEq.

The PFS contemplates an initial six years of open pit mining with an Open Pit Ore Reserve of 4.2 Mt at 1.7% CuEq (1.5% Cu, 0.3 g/t Au).

Open pit mining transitions to underground mining at Mount Hope Central and Nil Desperandum to complete a nine-year mine life from an Underground Ore Reserve of 4.2 Mt at 2.1% CuEq (1.9% Cu, 0.3 g/t Au).

The PFS envisages:

- 12-year production target processing 9.3 Mt of 1.9% CuEq averaging approximately 15,000 t CuEq per year (contained).
- Eight years targeting approximately 17,000 t CuEq recovered per year.
- Six years open pit mining with transition to underground mining.

All deposits remain open at depth with additional exploration upside in the Greater Duchess area.

[3] CuEq is reported by the Company in two ways.

For the Duchess MRE The CuEq calculation is **CuEq=Cu% + (Au_ppm * 0.7)** and is based on September 2023 spot prices of US$8,500/t for copper and US$1,950/oz for gold, exchange rate of 0.67 and recovery of 95% copper and 90% gold as demonstrated in preliminary metallurgical test work. It is the Company's opinion that all the elements included in the metal equivalents calculation have a reasonable potential to be recovered and sold.

For all the other MRE, the Company states that the CuEq calculation is **CuEq=Cu% + (Au_ppm * 0.85)** and is based on review of consensus forecast prices of US$8,505/t for copper and US$2,520/oz for gold, exchange rate of 0.63 and recovery of 95% copper and 85% gold as demonstrated in preliminary metallurgical test work. It is the Company's opinion that all the elements included in the metal equivalents calculation have a reasonable potential to be recovered and sold.

In ERM's opinion, the Company's approach provides a simplistic metric for recognising the value contribution of the polymetallic mineralisation. The approach ignores current pricing, payability, transport and refining costs, and other potentially material economic factors that inform an accurate metal equivalent. However, it is nonetheless a useful metric to simplify consideration of project value.

2.1.2 Location and Access

The Greater Duchess Copper Gold Project is located 70–100 km southeast of Mt Isa in Queensland, covering an area of approximately 1,946 km^2 (Figure 2).

The Project area is traversed by key regional operational infrastructure in the Mount Isa railway line, owned and operated by state statutory body, Queensland Rail Limited, and Carpentaria Gas Pipeline owned and operated by APA Group (Figure 3).

Access to all mine areas is via a combination of sealed and unsealed roads from the regional centre of Mount Isa to the north and from the town of Cloncurry to the northeast.

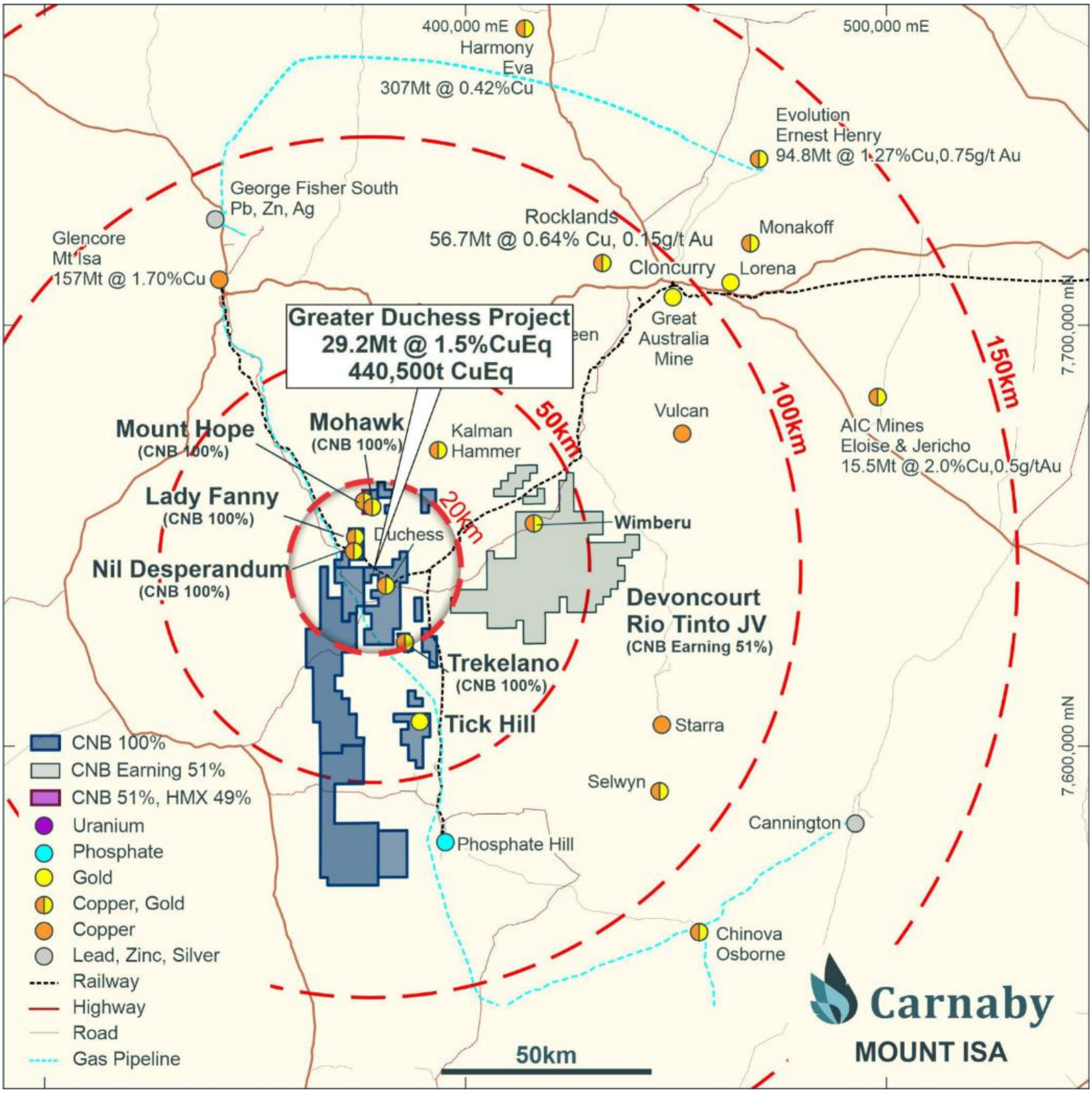

Figure 2: Greater Duchess Copper Gold Project Regional Location Plan

Source: Carnaby (2026b)

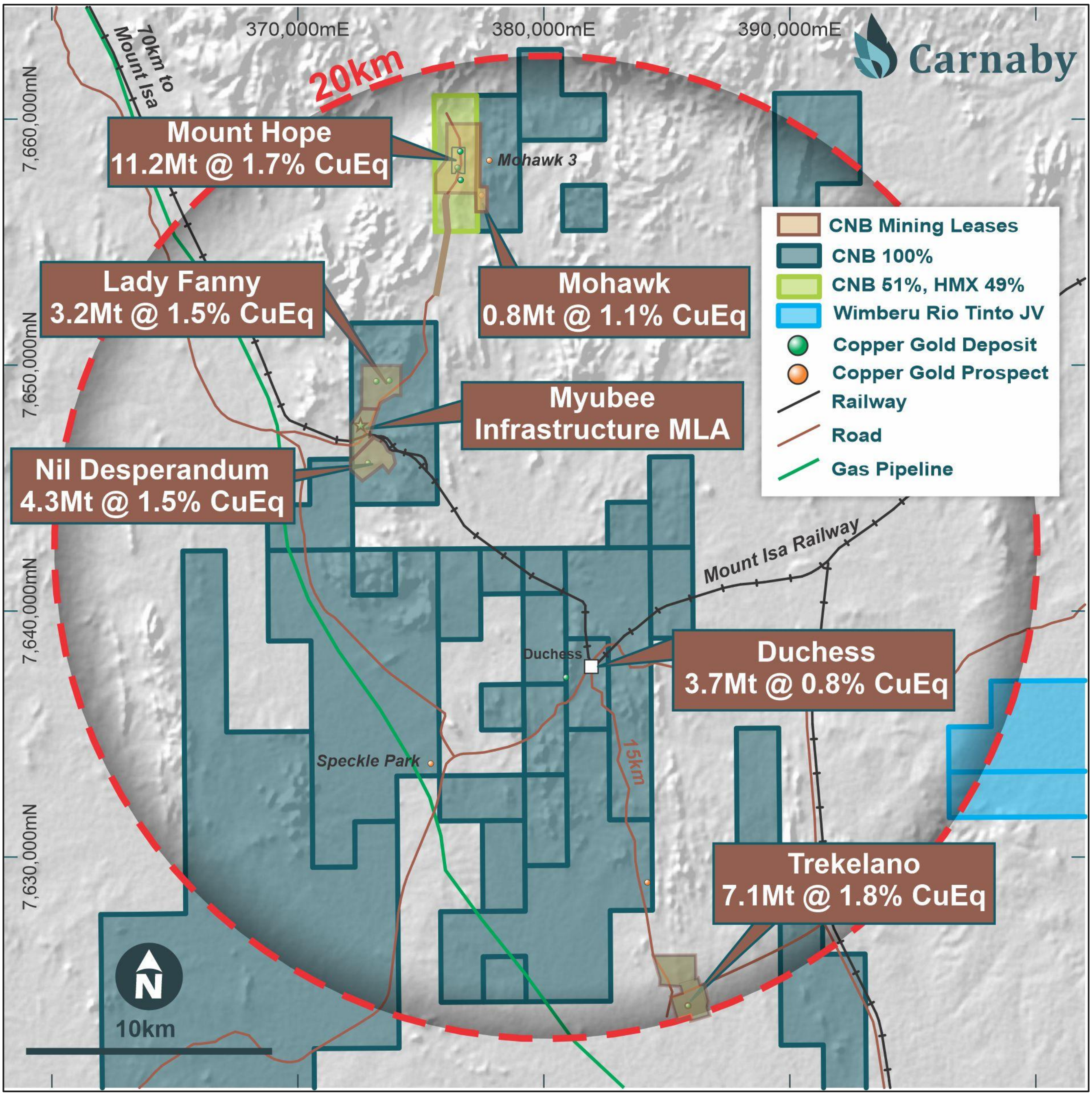

Figure 3: Greater Duchess Copper Gold Project PFS Location Plan

Source: Carnaby (2026b)

2.1.3 Climate and Physiography

The Project is focused on the small, historic outback mining town of Duchess, located in a rugged setting of rocky low hills. A local watershed divides water flow north towards the Gulf of Carpentaria and southwards feeding into the Lake Eyre catchment system.

The surrounding landscape is dominated by open savanna woodland with a mixture of spinifex grass, arid-adapted shrubs, and scattered eucalypts and acacias. Besides the mining industry, the region supports large-scale beef cattle pastoral stations.

The climate is arid-to-semi-arid tropical with well-defined wet and dry seasons. The average annual rainfall is 344 mm with the majority of rain falling between November and March. Light rains are sometimes received during the dry season, but the period between April and October is frequently dry.

Bureau of Meteorology records from The Monument Airport show the average mean maximum temperature in summer is 38.4°C in December and mild winter temperatures with an average mean minimum temperature of 7.3°C in July (BOM, 2026).

2.1.4 Tenure

Tenement information on Carnaby's Queensland tenements was provided by independent tenement management firm, Hetherington Exploration & Mining Title Services Pty Ltd and provided to ERM by the Company.

ERM has reviewed the reports provided by the tenement manager to the Company but has not independently verified the legal title of the tenements and is not qualified to do so. ERM considered the independent tenement managers report to verify the accuracy and validity of the Company's tenure.

The Company's Queensland project tenements cover an area of approximately 2,022 km^2 (Table 2, Note: the value of pending tenure has been discounted by 50% to reflect the uncertainty of grant

Table 3, Table 4). In Queensland, Carnaby manages 18 EPMs and four MLs (granted), and has applications for seven EPMs and five MLs. The tenure includes two joint ventures, Hammer Metals Ltd and Rio Tinto Exploration Pty Ltd.

Table 2 Carnaby's 100% held Mount Isa Copper and Gold Projects Tenements

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km^2)
EPM9083	Burke River	Renewal lodged	Carnaby Resources (Holdings) Pty Ltd	29-Oct-92	28-Oct-26	51.1
EPM11013	Monastery	Live	Carnaby Resources (Holdings) Pty Ltd	11-Mar-96	31-Dec-30	3.2
EPM14366	Bushy Park	Live	Carnaby Resources (Holdings) Pty Ltd	21-Jul-05	20-Jul-29	25.6
EPM14369	Dronfield	Live	Carnaby Resources (Holdings) Pty Ltd	22-Sep-05	21-Sep-28	9.6
EPM17637	Revenue	Live	Carnaby Resources (Holdings) Pty Ltd	2-Apr-15	1-Apr-30	3.2
EPM18223	Bronzewing Bore	Live	Carnaby Resources (Holdings) Pty Ltd	25-Nov-13	24-Nov-28	9.6
EPM18980	Mayfield	Live	Carnaby Resources (Holdings) Pty Ltd	11-Feb-14	10-Feb-29	19.2
EPM19008	Duchess	Live	Carnaby Resources (Holdings) Pty Ltd	17-Sep-13	16-Sep-28	38.4
EPM25435	Mt Erle #1	Live	Carnaby Resources (Holdings) Pty Ltd	3-Sep-14	2-Sep-29	44.8
EPM25439	Mt Erle #2	Live	Carnaby Resources (Holdings) Pty Ltd	3-Sep-14	2-Sep-29	16.0
EPM25853	Southern Hub Extended	Live	Carnaby Resources (Holdings) Pty Ltd	18-Sep-15	17-Sep-30	25.6
EPM25972	Duchess North	Live	Carnaby Resources (Holdings) Pty	14-Dec-15	13-Dec-28	6.4

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km^2)
			Ltd			
EPM26651	Tick Hill South	Live	Cosmo Holdings (WA) Pty Ltd	31-May-18	30-May-28	12.8
EPM27101	Big Beauty	Live	Carnaby Resources (Holdings) Pty Ltd	6-Jan-20	5-Jan-30	12.8
EPM27822	Razorback Creek	Live	Carnaby Resources (Holdings) Pty Ltd	11-Nov-21	10-Nov-26	60.8
EPM28238	Makbat	Live	Carnaby Resources (Holdings) Pty Ltd	21-Jul-23	20-Jul-28	318.7
EPM28239	Magna Lynn	Live	Carnaby Resources (Holdings) Pty Ltd	24-Jul-23	23-Jul-28	319.5
EPM28634	One Tree	Live	Carnaby Resources (Holdings) Pty Ltd	21-Mar-24	20-Mar-29	76.5
EPM29449	Quartz Creek	Pending	Carnaby Resources (Holdings) Pty Ltd			3.2
EPM29353	Alligator Creek	Pending	Carnaby Resources (Holdings) Pty Ltd			16.0
EPM29443	Leichhardt River	Pending	Carnaby Resources (Holdings) Pty Ltd			25.6
EPM29564	Trekelano West	Pending	Carnaby Resources (Holdings) Pty Ltd			22.4
EPM29566	St Mungo	Pending	Carnaby Resources (Holdings) Pty Ltd			38.3
EPM29576	St Mungo #2	Pending	Carnaby Resources (Holdings) Pty Ltd			25.6
EPM29610	Mt Birnie	Pending	Carnaby Resources (Holdings) Pty Ltd			9.6
ML90125	Trekelano	Renewal lodged	Carnaby Resources (Holdings) Pty Ltd	20-Oct-05	31-Oct-25	1.8
ML90128	Trikilana	Renewal pending	Carnaby Resources (Holdings) Pty Ltd	20-Oct-05	31-Oct-25	1.8
ML90183	Trekelano Extended	Live	Carnaby Resources (Holdings) Pty Ltd	1-May-08	30-Apr-28	0.1
ML90240	Mount Hope	Live	Carnaby Resources (Holdings) Pty Ltd	30-Sep-19	30-Sep-29	0.5
ML100468	Lady Fanny	Pending	Carnaby Resources (Holdings) Pty Ltd			2.4
ML100472	Myubee Rail Siding	Pending	Carnaby Resources (Holdings) Pty Ltd			1.4
ML100469	Nil Desperandum	Pending	Carnaby Resources (Holdings) Pty Ltd			1.8
ML100470	Mount Hope Extended	Pending	Carnaby Resources (Holdings) Pty Ltd			0.6
ML100500	Mount Hope	Pending	Carnaby Resources (Holdings) Pty			4.1

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km²)
	Extended		Ltd			

Note: the value of pending tenure has been discounted by 50% to reflect the uncertainty of grant

Table 3 Hammer Metals JV Tenement

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km²)
EPM26777[1]	Pilgrim South	Live	Mt. Dockerell Mining Pty Ltd	15-Nov-2018	14-Nov-2028	9.6

Note:

- 1. Carnaby acquired an initial 51% beneficial interest in three (3) sub-blocks within exploration permit EPM26777 from Hammer Metals Limited, immediately adjoining and surrounding the Company's Mount Hope Central and Mount Hope North deposits (Sub-Blocks). Carnaby has the right to acquire an additional 19% beneficial interest to take its total beneficial interest in the Sub-Blocks to 70%.

Table 4 Rio Tinto JV Tenements

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km²)
EPM 14955		Renewal pending	Rio Tinto Exploration Pty Limited	29-Jun-06	28-Jun-26	160.0
EPM 17805		Renewal pending	Rio Tinto Exploration Pty Limited	21-Apr-11	20-Apr-26	6.4
EPM 26800	Devoncourt North	Live	Rio Tinto Exploration Pty Limited	11-Apr-19	10-Apr-29	28.8
EPM 27363	Devoncourt 2	Live	Rio Tinto Exploration Pty Limited	8-Apr-20	7-Apr-30	316.8
EPM 27364	Devoncourt 3	Live	Rio Tinto Exploration Pty Limited	9-Apr-20	8-Apr-30	156.7
EPM 27365	Devoncourt 4	Live	Rio Tinto Exploration Pty Limited	24-Mar-20	23-Mar-30	102.3
EPM 27424	Devoncourt 8	Live	Rio Tinto Exploration Pty Limited	7-Dec-20	6-Dec-30	6.4
EPM 27465	Devoncourt 10	Live	Rio Tinto Exploration Pty Limited	28-Jul-20	27-Jul-30	25.6

Notes:

- Carnaby paid $100k in shares and can earn 51% by spending $5m and drilling 4,000m within 5 years. Rio can retain 49% or allow Carnaby to sole-fund a further $8m to earn 80%.
- Carnaby currently has no interest in the tenements.
- No value has been ascribed to the Rio Tinto JV tenure.

2.1.5 Regional Geology

The Greater Duchess Copper Gold Project lies within the Kalkadoon - Leichardt Belt of the Paleo- to Mesoproterozoic southern Mount Isa Inlier (Figure 4). The Belt is one of three deformed and metamorphosed terranes within the Inlier that are bounded by major north trending fault zones. The Inlier has been divided stratigraphically divided into three Cover Sequences over basement rocks that are separated by regional unconformities or events (Figure 5).

The Project area is dominated by rocks from Cover Sequence 2 (CS2) (1,790 Ma-1,740 Ma), comprising felsic and clastic sediment overlain by platformal carbonates, and includes, from older to younger, the Magna Lynn Metabasalt, Argylla Formation, Ballara Quartzite, Corella Formation, and Wonga Batholith.

Iron oxide copper gold (IOCG) mineralisation at the Greater Duchess Copper Gold Project occurs within the Argylla Formation which comprises recrystallised felsic volcanics with intercalated sediments and Magna Lynn Metabasalt, both part of CS2 (Payne, 2025a). The mineralisation occurs in a mix of vein, stockwork, breccia, skarn and ironstone hosted deposits, and is associated with high temperature, iron-rich hydrothermal alteration zones, spatially related to the Wonga Batholith (Payne, 2025b).

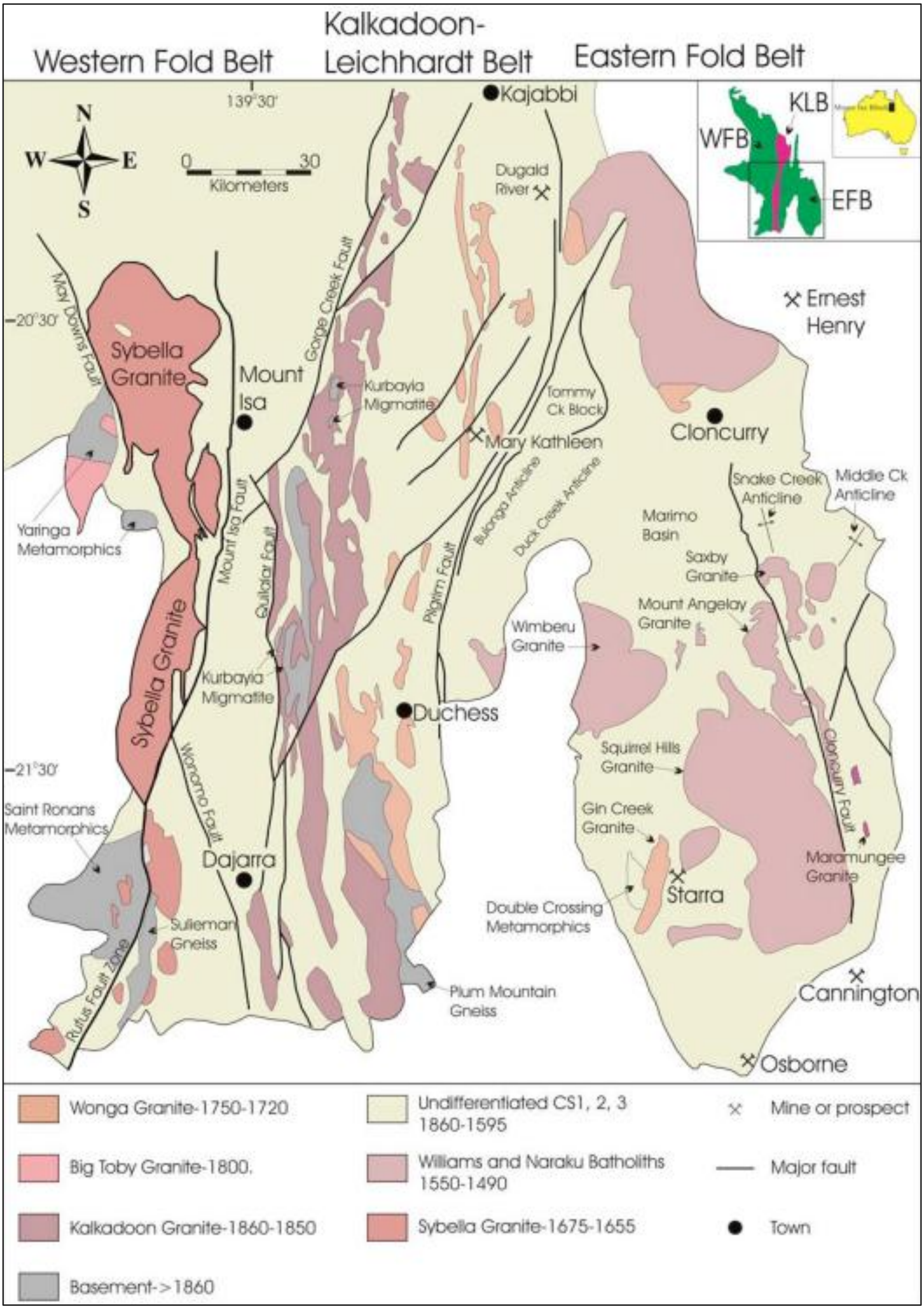

Figure 4: Simplified geology of the southern Mount Isa Inlier

Source: Foster & Austin, 2005

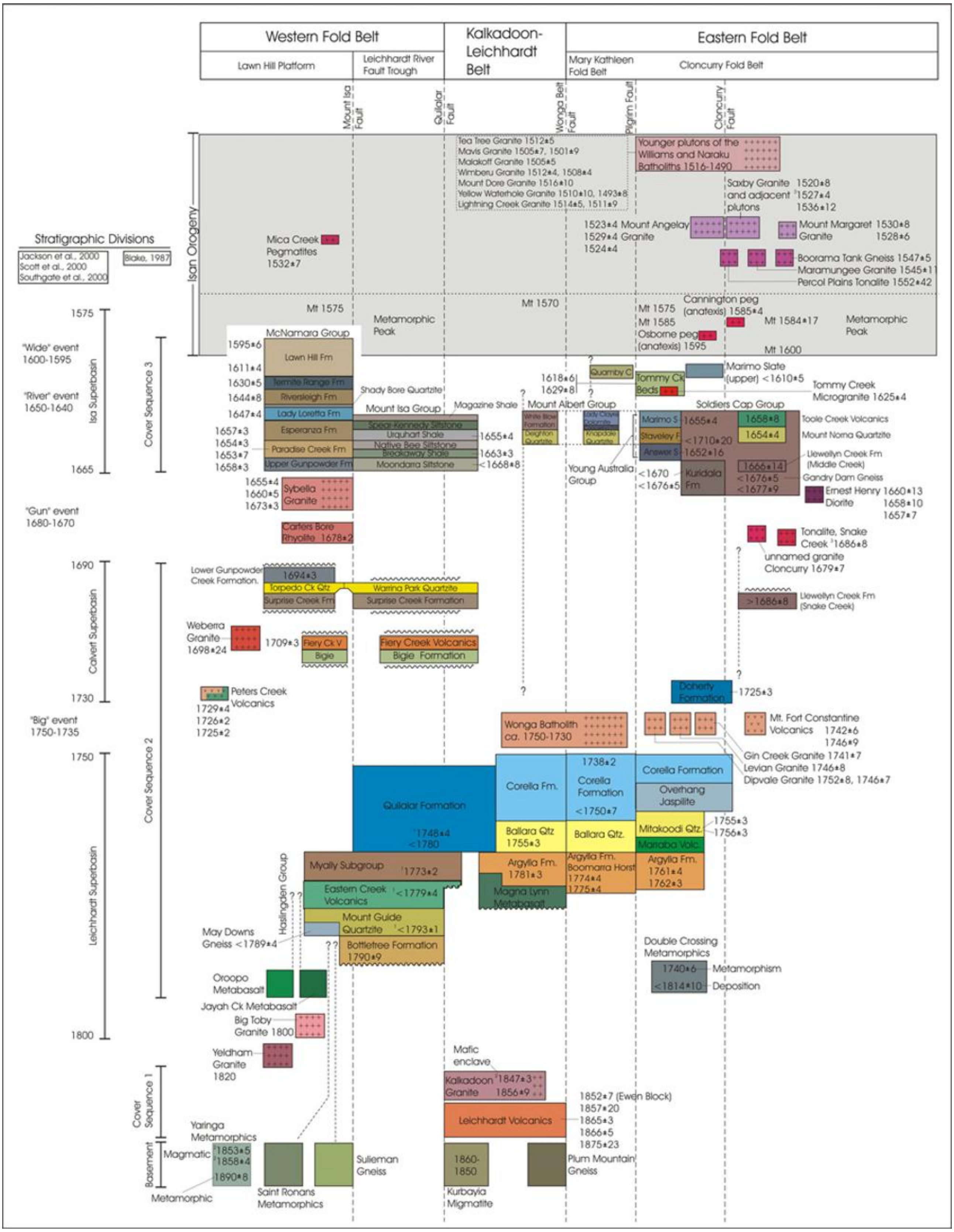

Figure 5: Stratigraphy of the Mount Isa Inlier

Source: Foster & Austin, 2005

2.1.6 Local Geology and Mineralisation

Mount Hope

Mount Hope is a Proterozoic iron oxide copper gold deposit in the Mt Isa Inlier. It is hosted in recrystallised felsic volcanics and intercalated sediments of the Argylla Formation. Two groups of lodes have been identified, Mount Hope Central and Mount Hope North (Figure 6); both had minor historic open pit mining. The host rocks have been intensely folded and sheared, with a very strongly developed foliation (Figure 7). Boudinage in the foliation commonly localises sulphides at low stress sites in boudin necks.

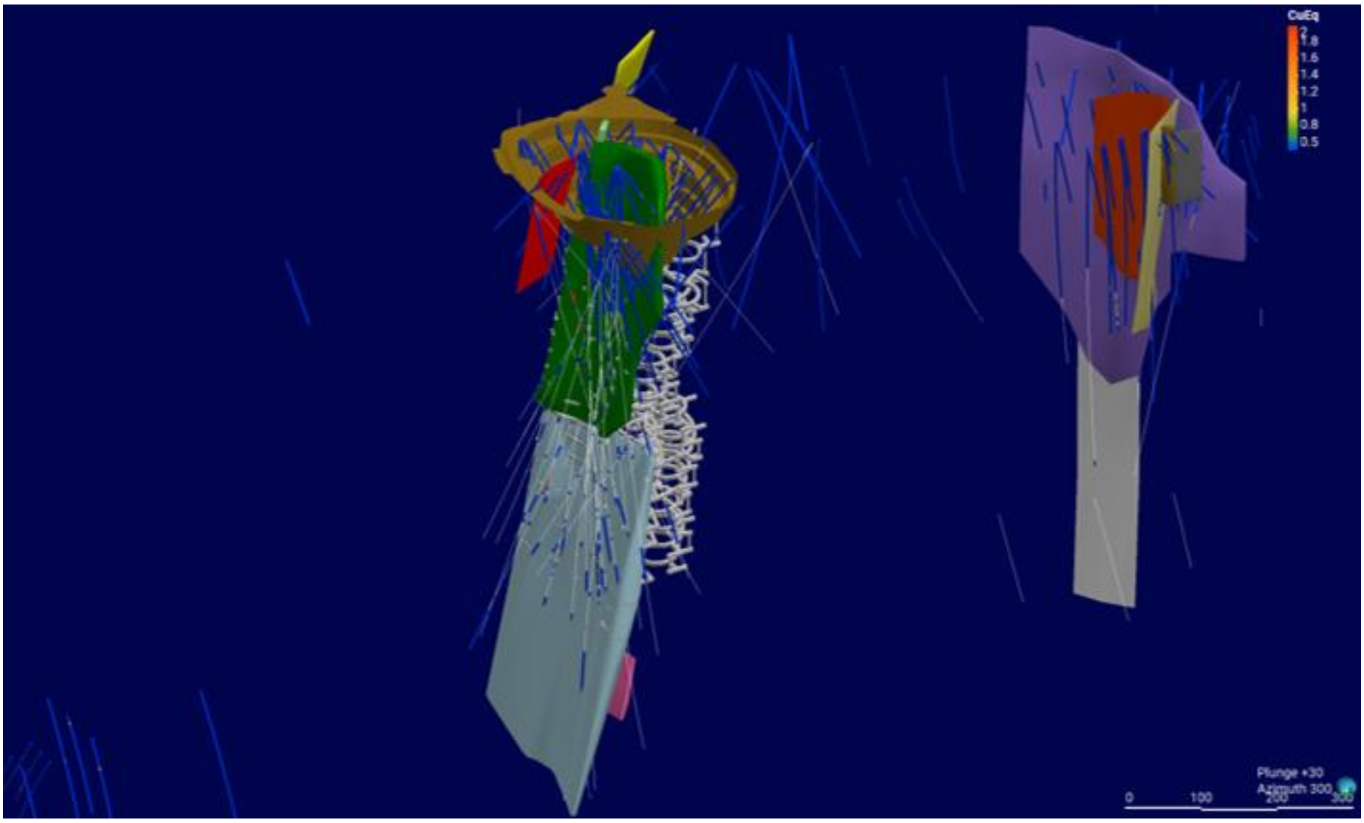

Figure 6: Mt Hope lodes with proposed open pit and underground development

Source: ERM

Figure 7: Intense foliation and boudinage, Mt Hope open pit

Source: Davis, 2023

Primary mineralisation is composed of semi-massive and disseminated chalcopyrite-pyrite-pyrrhotite sulphides within multiple sub-parallel lenses largely confined to well defined quartz vein lode horizons. They strike approximately 060° to 090° and are subvertical to steeply south dipping; the largest have strike lengths of 200 m to 300 m, are 20 m to 30 m thick and known over dip lengths exceeding 500 m.

The main Boomerang Lode repeats at depth in the Chalcus Lode, from which it is separated by a fault dipping at -30° to 350°. The steeply SW dipping Binna Burra Lode lies on a NW orientation and truncates the western end of the Boomerang Lode.

The mineralised zones have been weathered to vuggy, siliceous material with both secondary (chalcocite) and primary sulphide minerals (pyrite, chalcopyrite, pyrrhotite) to a depth of up to 400 m in places; this is overlain by limonitic oxide material.

Sulphide mineralisation is preferentially localised in quartz veins; two generations of veins have been recognised, informally named Quartz 1 and Quartz 2 (Figure 8).

The preferred orientation of the Quartz 1 foliation and sulphides is steeply dipping to the WNW. Quartz 2 veins are in a deformed vein stockwork that has evidence for open-space formation during stockwork development and mineralisation. Copper-gold sulphide mineralisation consistently overprinted the last major stage of silica, Quartz 2, exploiting earlier-formed structures and depositing into subsequent sites produced during ongoing deformation (Figure 9).

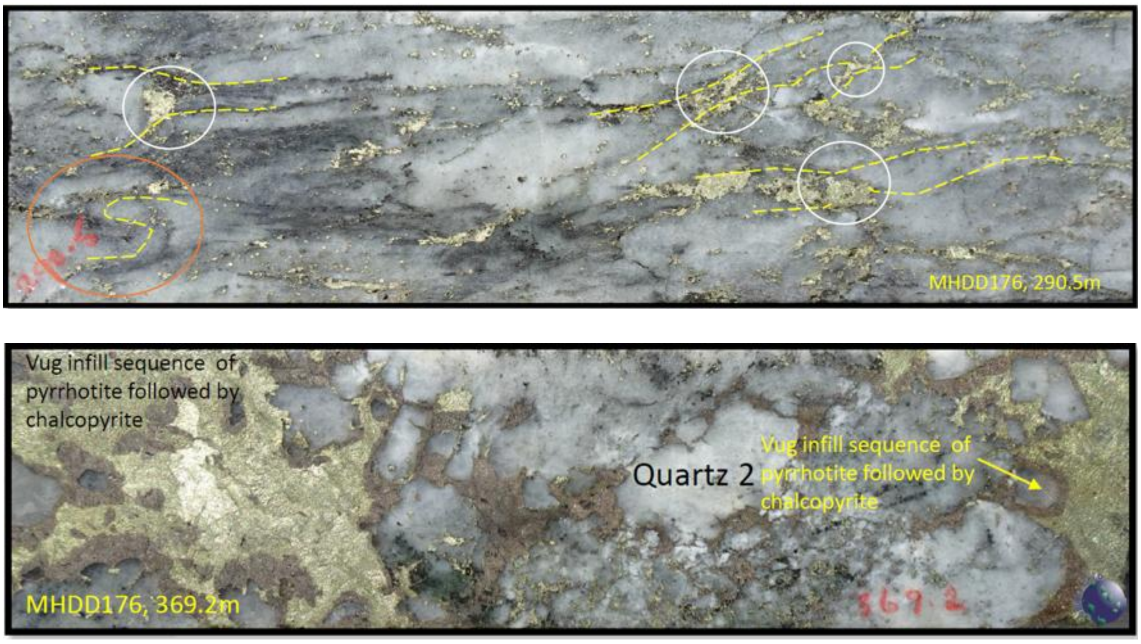

Figure 8: Quartz 1 (top) and Quartz 2 (bottom) style veining and sulphide mineralisation

Source: Davis, 2023

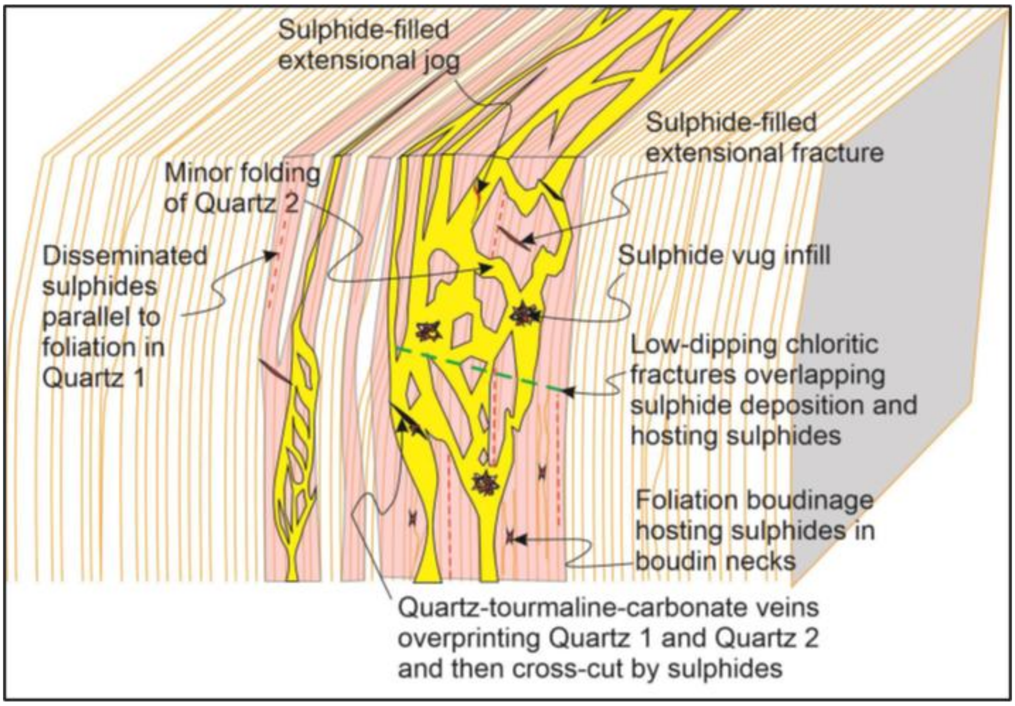

Figure 9: Schematic mineralisation model for Mount Hope

Source: Davis, 2023

Trekelano

Trekelano is a Proterozoic iron oxide copper gold deposit in the Mt Isa Inlier. It is hosted in biotite schists and scapolitic granofels of the Corella Formation. The host rocks have been intensely folded and sheared, with north-south trending shear zones which dip 60-70° to the west that commonly contain breccias of altered host rock.

Three separate deposits are known: Trek 1, Trek 2 and Inheritance. Each deposit is parallel to shearing. At Inheritance, mineralisation consists of several sulphide rich lenses within a 30-50 m wide shear zone. In the other deposits, sulphides occur in steeply dipping tabular veins up to 1 m in thickness. Typically, there is mineralised hangingwall and footwall shears, NE striking splays off the mineralised hanging wall, and extensive irregular breccia zones between the two shears.

Primary mineralisation is chalcopyrite, pyrite and magnetite, with minor bornite and marcasite. Isolated occurrences of galena, sphalerite and molybdenite have been recorded. Cobaltite is distributed throughout the chalcopyrite as small inclusions. The main gangue mineral is calcite, with subordinate amounts of actinolite, tremolite, augite, epidote and garnet. Quartz is rare. Gold occurs uniformly throughout with chalcopyrite.

Nil Desperandum

Nil Desperandum is a Proterozoic iron oxide copper gold deposit in the Mt Isa Inlier. It is hosted in hornblende-biotite schist with varying amounts of quartz-feldspar-magnetite alteration. The fault controlled stratigraphy and mineralisation strikes approximately 060° dipping 45° to the southeast. The stratigraphy strikes northwest and dips moderately to the southwest. Sulphides generally occur as disseminations and stringer mineralisation. Rare zones of semi-massive and massive sulphide also occur, particularly in the high grade breccia mineralisation. Sulphide minerals comprise chalcopyrite, pyrite and pyrrhotite.

Lady Fanny

Lady Fanny is a Proterozoic iron oxide copper gold deposit in the Mt Isa Inlier. Mineralisation is hosted by sub-parallel, anastomosing and steeply dipping shear zones within dominantly biotite schist.

Two separate groups of lodes occur; one centred around the historic Lady Fanny workings and striking at 340° to 0° and steeply east to steeply west dipping, and the Burke and Wills lodes 400 m to the west of Lady Fanny striking at approximately 020° and dipping steeply to the east. Mineralisation consists of disseminated chalcopyrite-pyrite to veins of massive chalcopyrite breccia fill. K-feldspar and magnetite alteration is common throughout the deposit. Tabular mineralised zones vary from 2 m to 30 m in thickness with strike lengths of the individual lodes varying from 200 m to 500 m. Weathering at the deposit is limited to a zone of partial oxidation typically 5-20 m in depth.

2.1.7 Exploration History

Mount Hope

Minor open pit production from Mount Hope in the 1960s and 1970s resulted in shallow open pits 20 m to 40 m depth.

Carnaby commenced modern exploration in 2022, and between then and 2024 a total of 189 reverse circulation or diamond drillholes (Table 5). Due to terrain and tenement boundary restrictions, systematic grid drilling was not practical, so holes were drilled with varying azimuths and dip; in many cases the drillholes intersect the mineralisation at a low angle, or even are drilled down the dip of the mineralisation. The distance between drillholes in the mineralisation is variable, typically ranging from 20 m to 60 m in the better drilled parts of the deposit.

Table 5 Drillhole summary, Mount Hope

Drillhole Type	Number of Holes	Linear Metres
Diamond	72	39,307
Reverse Circulation	117	20,433
Total	189	59,740

Reverse circulation drilling used face sampling hammers with 140 mm diameter bits. Samples were collected at 1 m downhole from a rig mounted cone splitter. In visually unmineralised zones, 5 m composite spear samples were collected for analysis. Any samples with anomalous results were then re-submitted at 1 m intervals. Samples were generally dry and sample recoveries were visually determined to be good.

Diamond drilling was NQ sized (47.6 mm diameter). Core recovery from diamond drilling was generally excellent with the majority of core being completed in fresh rock. Core was halved by an automatic diamond saw and sampled to lithological boundaries, then typically at 1 m intervals within the mineralised zones.

Drillholes were surveyed using north seeking gyro equipment with the surveys completed at the time of drilling at approximately 10 m intervals. Collar locations were surveyed using a high precision Trimble SP60 GPS.

Samples were prepared and analysed at ALS Laboratories in Mount Isa, Queensland. Samples were dried and crushing to P_{70} -2 mm. A 1 kg split was pulverised to a nominal P_{85} -75 µm. Copper was assayed using aqua regia (AR) digest of a 0.4 g split with Atomic Absorption Spectroscopy and Inductively Coupled Plasma (AAS-ICP) finish; gold was assayed with an AR digest of a 25 g split with an Inductively Coupled Plasma Mass Spectrometry (ICP-MS) finish.

QAQC protocols included the use of certified reference material (CRM), field duplicates, blanks and interlaboratory umpire samples.

CRMs were each inserted at a ratio of approximately 1 in 50 resulting in 253 copper assays from six different copper CRMs. A small number of values in the very high grade GBM321-15 showed a cluster of values reported low suggesting a possible calibration issue for those batches; otherwise CRMs were generally within three standard deviations of the expected value.

Field duplicates were taken at a ratio of 1 in 40 within visually determined mineralised zones. Results of the 76 field duplicates for copper showed a high repeatability; for gold a high degree of scatter may suggest a nuggety distribution of the gold.

Blank samples were inserted into the sample stream at a rate of approximately 1 in 20. Of the 195 blanks, only three were below detection or at detection level for copper. The maximum value of 1800 ppm Cu may be the result of sample contamination in the laboratory. Four of the gold values were at the detection limit; all others were below detection.

A total of 852 pulp replicates were assayed by ALS for copper, and 179 for gold. For copper results were excellent with high repeatability, but for gold the precision was lower.

As an external check of the ALS analyses, 128 mineralised pulp samples were sent to the Bureau Veritas (BV) laboratory in Perth for AR assay method for Cu and Au, and additional fire assay (FA) analysis for gold. The mean of both BV gold assays (AR and FA) was higher than the ALS gold assays. The BV copper mean was identical to the ALS mean.

The interlaboratory checks for gold showed excellent repeatability between ALS and BV. The population of samples greater than 0.5 ppm Au showed a degree of scatter. The BV fire assay results compared well to the ALS AR results. The 12% high bias in the fire assay results was not obvious in the scatter plot and appears to occur throughout all grade ranges.

Trekelano

Copper mineralisation was discovered in 1902, with underground mining of Trek 1 between 1912 and 1943. Reported production was 155,000 t at 10.9% Cu and 2 g/t Au (Placer Dome, 2006).

Drilling was carried out between the 1950's and 1980's by several operators led to the discovery of Trek 2 and Inheritance.

A feasibility study was completed by Mineral Commodities in the 1990's, however the project was considered unviable and was divested to Placer Pacific (Osborne) Pty Ltd in 2003.

Placer conducted further drilling and a feasibility study based on mining of the Inheritance and Trek 2 deposits as satellite feed to the Osborne Copper Mine. Open pit mining between 2006 and 2010 produced 2.09 Mt at 1.51% Cu and 0.40 g/t Au. The Inheritance pit was limited by the Mining Lease boundary on the eastern side. The Trek 2 pit was partially backfilled with low grade mineralised waste from the Inheritance pit.

The Trekelano drilling database includes records for 1,136 drill holes for 56,706 m of drilling. In addition, records for two surface costeans for 39 m were included in the database. Carnaby completed 17 RC and DD holes in 2025. The majority of drill holes and channel samples were completed by previous operators between 1961 and 2012 (Table 6).

The majority of drilling is drilled with holes at 20 m to 30 m hole spacings on 25 m sections, to a depth of 300 m at Trek 1 and Inheritance and 100 m depth at Trek 2.

A number of holes had erroneous assay records, including the TRTS series of holes drilled in 1961. Gold analysis was inconsistent and in numerous samples values of 0.45 were recorded for Au, Ag, Co, Pb and Zn, indicating that some manipulation of original data had occurred. Similar errors were observed in a small number of more recent holes. These were all excluded from the estimate.

Table 6 Drillhole summary, Trekelano

Year	Drillhole Type	Number of Holes	Linear Metres
1961	Diamond	14	3,058.7
1989	Reverse Circulation	48	2,587
1989	Costean	2	39.1
1994	Diamond	15	2,584.12
1995	Diamond	43	6,659.1
1995	Reverse Circulation	23	1,832.5
2000	Diamond	11	3,348.58
2000	Reverse Circulation	32	3,147
2003	Diamond	1	318.5
2004	Diamond	23	3,246.54
2004	Reverse Circulation	28	4,085.5
2005	Diamond	33	4,366.74
2005	Reverse Circulation	10	1,524
2005	Aircore	695	2,057
2006	Diamond	13	2,161.52
2006	Reverse Circulation	6	660
2006	Aircore	5	200
2008	Diamond	8	2,061.42
2008	Reverse Circulation	18	2,017
2008	Aircore	60	180

Year	Drillhole Type	Number of Holes	Linear Metres
2009	Diamond	3	630.8
2011	Diamond	4	1,177.6
2011	Reverse Circulation	8	1,325
2012	Reverse Circulation	8	1,324
2025	Diamond	11	4,063.55
2025	Reverse Circulation	33	7.978

No details of the drilling and sampling procedures pre-2025 have been located. RC drillholes were sampled were at 1 m; some RC holes were sampled and assayed for the full length of the hole. Others appear to have been selectively sampled, also at 1 m intervals. Diamond core drilling was typically sampled to lithological boundaries then at 1 m intervals within the mineralised zones. It appears that much of the core was not sampled where it was considered unmineralised. No QAQC data is available for the pre-2025 data. To check the assay values of historic drilling, Carnaby located drill core from the historic drilling and where sufficient competent core was available, quarter core resamples were taken.

For the 167 paired samples, copper assays showed a close correlation between original results and resample results across all grade ranges; a high degree of scatter was observed for the gold values at all grade ranges.

Down hole surveys were present for the majority of the drilling. Of the 215 holes included in the Mineral Resource, 44 holes had two surveys or less and the majority of these were shallow RC holes. Deeper diamond holes had surveys at frequent intervals ranging from every metre to the most common interval of every 5 m down hole. The survey method was not documented

For the 2025 Carnaby drilling, reverse circulation drilling used face sampling hammers with 140 mm diameter bits. Samples were collected at 1 m downhole from a rig mounted cone splitter. In visually unmineralised zones, 5 m composite spear samples were collected for analysis. Any samples with anomalous results were then re-submitted at 1 m intervals. Samples were generally dry and sample recoveries were visually determined to be good.

Diamond drilling was NQ sized (47.6 mm diameter). Core recovery from diamond drilling was generally excellent with the majority of core being completed in fresh rock. Core was halved by an automatic diamond saw and sampled to lithological boundaries, then typically at 1 m intervals within the mineralised zones.

Drillholes were surveyed using north seeking gyro equipment with the surveys completed at the time of drilling at approximately 10m intervals. Collar locations were surveyed using a high precision Trimble SP60 GPS.

Samples were prepared and analysed at ALS Laboratories in Mount Isa, Queensland. Samples were dried and crushing to P70 -2 mm. A 1 kg split was pulverised to a nominal P85 -75 µm. Copper was assayed using AR digest of a 0.4 g split with AAS-ICP finish; gold was assayed with an AR digest of a 25 g split with an ICP-MS finish.

QAQC protocols included the use of CRMs, field duplicates, blanks and interlaboratory umpire samples.

CRMs were each inserted at a ratio of approximately 1 in 50 resulting in 25 copper assays from 4 different copper CRMs, and 43 gold assays from 5 different gold CRMs. CRMs were generally within three standard deviations of the expected value.

Nil Desperandum

Copper mineralisation at the deposit was initially drilled in 1995 however the full extent of the deposit was delineated by the Company with drilling programs carried out between 2021 and 2024. The project was held by various operators prior to Carnaby acquiring the project. In the period 1996-1999, the project was held by Queensland Minex NL who completed 16 RC holes (ND01-ND16).

From 2005 to 2010, the project was held by Universal Resources Limited. During that time Universal completed 4 diamond drillholes (DD) and 13 reverse circulation percussion (RC) drillholes. No detailed records of sampling and assaying were provided for the historic drilling completed at the project.

Carnaby drilling commenced in 2021 and continued through until late 2024 and comprised 73 RC holes and 43 DD holes. The small number of holes completed by the Company in 2024 included shallow infill RC, and diamond holes for geotechnical and metallurgical test work. The majority of Carnaby holes were vertical. The majority of the deposit has been systematically drilled holes at 40 m by 40 m spacings in the upper 300 m of the deposit. In the deeper part of the deposit, holes are at 40 m to 60 m spacings on 80 m to 160 m spaced cross sections. The mineralisation remains open down plunge.

The drilling completed to date at the Nil Desperandum Project is summarised in Table 7.

Table 7 Drillhole summary, Nil Desperandum

Year	Drillhole Type	Number of Holes	Linear Metres
1996-2010	Diamond	4	734
1996-2010	Reverse Circulation	29	3,602
2021-	Diamond	43	18,173
2021-	Reverse Circulation	73	12,933

Lady Fanny

Small scale historic mining from open pits and underground workings reached no more than 10 m deep. Modern exploration has been carried out by Carnaby since 2021.Reverse circulation drilling used face sampling hammers with 140 mm diameter bits. Samples were collected at 1 m downhole from a rig mounted cone splitter. In visually unmineralised zones, 5 m composite spear samples were collected for analysis. Any samples with anomalous results were then re-submitted at 1 m intervals. Samples were generally dry and sample recoveries were visually determined to be good.

Diamond drilling was NQ sized (47.6 mm diameter). Core recovery from diamond drilling was generally excellent with the majority of core being completed in fresh rock. Core was halved by an automatic diamond saw and sampled to lithological boundaries, then typically at 1 m intervals within the mineralised zones.

Drillholes were surveyed using north seeking gyro equipment with the surveys completed at the time of drilling at approximately 10 m intervals. Collar locations were surveyed using a high precision GPS.

Samples were prepared and analysed at ALS Laboratories in Mount Isa, Queensland. Samples were dried and crushing to P70 -2 mm. A 1 kg split was pulverised to a nominal P85 -75 µm. Copper was assayed using AR digest of a 0.4 g split with AAS-ICP finish; gold was assayed with an AR digest of a 25 g split with an ICP-MS finish.

QAQC protocols included the use of CRMs, field duplicates, blanks and interlaboratory umpire samples.

CRMs were each inserted at a ratio of approximately 1 in 50 resulting in 338 copper assays from 12 different copper CRMs. Copper CRMs were generally within three standard deviations of the expected value. There were 389 gold assays from 13 different gold CRMs. Gold CRMs were generally within three standard deviations of the expected value.

Field duplicates were taken at a ratio of 1 in 40 within visually determined mineralised zones. Results of the 67 field duplicates for copper showed reasonable repeatability; for gold a high degree of scatter may suggest a nuggety distribution of the gold.

Blank samples were inserted into the sample stream at a rate of approximately 1 in 20. Of the 241 blanks, only three failed for copper and probably represent mislabelled CRMs. All gold blank values were below detection.

A total of 1,162 pulp replicates were assayed by ALS for copper, and 179 for gold. For copper results were excellent with high repeatability, but for gold the precision was lower especially above 0.4 ppm.

As an external check of the ALS analyses, 118 mineralised pulp samples were sent to the BV laboratory in Perth for AR assay method for copper and gold, and additional FA analysis for gold.

The interlaboratory checks for copper showed excellent repeatability between ALS and BV. For gold, there was no bias between the two datasets but a high degree of scatter.

2.1.8 Mineral Resources

The Company's stated Mineral Resources for the Greater Duchess Copper Gold Project as of 24 August 2026 are shown in Table 8. The Mineral Resources are composed of resources from seven deposits, namely Mount Hope, Trekelano, Nil Desperandum, Lady Fanny, Mt Birnie, Duchess, and Mohawk.

Table 8 Greater Duchess Mineral Resource Estimate as of 24 August 2026

Class	Tonnes (Mt)	Cu (%)	Au (g/)t	CuEq (%)	Cu (Tonnes)	Au (Ounces)	CuEq (Tonnes)
Indicated	17.6	1.5	0.3	1.7	262,000	156,800	303,500
Inferred	13.2	1.2	0.2	1.4	153,000	101,900	179,300
Total	**30.8**	**1.3**	**0.3**	**1.6**	**415,000**	**258,700**	**482,800**

Source: Carnaby (2026e)

Mount Hope

The Mount Hope mineral resource estimate is based on a set of fifteen mineralisation wireframes that were interpreted manually from cross sections using a nominal 0.2% Cu cutoff. A minimum downhole length of 2 m was used, with up to 5 m of internal dilution for most of the lodes but more in Boomerang and Chalcus lodes where many holes were drilled down dip. Wireframes representing the interpreted oxide and transitional zones of the mineralisation were also interpreted in the mineralised zones.

The drillhole database was intersected with the mineralisation wireframes, and downhole composites of the Cu and Au extracted at 2 m downhole (Boomerang and Chalcus) or 1 m (all other lodes). Experimental variograms were generated for Cu and Au in the Boomerang, Chalcus and main Mount Hope North lodes. The variograms were aligned to the main down dip direction of the mineralisation, with two other variograms in the orthogonal directions. Where necessary a normal scores transformation was applied before modelling and the modelled variograms back-transformed for estimation. Kriging neighbourhood analysis was conducted to optimise kriging parameters and minimise conditional bias.

The parameters derived from the variography were applied to the estimate for Chalcus, Boomerang and main MHN lodes by Ordinary Kriging, using four nested searches. All other minor domains were estimated using Inverse Distance Squared.

For each major lode, the major and semi-major axes of the search ellipse were set to match the geometry of the lode. To account for the changes in strike, different orientations were used in the two limbs of the Chalcus and Boomerang Lodes, and three in Mount Hope North.

A very small tail of 12 high Au composites was cut to 2.5 g/t were applied to all lodes. The impact of the high grade cuts on the mean gold grade of the deposit was negligible. No cuts were applied to Cu data in any lodes.

The block model used a primary block size of 10 m NS by 10 m EW by 5 m vertical with sub-blocking to 2.5 m by 2.5 m by 1.25 m. The parent block size approximates half the average drill hole separation in the well drilled part of the deposit.

A total of 4,774 bulk density determinations were recorded, of which 2,669 were within the mineralised zones. The density dataset was separated into oxide, transitional and fresh data using the weathering wireframes prepared for the deposit. A single blanket value was applied to each lode by weathering (Table 9).

Table 9 Bulk density values, Mount Hope

Material Type	Waste Density (t/m^3)	Mineralisation Density (t/m^3)
Oxide	2.70	2.60
Transition	2.90	2.70
Fresh - Boomerang	2.90	2.90
Fresh - Chalcus	2.90	2.95
Fresh -Mt Hope North	2.90	2.76
Fresh – Other Zones	2.90	2.90

The Mineral Resource was classified based on drillhole spacing and the continuity of mineralisation. The Indicated Resource is defined by 40 m by 40 m spaced drilling, with generally an average distance to informing composites of less than 60 m. The Inferred Resource had drillhole spacings of greater than 40 m, but less than 100 m.

The reported resource is the entire mineralisation at a cut-off grade of 0.5% CuEq above 250 mRL (220 m vertical), and at a 1.0% CuEq cut-off below 250 mRL. This assumed of open pit mining above the 250 mRL and underground mining below it.

Very minor portions of the modelled mineralisation extend outside of the mining lease. Due to the area outside the ML now being held by Carnaby in joint venture, these portions are now reported as part of the total Mineral Resource. This portion is noted in the resource summary tables.

A high level of underground selectivity is assumed in the upper levels of the Boomerang Lode above the 155 mRL. The current model has only four drillholes informing the volume not planned for stoping. The highest block grades are found around drillholes drilled at a low angle to the dip, which may not be representative (Figure 10).

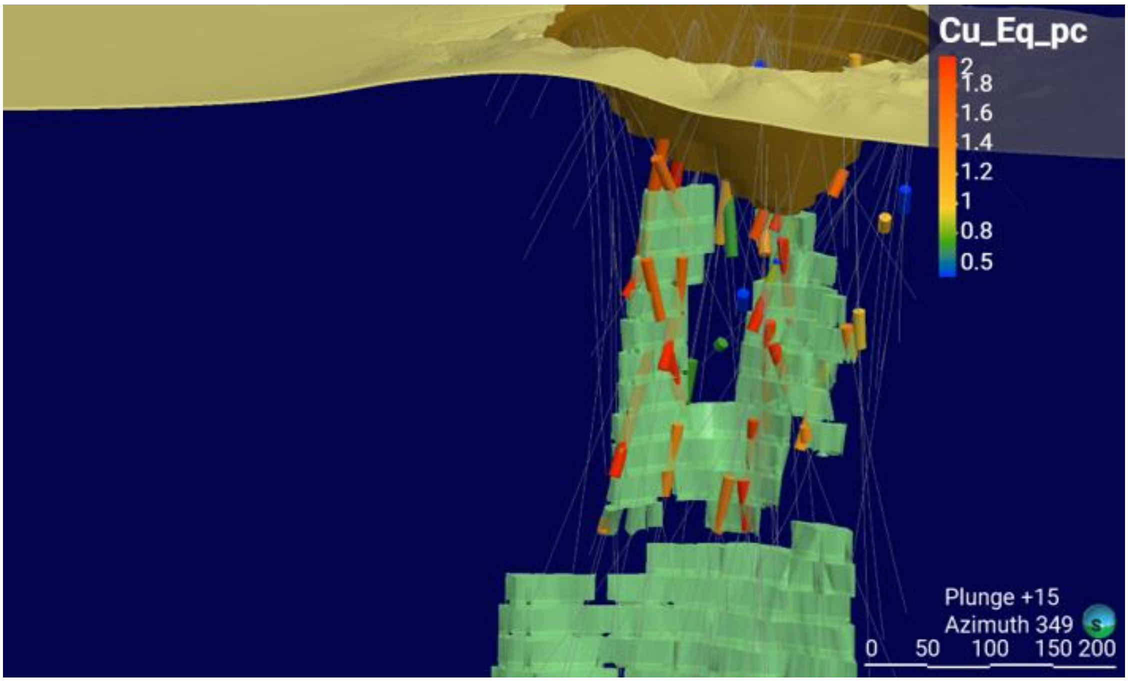

Figure 10: Proposed stopes with drilling intersections coloured by copper equivalent

Source: ERM

The block model itself has a metric of Conditional Bias, essentially a measure of the quality of the local block estimate. Blocks with a low value are poorly estimated, and selecting these will lead to lower grade than expected. Figure 11 to Figure 24 show the comparison between grade (left) used to select stope blocks and the conditional bias (right) showing higher grade blocks selected are a mixture of well and poorly estimated blocks. Due to the quality of the estimate, mining the volume of the stopes is likely to result in a lower grade than expected even before any mining dilution is considered; conversely mining at the planned cutoff as defined by grade control drilling will produce more tonnes at a lower grade, not necessarily in the same location and configuration in the current model.

Below 155 mRL almost the entire lode is planned to be mined, so the risk at the lower part of the model is lower.

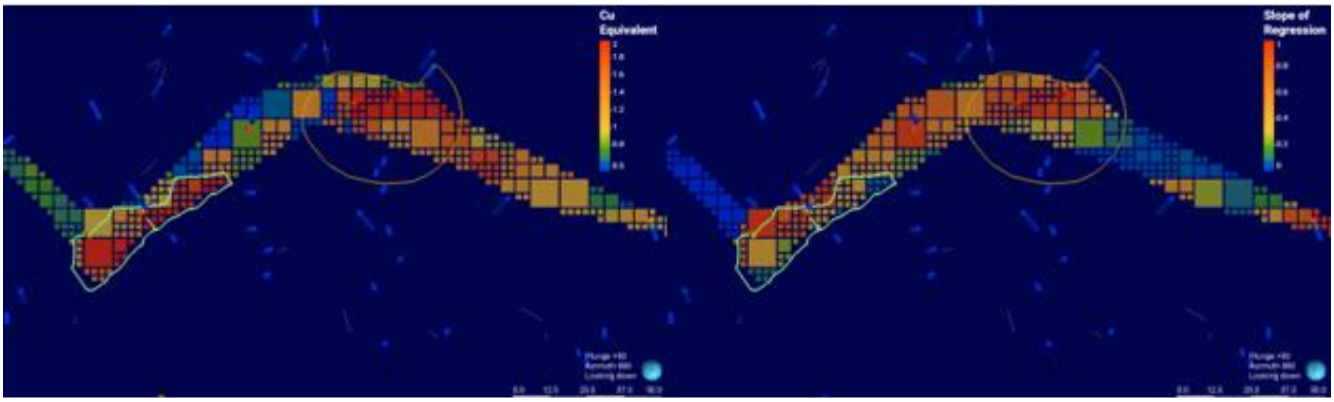

Figure 11: 320mRL by copper equivalent (left) and slope of regression (right) with proposed stopes

Source: ERM

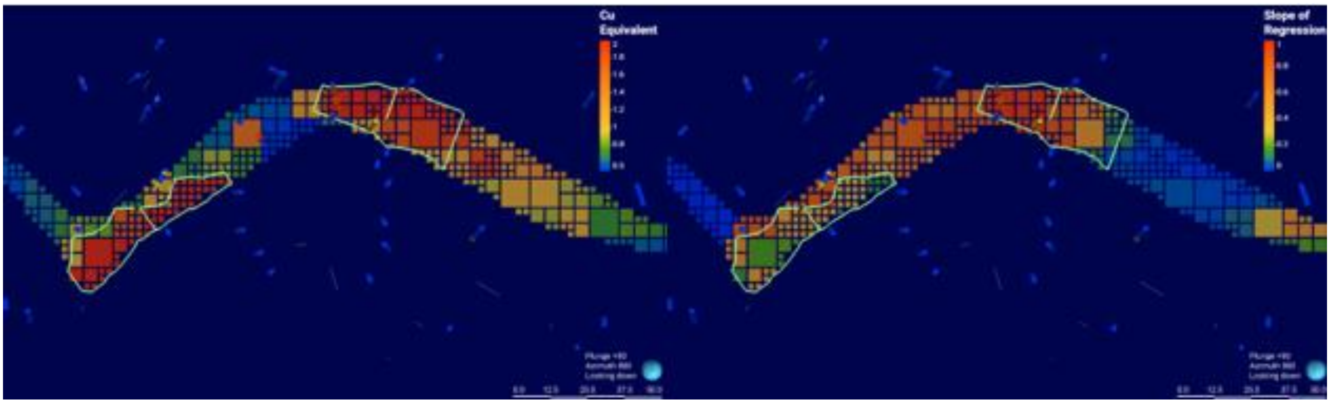

Figure 12: 300mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

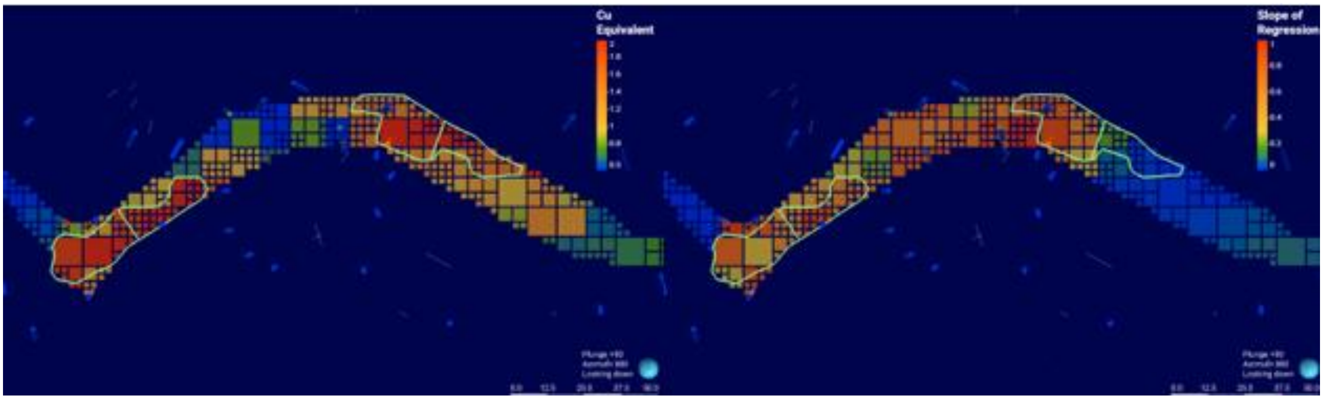

Figure 13: 280mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

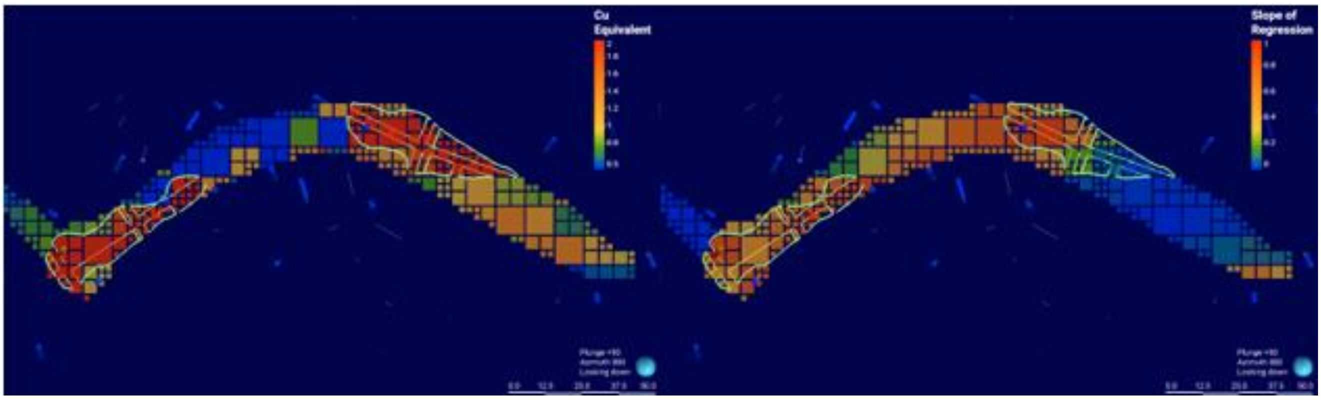

Figure 14: 260mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

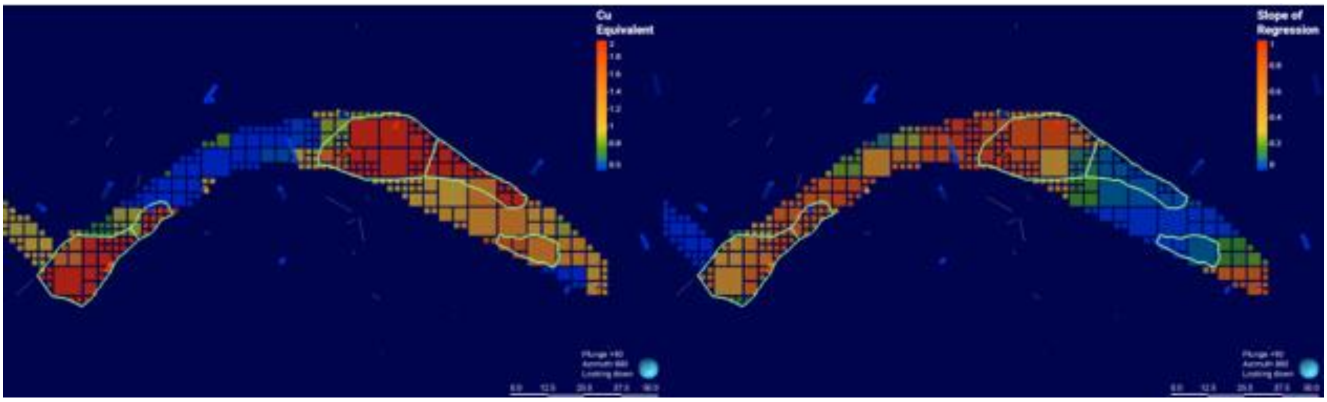

Figure 15: 240mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

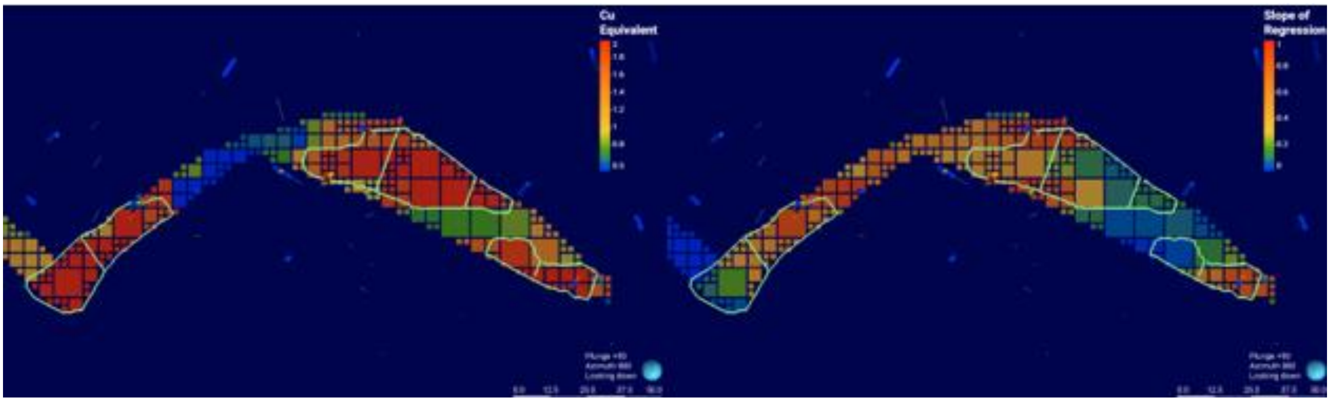

Figure 16: 220mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

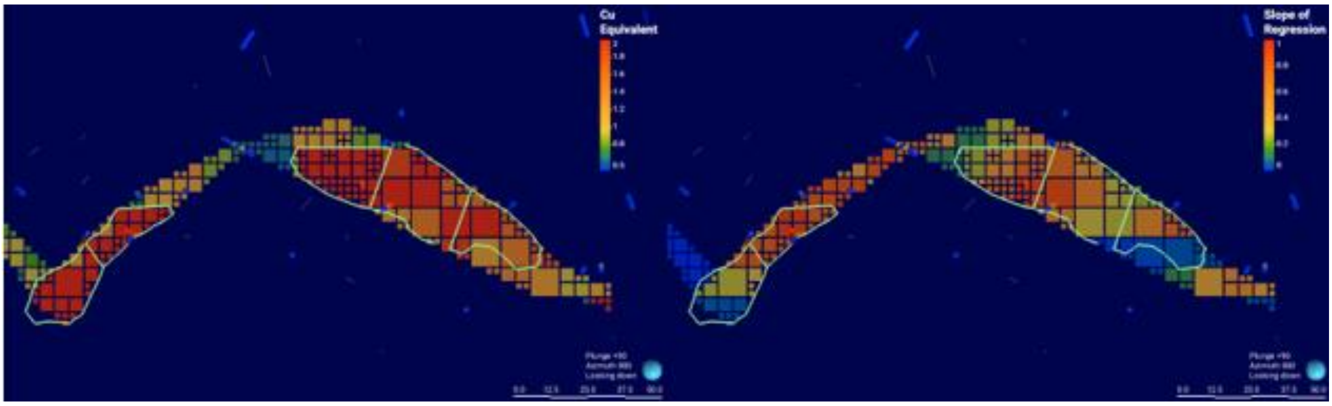

Figure 17: 200mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

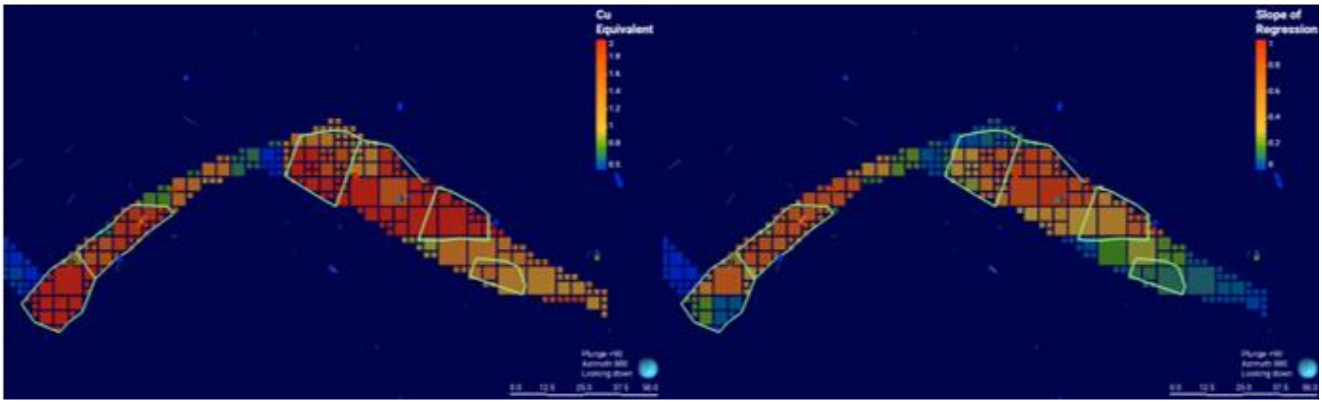

Figure 18: 180mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

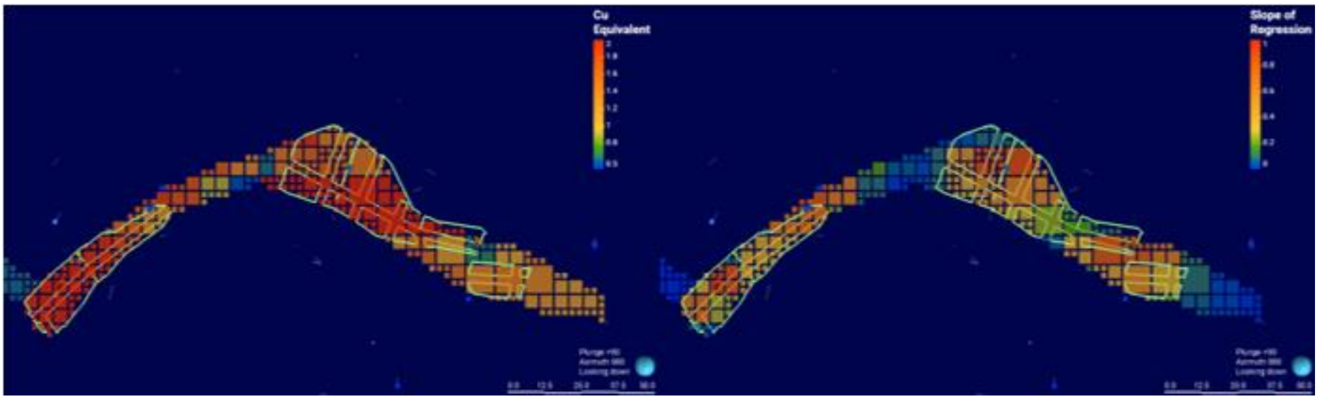

Figure 19: 160mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

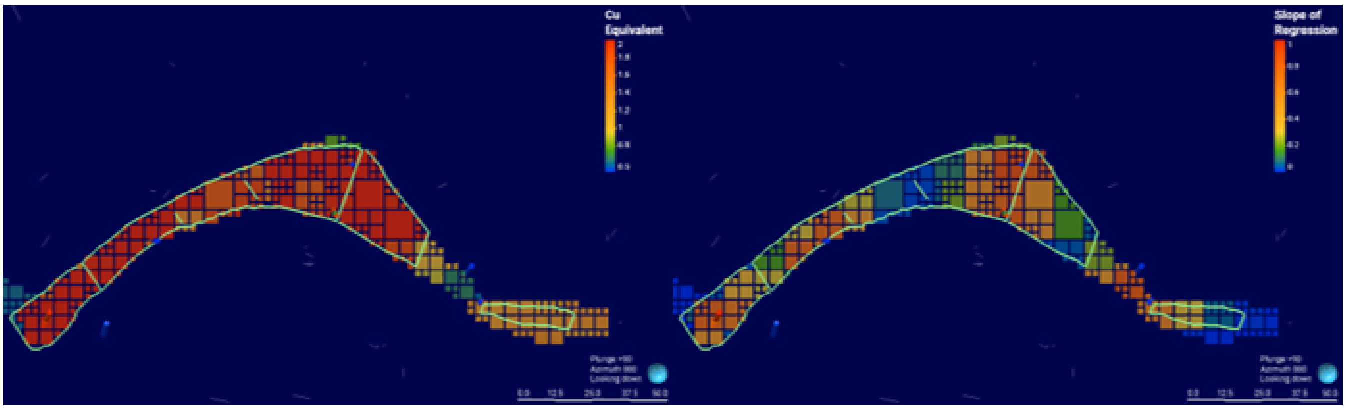

Figure 20: 140mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

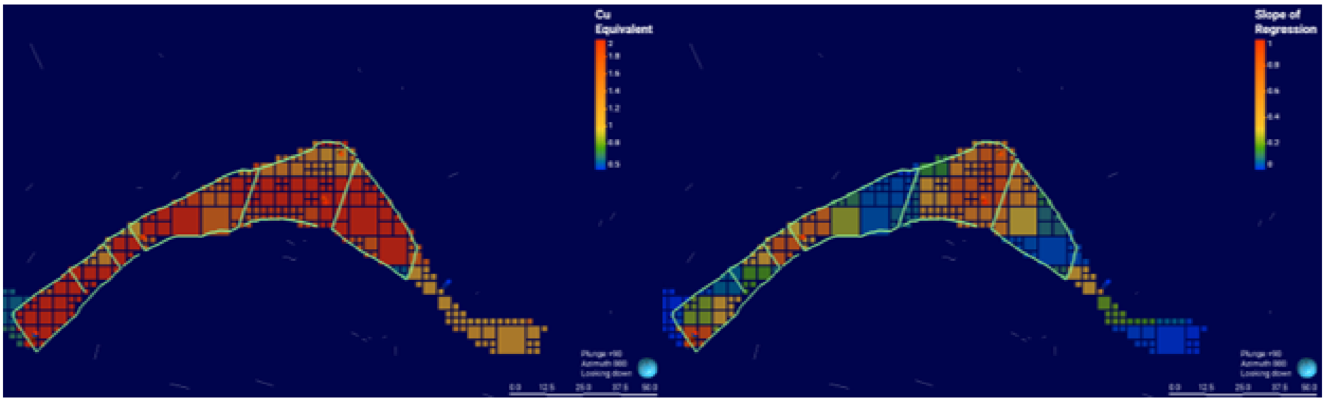

Figure 21: 120mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

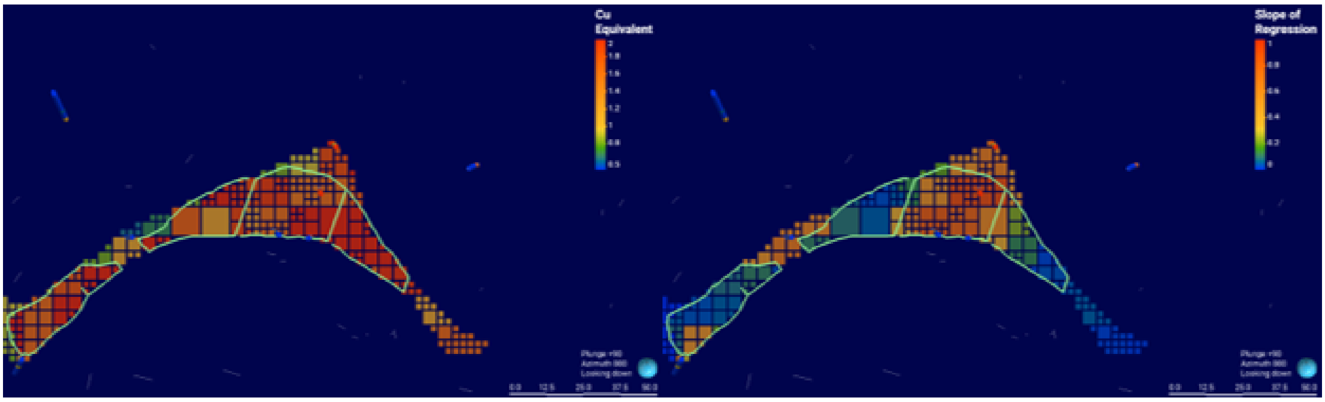

Figure 22: 100mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

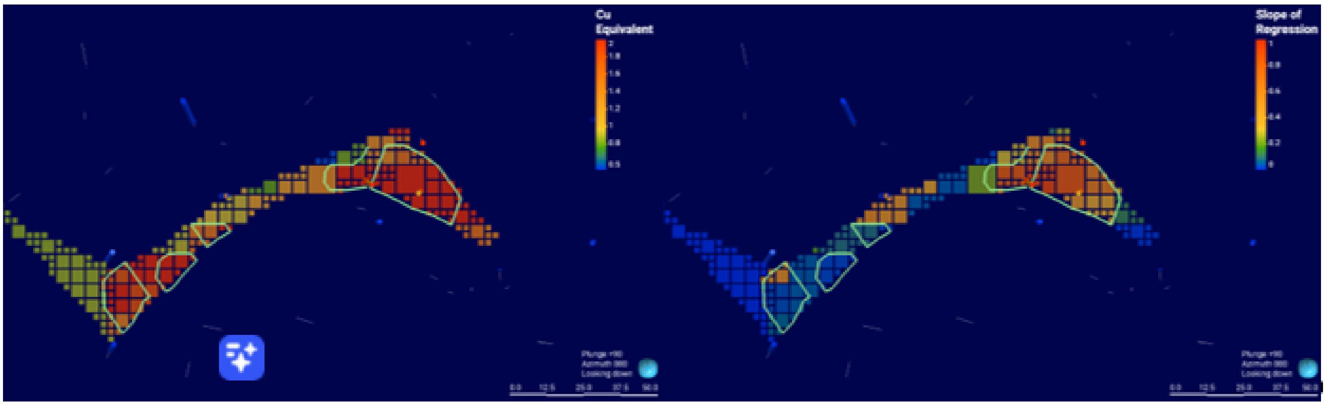

Figure 23: 80mRL by copper equivalent (left) and slope of regression (right) with proposed stopes
Source: ERM

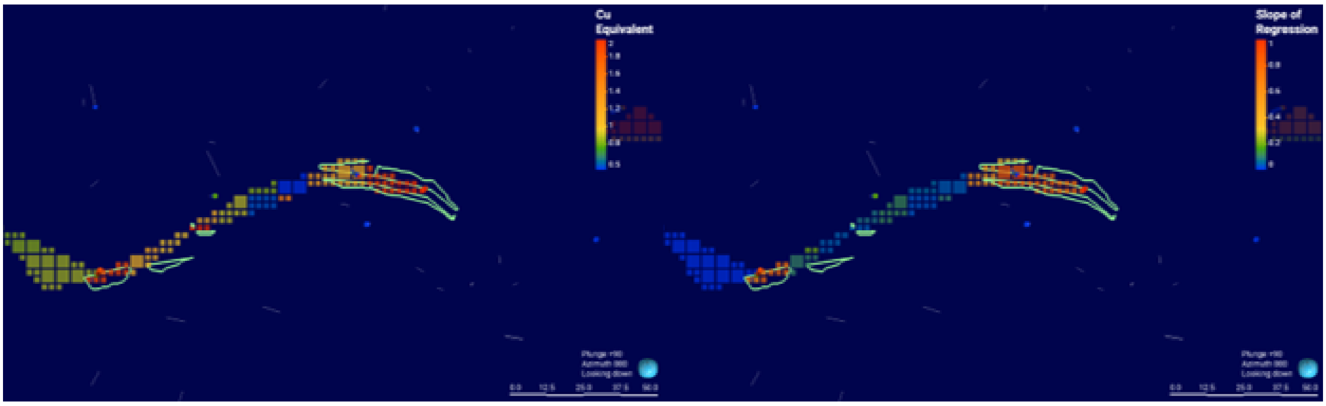

Figure 24: 60mRL by copper equivalent (left) and slope of regression (right) with proposed stopes

Source: ERM

Trekelano

The Trekelano mineral resource estimate is based on a set of mineralisation wireframes that were interpreted manually from cross sections using a nominal 0.3% Cu cutoff. A minimum downhole length of 3 m was used, with up to 5 m of internal dilution; at the Inheritance Lode some internal waste intervals of up to 15 m were included to maintain continuity. There is a single lode at Inheritance and Trek 1, two main lodes at Trek 2 and a number of very minor lodes.

At the southern end of Inheritance, a zone of internal waste was interpreted and excluded from the resource model. In addition, weathering surfaces for base of complete oxidation and top of fresh rock were based on logged geology; weathering at the deposit is limited to a zone of partial oxidation typically 5-20 m in depth.

The drillhole database was intersected with the mineralisation wireframes, and downhole composites of the Cu and Au extracted at 1 m downhole.

For the Trekelano deposits, variography was carried out for Cu and Au using composite data from the three main domains. The variograms were aligned to the main down dip direction of the mineralisation, with two other variograms in the orthogonal directions. A normal scores transformation was applied before modelling and the modelled variograms back-transformed for estimation.

Kriging neighbourhood analysis was conducted to optimise kriging parameters and minimise conditional bias. For each major lode, the major and semi-major axes of the search ellipse were set to match the plunge to the southwest within the plane of mineralisation.

A total of 3,520 density determinations has been acquired, of which 1,313 were within the mineralisation wireframes. Measurement methods included immersion of core, pycnometer determinations using RC chips and grab samples from the floor of the open pit. The mean values by deposit for fresh density were in the range of 2.9 t/m^3 to 3.0 t/m^3; a blanket value of 2.85 t/m^3 was applied to fresh. Assumed values of 2.1 t/m^3 for oxide and 2.4 t/m^3 for transitional were also applied.

For Trek 1, the available underground stope pickups represent a 29,017 m^3, which equates to 82,600 t, less than the recorded production of 155,000 t at 10.9% Cu. To deplete the model, the fresh density was reduced from 2.85 t/m^3 to 2.52 t/m^3. This approach is defective, as it applies as a blanket reduction to all tonnes in the deposit, rather than to material actually or potentially mined.

To test this, a Leapfrog model was constructed from the >2% Cu intersections in the resource database. The resultant wireframe (Figure 25) captures both the existing stopes and the surrounding higher grade material; the in-pit resource within it is 140 kt at 2.8% CuEq, compared to 529 kt at 1.7% CuEq outside the high grade wireframe. Given that the remnant resource is similar to the reserve, this is considered a low risk item, however the resource statement for the higher grade material below the proposed open pit should be reviewed.

For Inheritance and Trek 2, the 2009 mine closure surveys were used to deplete the models; at Trek 2, Carnaby identified likely additional mining in the form of a "goodbye cut" that was not included in the mine survey, and was consequently depleted as well.

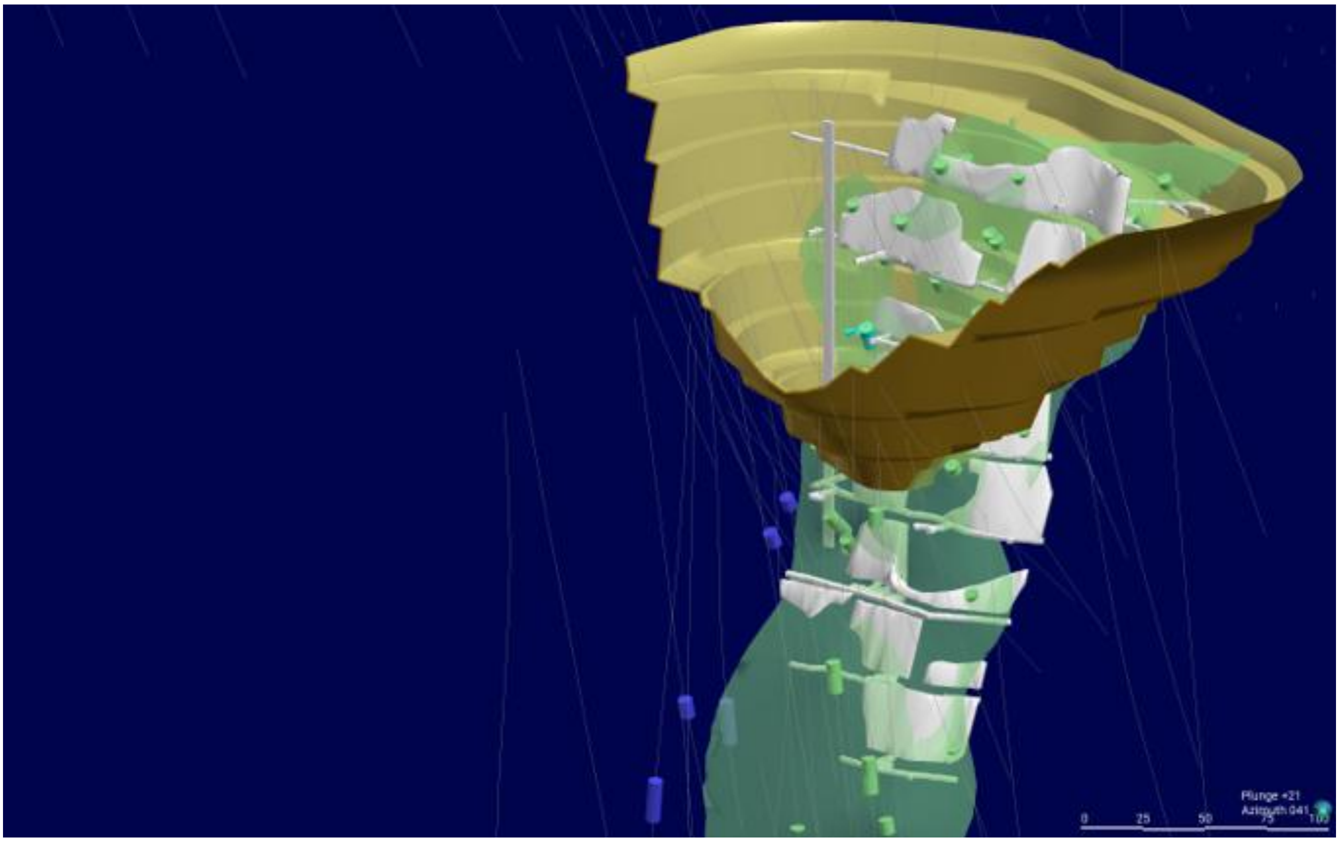

Figure 25: View from southwest of historic stopes (white), reserve pit (beige) and interpreted high grade (white)
Source: ERM

The Mineral Resource was classified based on drillhole spacing and the continuity of mineralisation. The Indicated Resource is defined by 40 m by 40 m spaced drilling, with generally an average distance to informing composites of less than 60 m. The Inferred Resource had drillhole spacings of greater than 40 m, but less than 100 m.

The open pit production from Inheritance and Trek 2 was reported as 2.09 Mt at 1.51% Cu 0.40 ppm Au. The comparison with the current resource model is shown Table 10; this shows that the model overestimates both the tonnage and Cu grade by 11%.

Table 10 Trekelano Resource to Production reconciliation

Drillhole	Tonnes	Cu (%)	Au (ppm)	Cu Eq (%)
Inheritance Model	1,821,217	1.8	0.5	2.2
Trek 2 Model	532,327	1.2	0.3	1.4
Total	**2,353,543**	**1.7**	**0.4**	**2.1**
Recorded Production	2,093,544	1.51	0.40	1.79
Factors	**0.89**	**0.89**	**1.00**	**0.85**

Nil Desperandum

The Nil Desperandum mineral resource estimate is based on a set of mineralisation wireframes that were interpreted manually from cross sections using a nominal 0.2% Cu cutoff. A minimum downhole length of 2 m was used, with up to 5 m of internal dilution. There is a main lode of disseminated mineralisation, with three small peripheral lodes defined. Within the main lode, a distinct high grade copper zone was interpreted based on logging of sulphidic breccia. In addition, weathering surfaces for base of complete oxidation and top of fresh rock were based on logged geology; weathering at the deposit is limited to a zone of partial oxidation typically 15-20 m in depth.

The drillhole database was intersected with the mineralisation wireframes, and downhole composites of the Cu and Au extracted at 1 m downhole.

Experimental variograms were generated for all domains combined. The variograms were aligned to the main down dip direction of the mineralisation, with two other variograms in the orthogonal directions. A normal scores transformation was applied before modelling and the modelled variograms back-transformed for estimation. Kriging neighbourhood analysis was conducted to optimise kriging parameters and minimise conditional bias. For the Main and Breccia Lodes, the parameters derived from the variography were applied to the by Ordinary Kriging, using three nested searches. The three minor domains were estimated using Inverse Distance Squared.

For each major lode, the major and semi-major axes of the search ellipse were set to match the plunge to the southwest within the plane of mineralisation. The main Disseminated Lode has a distinct steepening in the lower part; the search ellipse and variogram directions were steepened here to allow for the steepening in dip.

The block model used a primary block size of 10 m NS by 20 m EW by 5 m vertical with sub-blocking to 2.5 m by 2.5 m by 1.25 m. The parent block size approximates half the average drill hole separation in the well drilled part of the deposit.

A very small tail of high Au values was present in the main disseminated lode and in the main Breccia Lode. These were considered outliers, and cuts of 2 g/t and 4 g/t were applied to the Disseminated Lode and the Breccia Lode respectively. This resulted in a total of four composites being cut. The impact of the high grade cuts on the mean gold grade of the deposit was negligible.

A total of 551 bulk density determinations were recorded, of which 463 were within the mineralised zones. A regression analysis observed a moderate correlation between Cu and density; a regression equation was applied to the fresh material of BD=Cu%*0.0331+3.0057. No determinations were available for oxide and transitional material. Assumed values of 2.0 t/m^3 for oxide and 2.4 t/m^3 for transitional was applied to those portions of the model.

The Mineral Resource was classified based on drillhole spacing and the continuity of mineralisation. The Indicated Resource is defined by 40 m by 40 m spaced drilling, with generally an average distance to informing composites of less than 60 m. The Inferred Resource had drillhole spacings of greater than 40 m, but less than 200 m.

The reported resource is the entire mineralisation at a cut-off grade of 0.5% CuEq above 180 mRL (220 m vertical), and at a 1.0% CuEq cut-off below 180 mRL. This assumed open pit mining above the 180 mRL and underground mining below it.

The planned underground mining is generally similar to the interpreted Breccia Lode.

Lady Fanny

The Lady Fanny mineral resource estimate is based on a set of mineralisation wireframes that were interpreted manually from cross sections using a nominal 0.3% Cu cutoff. A minimum downhole length of 2 m was used, with generally up to 5 m of internal dilution; in some of these holes internal waste intervals of up to 15 m needed to be included to maintain continuity. There are two main and five minor lodes at Lady Fanny mineralisation, and one main and one minor lode at Burke and Wills.

The drillhole database was intersected with the mineralisation wireframes, and downhole composites of the Cu and Au extracted at 1 m downhole.

Experimental variograms were generated for the three main lodes combined. The variograms were aligned to the main down dip direction of the mineralisation, with two other variograms in the orthogonal directions. A normal scores transformation was applied before modelling and the modelled variograms back-transformed for estimation.

For Cu and Au in the largest five of the domains, ordinary kriging was used to estimate grades. For each lode, the major and semi-major axes of the search ellipse were set to match the geometry of the lode. In Domain 2, a distinct change in strike and dip in the northern part was accommodated by steepening the search ellipse and variogram directions Three nested searches were used to capture all the blocks in the interpreted domains.

Kriging neighbourhood analysis was conducted to optimise kriging parameters and minimise conditional bias. The minor lodes were estimated using Inverse Distance Squared.

A total of 225 bulk density determinations of fresh mineralisation from immersion of drill core averaged 2.79 t/m^3. A correlation of Cu grade versus density led to the derivation of a formula for assigning density of BD=2.75 + (Cu%*0.0464). No oxide or transitional density measurements were available; values of 2.0 t/m^3 and 2.2 t/m^3, respectively, were assumed.

The main lodes were classified Indicated where the average distance to informing composites was less than 40 m and Inferred up to 100 m from the composites; all minor lodes were classified Inferred. The resource is reported using a Cu-equivalent cutoff of 0.5%.

Conclusions and Recommendations

- The amount and quality of drilling is appropriate for the estimation of the mineral resources for these projects.
- In general, the QAQC data shows that the copper data is very repeatable across the deposits. Gold repeatability is lower but still acceptable for use in estimating Mineral Resources.
- Open-pit resources in the proposed open pits are low risk and appropriately estimated and classified.
- For Mount Hope, the upper part of the Boomerang Lode is sampled by drillholes intersecting at a low angle to the dip; this has produced a pattern of high and low grade that has been used as a basis for mine planning. The quality of the local grade estimates is variable across the deposit and this should be considered when assessing the risk to underground mine plans.
- For Trek 1, the negative density adjustment is not an appropriate method of depleting for historic underground mining. The risk to the open pit reserve is low, as the tonnes and grade outside of the reinterpreted high-grade shoot is similar to the reserve; however this approach should be reviewed for the underground resource.
- For Trek 2 and Inheritance, the current resource model overestimates the recorded production by 11% tonnes and 11% Cu grade. This is acceptable for the classification as Indicated, however

requires further detailed analysis to identify the source of the shortfall, in particular whether the shortfall is sourced from both pits, or only one pit.

- The Reasonable Prospects for Eventual Economic Extraction (RPEEE) required by the JORC Code has been handled by a simple grade cutoff above and below assumed levels. A Mineral Resource is not an inventory of all mineralisation drilled or sampled, regardless of cut-off grade, likely mining dimensions, location or continuity. No discussion of the dimensions, depth and the choice of reporting cutoffs is provided. The resource statements should be reviewed for the application of more detailed RPEEE tests.
- For all resources, the MRE report does not consider the Ore Reserve derived from them. Some reported open-pit resources are outside the planned open pits, and some underground resources are outside the planned underground mining. A clear quantification of the resources that will be sterilised by the proposed mining should be provided.
- **Overall, ERM concludes that whilst there is recommended work that may affect the Mineral Resource estimates to some extent, or improve their robustness and remove uncertainties, the Mineral Resources for the Project are considered fit for purpose for use in the PFS work and for informing valuation opinions.**

2.1.9 Water

Water Balance

The PFS has been based on offsite processing, which has a lower associated risk profile for water supply, water balance, and water licensing for the Project (Carnaby Resources, 2026). Initial mining operations at Trekelano will utilise water resources from within the open pit and static water from the Trek 1 underground workings (Breen, M, 2026). Based on the current estimated volumes, available water resources are sufficient for at least the first two years of mining at Trekelano (Breen, M, 2026). ERM understands that investigations to develop an increased understanding of existing and potential future groundwater resources, yield and utilisation requirements will be undertaken during the initial two years of mining at Trekelano to confirm future requirements (Breen et al., 2026).

Surface Water Management

Surface water impact assessments and flood modelling have been undertaken for Trekelano (SRK Consulting, 2026a; WRM, 2026) and surface water impact modelling only for Greater Duchess (SRK Consulting, 2026b). ERM understands that further flood impact modelling and development of engineered designs for surface water management structures will be undertaken in the forward work plan (Breen et al., 2026).

Water Monitoring

Receiving Environment Monitoring Program (REMP) designs were developed in November 2025 for the Greater Duchess and Trekelano Projects based on anticipated and existing EA conditions, respectively (Terra Solutions, 2025b; Terra Solutions, 2025c). It is important to note that the REMPs will need to be reviewed and updated to align with any additional EA conditions or non-standard EA conditions. ERM also recommends that monitoring of control points and downstream sites is initiated as soon as possible to provide sufficient baseline or pre-mining data, and that ongoing reviews and updates of the REMPs are undertaken biennially.

2.1.10 Environmental, Community and Approvals

Environmental

An ecological assessment of the proposed Greater Duchess mining leases was undertaken in March 2025 (Terra Solutions, 2025a). The ecological assessment confirmed the presence of regulated vegetation, including essential habitat, mapped Category B Environmentally Sensitive Area (ESA), and two species of conservation-significant fauna (Terra Solutions, 2025a). Potential risks and impacts to these species and vegetation communities will be considered and managed to mitigate impacts within the approvals process (Breen et al., 2026).

Refinement of the boundaries for Category B ESA regional ecosystem (RE) 1.3.7b was included in the ecological assessment. Based on anticipated mining operations and associated impacts, there will be a limited impact on the RE. Standard EA approvals include disturbance restrictions within a 1 km buffer of RE. As a result, it is planned that operations at Mt Hope and Lady Fanny/Nil Desperandum will apply for site-specific EAs (Breen et al., 2026). Based on ERM's current understanding, a vegetation offset is not required for the Category B ESA, as it is classified as 'least concern'.

In association with a groundwater assessment for the Greater Duchess Project, it was identified that the tributary of Wills Creek, located west of Lady Fanny/Nil Desperandum, had a high potential for groundwater-dependent ecosystems (GDEs) to be present, particularly in association with broad vegetation group (BVG)16a (Australasian Groundwater & Environmental Consultants, 2024). Pending proposed locations for future water resources for the Greater Duchess Project, verification of the vegetation mapping and presence or absence of groundwater dependent species, including terrestrial, may need to be undertaken to support water extraction applications. Once confirmed, potential impacts to GDEs due to groundwater drawdown can be better understood and impacts mitigated as appropriate.

Native Title and Aboriginal Heritage

Existing agreements are in place for exploration activities at the Greater Duchess Project (QSNTS 2018; QSNTS, 2019; Carnaby Resources et al., 2021). An existing agreement for mining at Trekelano is in place with the Yulluna People (Ivanhoe Australia, 2011), and the Kalkadoon Peoples have previously reached a native title and agreement for mining at Mt Hope with Integrated Global Resources, and a deed of assignment between transferring to Carnaby Resources (QSNTS, 2018; Integrated Global Resources et al., 2022). Traditional Owners and Native Title holders will be engaged to reach agreements for mining across Kalkadoon and Yulluna Native Title lands at Greater Duchess, as required.

As per agreements, substantial areas of the proposed operations have previously been surveyed for matters of cultural heritage or significance. Following confirmation of final project footprints, some areas, particularly outside of current MLAs are likely to require additional surveys to be undertaken (Bowler, S., 2026b). These surveys will be completed with and following engagement with Native Title Holders and traditional owners, and adjustments to infrastructure locations will be considered as required, pending survey outcomes (Breen et al., 2026).

Based on the current project understanding, only a proposed sediment dam located at the toe of the existing waste landform appears to require an additional survey at the Trekelano deposit. Currently proposed locations for a waste landform, topsoil stockpiles, workshop and administration buildings at Greater Duchess are also likely to require additional cultural heritage surveys to be completed.

Social and Community Engagement

The area has been historically associated with mining. Engagement with the community has been initiated and will be ongoing throughout the Project's life.

All Approvals and Permitting

It is anticipated that mining will be initiated first at the Trekelano deposit. Environmental Authority P-EA-100832203, dated 8 December 2025, was issued to Carnaby Resources Limited for the Trekelano deposit located on Mining lease (ML)90125, ML90128 and ML90183 (Queensland Government, 2026). While mining is undertaken at Trekelano, requirements for additional approvals and permits for the Greater Duchess operations will be obtained. Based on current understanding, the estimated LOM of 6 years for Trekelano should provide sufficient time to obtain required mining approvals (Breen et al., 2026).

Details of current environmental authorities are outline in Table 11.

Table 11 Environmental approvals for Greater Duchess and Trekelano

EA Number	Location (s)	Operational Area(s)	Environmentally relevant activities	Date of issue
P-EA-100832203	ML90125 ML90128 ML90183	Trekelano	Resource activity, schedule 2A, 16, 17, 19 Resource activity, ancillary 08 – chemical storage 1, 3 Resource activity, Ancillary 08, 33, 69	8 Dec 2025
EPSL01703913	ML90240	Mt Hope	Non-schedule – mining activity – mining lease (ML)	17 May 2022
EPSX008475513	EPM14366	Nil Desperandum and Lady Fanny	Non-schedule – mining activity – exploration permit mineral (EPM)	3 Feb 2026

Mine Closure and Rehabilitation

A transition notice for a PRC plan for the Trekelano deposit was issued to Carnaby Resources Limited on the 8 June 2026, requiring a PRC plan and PRCP schedule be submitted to address legislative requirements to the administering authority by 8 December 2026 (Queensland Government, 2026). Work to complete development of the PRC plan and associated schedule for Trekelano has been commissioned.

Closure planning is planned to include engineered designs for final landforms that appropriately encapsulate any PAF waste materials encountered during mining operations. Additionally, engineered designs to mitigate geotechnical and stability risks related to flows and/or ponding of flood water are planned. Flood modelling for Trekelano indicated ponding against open pit bund and potential inundation of open pit under probable maximum flood peak modelled depth.

Discussion

Based on ERM's review of supplied documentation, mining and approvals pathway for the Trekelano and Greater Duchess deposits is well understood. The estimated mine life at Trekelano should be sufficient for required mining, environmental and cultural approvals to be obtained for future operations at the Greater Duchess Project, based on the current understanding.

2.1.11 DCF and Cost Models

Discounted Cash Flow (DCF) Model and Cost Framework

The DCF model for the Greater Duchess Project includes a production schedule for the entire consolidated LOM that includes 155 kt of copper and 89 koz of gold in feed (179 kt CuEq) from Probable Reserves and a proportion of Inferred Resources.

In the LOM schedule, the proportion of copper from the total Inferred Resource is 16% and gold is 12%.

ERM notes there are minor discrepancies between various tabulations of reserves and unclassified material in the order of 2–3%, ERM does not consider the variance to be material or significant in considering the valuation derived the DCF.

In ERM's opinion, the production schedule is achievable and reasonable, and the amount of Inferred Resources included is consistent with the study stage and the proposed mining approach.

The financial model has been developed as a structured, modular Excel workbook consistent with industry expectations for feasibility-level analysis. The model architecture separates all inputs, calculation blocks, and outputs into dedicated worksheets, ensuring transparency, auditability, and ease of review by financial institutions and independent technical consultants.

The DCF framework supports multi-scenario evaluation, including metal price sensitivities, production sequencing alternatives, and variations in capital and operating costs throughout the project life. The treatment of revenues, operating costs, capital expenditures, taxation, royalties, and sustaining capital is coherent and traceable.

Overall, the model is considered technically sound, comprehensive, and appropriate for a PFS, with a structure that can be readily advanced to FS standard. In ERM's opinion, the LOM model is a reasonable basis for valuing the asset using the income approach.

Supporting the DCF, the precedent cost models for both open-pit and underground operations are well-constructed and consistent with the level of detail expected at this stage. These models generate monthly capital schedules and fixed and variable operating cost estimates that integrate directly into the financial model. The cost centres, activity drivers, and underlying assumptions appear reasonable and aligned with the engineering and mine planning work completed to date.

Following ERM's review of the discounted cash flow (DCF) model, supporting cost models, associated datasets, and discussions with Carnaby, ERM recommends the following adjustments in real terms to the DCF:

- increase the mining open-pit operating costs by $26.7 million or $0.51/t mined in the OP;
- increase the open pit capital by $0.1 million;
- increase the underground operating costs by $0.5 million or $0.08/t mined in the UG;
- increase the copper concentrate treatment by $42.9 million; and
- increasing payable gold by 787 oz.

The reasoning and details for each of these adjustments is discussed in this section.

Sources of Data

Primary sources of data made available to ERM for the DCF and cost model review include:

- DCF model – [CRB003_Greater Duchess Project DCF_Rev4A SB.xlsx]
- PFS – [CRB003_Greater Duchess and Trekelano PFS_Master Report_Rev1.pdf]
- Open Pit Operating and Capital cost model – [CRB003_Open pit_mining_costs_Rev2.xlsx]

- Mount Hope UG Operating and Capital cost model – [CRB003_Financial Analysis _MH_UG_New_NSR_LOM_Hybrid_RevW.xlsm]
- Nil Desperandum UG Operating and Capital cost model – [CRB003_Financial Analysis _ND_UG_New NSR_Cemented Rockfill LOM Case_RevI.xlsm]

Mine Planning and Production Scheduling

The PFS incorporates practical mine designs and production schedules for each deposit. Open-pit designs, derived from the pit optimisation study findings, demonstrate appropriate ramp widths and gradients, pit geometries, and waste dump locations. Underground designs incorporate suitable decline portal positions, development headings, and access strategies consistent with geotechnical constraints and equipment capabilities.

The production schedules reflect a realistic rate of vertical advance and sequencing that aligns with the planned development strategy and processing requirements. The mine planning work is considered technically credible and suitable for integration into the financial model at the PFS level.

Capital Cost Items

The Open Pit operating and capital cost model outputs inclusive of contingency align with the rolled-up cash flow inputs in the DCF and are summarised in Table 12.

Table 12 Open Pit Capital and ERM Adjustments

Open Pit Capital	DCF Model		ERM Adjustment	
	$/t mined	$M	$/t	$M
Crushing, haulage	0.10	5.3	0.10	5.3
Accommodation	0.11	5.5	0.11	5.5
Site establishment	0.10	5.4	0.10	5.4
Mobilisation	0.01	0.5	0.01	0.5
Water management	0.02	1.1	0.02	1.1
Demobilisation	0.01	0.5	0.01	0.5
Contingency (15%)	0.05	2.7	0.05	2.8
Total	**0.40**	**21.0**	**0.41**	**21.1**

ERM notes the following in relation to the open-pit capital allowances:

- **Open Pit capital adjustments -** ERM recommends changes to the Open Pit capital relating to the increased tracked dozer fleet discussed in the operating cost section. This change affects the mobilisation, demobilisation and contingency estimates.
- Approximately $540 k included in water management in Table 12 has been incorrectly identified and relates to road development (site establishment) at the Greater Duchess operation. However, Open Pit capital is rolled up as an input to the DCF and no adjustment is required.
- **Reclassification of water-management costs** - Approximately $540 k currently included under water management in Table 12 has been incorrectly classified. This amount relates to road development (site establishment) at the Greater Duchess operation. As Open Pit capital is incorporated as a single rolled-up input to the DCF**, no adjustment to the DCF is required.**

The underground operating and capital cost models outputs, inclusive of contingency, are consistent with the rolled-up development and infrastructure cash flow inputs used in the DCF. These are summarised in Table 13.

Table 13 Underground Capital

Underground Capital	Mt Hope ($M)	Nil Desperandum ($M)	Total ($M)	Comment
Fixed	22.5	15.3	37.8	Development (OH's)
Capital Lateral Development	57.4	40.8	98.2	Development
Capital Vertical Development	12.7	5.5	18.2	Development
Capital Services	8.3	5.7	14.1	Development
Capital Haulage	7.4	3.1	10.5	Development
Mining Infrastructure Capital	15.4	13.7	29.1	Mining
Contingency (20%)	3.1	2.7	5.8	Applies to Mining only
Total	**126.7**	**86.9**	**213.6**	

- **Underground capital composition** - Most of the Underground capital comprises overheads and capitalised operating costs associated with development activities, including decline construction. Mining-infrastructure capital covers communications, electrical reticulation, facilities, equipment, ventilation, dewatering, emergency response, explosives storage, and other minor items. ERM considers the capital allowances for underground mining infrastructure to be reasonable and has **not recommended any adjustments**.
- Capital contingency allowances - Contingency allowances of 15% for Open Pit and 20% for Underground are consistent with AusIMM and AACE 18R-97 guideline ranges for a study of this maturity. ERM notes that the 20% Underground contingency applies only to mining-infrastructure capital and does not extend to fixed capital costs (overheads) or capitalised development costs.
- LOM sustaining capital - The LOM sustaining capital allowance of $9.5 million for underground operations appears reasonable given the limited infrastructure required in the study base case scenario. The short-duration open pit operations, MARC agreement and contractor mining agreements address site maintenance requirements without the need for mine owner sustaining capital provisions. ERM notes there is an ongoing cost allowance associated with accommodation is currently reported as capital expenditure rather than sustaining capital.

Operating Cost Items

Table 14 shows a summary of the original DCF operating costs and the result of ERM's recommended adjustments.

Table 14 Operating Costs and ERM Adjustments

Operating Cost Centre	DCF Model		ERM Adjustment	
	$/t mined	$M	$/t mined	$M
Open Pit Fixed	0.60	31.51	0.60	31.53
Open Pit Variable	5.65	294.42	6.16	321.13
Underground Variable	84.83	509.50	84.88	509.82
Onsite Haulage	0.34	19.65	0.34	19.65
Ore Crushing at Myubee & Trekelano	0.20	11.72	0.20	11.72
Haulage to Mt Isa	2.54	147.48	2.54	147.48
Toll Processing	7.04	409.21	7.08	411.63
G&A	0.96	55.80	0.96	55.80
Total Operating Cost	**25.44**	**1,479.28**	**25.95**	**1,508.75**

The following observations relate to the Open Pit Operating and Capital model and affect the Open Pit fixed and variable rates presented in Table 14, as follows:

- **Basis of pricing** - Open Pit operating-cost unit rates and capital costs are derived from contractor and vendor pricing dated **December 2025**. ERM does not consider pricing escalation since then to be material, as it is a contractor operation with minimal infrastructure capital. The bulk of the reported capital spend comprises capitalised operating costs related to underground development.
- **Excavator utilisation** - The third excavator is scheduled to stand down approximately two months before completion of the Mt Hope mining schedule, despite all three sites operating concurrently during this period. The cost model does not appear to include float or Sleipner E-Series dolly mobilisation to relocate the excavator**. ERM recommends extending the excavator operating schedule by two months to align with the production schedule.**
- **Tracked dozer fleet** - The fleet schedule includes only two tracked dozers across all three open-pit operations. Dozers will be required at each waste-rock dump during production, and additional dozer support will likely be needed in-pit for bench maintenance, blast-toe control, and tyre-damage prevention at the face. ERM recommends increasing the tracked-dozer fleet to cover both waste-dump and in-pit requirements while pits are operating. ERM has also reduced the monthly operating hours per unit relative to the cost model.
- **Grader fleet** - The cost model allocates two graders across all three operations. ERM considers this manageable given the recommended increase in tracked-dozer support. **No further adjustment is required.**
- **Watercart fleet** - The cost model allocates two watercarts across all three operations. Water-draw locations are not clearly defined in the PFS; however, ERM considers the fleet appropriate assuming a centrally located fill point. **No adjustment is recommended.**
- **PAF management** - A potential requirement for PAF material encapsulation is noted but has not been quantified.

- **Maintenance and Repair Contract (MARC)** - The PFS states that load and haul will be undertaken under a MARC arrangement, with Carnaby responsible only for operator labour. ERM notes that diesel fuel is costed as a direct Carnaby expense. The rolled-up MARC plant rates appear to include servicing, parts, lubricants, tyres, and GET based on ERM's pricing comparison. **No adjustment is recommended.**
- **Ownership costs** - Ownership costs for excavators, trucks, graders, dozers, and water trucks appear to be covered within the MARC rates. Ownership costs for other support and ancillary equipment are included in the Open Pit fixed rates**. These allowances are reasonable and require no adjustment.**
- **Grade control** - Grade control allowances for drilling and sampling appear reasonable.
- **Drill and blast** - Contractor pricing for drill and blast—including facilities, services, equipment, labour, diesel, explosives, and accessories appears reasonable. **No adjustment is recommended.**
- **Staffing structure** - The staff organisation structure proposed to manage all 3 open pit areas is reasonable.
- The Queensland payroll tax rate of 4.95% and workers compensation rate of 1.40% apply to base salary plus superannuation.
  - WorkCover Queensland requires employers to declare total taxable wages, which explicitly includes:
    - Salary and wages
    - Superannuation contributions
    - Allowances
    - Eligible contractor payments
  - Queensland Revenue Office further specifies that taxable wages must include:
    - Superannuation guarantee contributions
    - Salary-sacrifice superannuation
    - Lump-sum super contributions
    - Non-monetary superannuation contributions
- ERM recommends the following adjustments to the open pit operator labour and technical staff operating costs:
  - The WorkCover industry premium rate (1.40%) is applied to the total Queensland taxable wages (which is inclusive of all superannuation costs).
  - Queensland's standard payroll tax rate (4.95%) is applied to the total Queensland taxable wages.

The following comments relate to the two Underground Operating and Capital models and affect the Underground variable rates presented in Table 14, as follows:

- **Basis of pricing** - Underground operating-cost unit rates and capital costs are derived from contractor and vendor pricing dated December 2025.
- **Contractor mining rates** - The contractor rates used to build up underground mining costs appear reasonable and appropriately cover development, stoping, services, haulage, drilling, and overheads. A portion of development— including the decline—has been correctly treated as **capital development**.
- **Capital allowances** - ERM does not recommend any adjustments to the underground operating-cost assumptions or capital allowances.
- **Exploration** - No capitalised underground exploration has been included for either Mt Hope (MH) or Nil Desperandum (NL).

The following comments apply across all three Operating and Capital models and affect both the Open Pit fixed and variable rates and the Underground variable rates shown in Table 14.

- **Diesel pricing assumptions** - Carnaby advises that the $1.11/litre diesel price shown in the underground cost models is orphaned, and that the contractor mining rates used to estimate the underground operating cost cash flows assume $1.28/litre (excluding excise and GST). Carnaby further advises that any underground diesel usage not covered by the contractor is either incorporated within the electricity price or otherwise captured within the contractor rates.
- **Open Pit diesel price** - The diesel price assumed when the Open Pit model was compiled is **$1.24/litre**.
- **Weighted average diesel price** - The weighted average diesel price across all operations is $1.26/litre, which is reasonable when compared with pricing trends over the past five years as shown in Table 15.

Table 15 Diesel Consumption Estimates

Diesel Fuel Estimates	Litres	$/litre	$
Open Pit	36,288,845*	1.24	44,998,168
Mt Hope UG	40,889,018	1.28	52,337,943
Nil Desperandum UG	16,330,794	1.28	20,903,417
Total	**93,508,657**	**1.26**	**118,239,528**

** Including ERM tracked dozer and support hour adjustments*

ERM notes that diesel pricing in Australia is currently experiencing significant volatility relative to the five-year average, as illustrated by the national average terminal gate price in Figure 26. ERM estimates the **current delivered price (Aug 2026)** at approximately **$1.77/litre** from Townsville via Mount Isa, comprising the terminal gate price less GST and excise, plus transport. ERM also notes the rapid price corrections observed as geopolitical tensions ease following conflict-related price spikes.

Given the prolonged global conflict and the resulting volatility in Australian diesel pricing, ERM considers it likely that elevated diesel prices will affect the early years of the project.

It is noted that diesel is included in the DCF model as part of the variable monthly mining cost rates. Accordingly, ERM recommends adjusting the current diesel price to $1.77/L from commencement, declining linearly over five years to the PFS diesel price assumption of $1.26/L as shown in Table 15.

Figure 26: Australian National Average Diesel Terminal Gate Pricing – 5 years

Source: AIP (2026)

The following comments relate to other operating cost inputs in the DCF model:

- **Onsite crushing -** The onsite ore crushing allowance at $1.26/t appears reasonable based on ERM's knowledge of comparable operations.
- **Ore loading and haulage** - The ore loading rate of $1.50/t and road haulage costs of $0.145/t.km sourced from vendor pricing appear reasonable based on ERM's knowledge of comparable operations. Alternative transport methods, including rail, are not assumed in the DCF base case.
- **Ore toll milling** - The DCF includes an ore toll milling rate of $44.00/t at Mt Isa. ERM understands that BDO will review and update this allowance as necessary considering the confidentiality of the agreement. ERM also notes that all processing occurs under a contracted toll milling agreement.
- **Site-based G&A** - The site-based G&A allowance of $6.00/t, covers site-based personnel, insurance, IT, HR, and OH&S and is reasonable based on ERM's knowledge of comparable operations.
- **Treatment and Refining costs (TCRC)** - the DCF includes the following TCRC inputs for copper and gold:
    - Copper concentrate smelting - $235.35/t (dry) comprising $205/t freight and $30.35/t treatment.
    - Copper refining - $78.70/t (dry).
    - Gold refining - $7.00/troy ounce.
- **Absence of copper TCRC to December 2029** - ERM notes that copper treatment and refining costs are absent from the model up to December 2029, inclusive. Carnaby advises that under the Glencore agreement, copper treatment and refining charges are not applicable during this period; however, the freight cost component of $205/t remains applicable and should be included.

DCF Model

Operating and capital cost inputs to the DCF align with outputs from the precedent open-pit and underground cost models. ERM notes the following:

- DCF discounting commences from 1 January 2026 in the original model. BDO have updated such assumptions in their Adjusted Model as part of their economic assumptions analysis.
- The Open pit and Underground operating cost unit rates and capital costs are based on contractor and vendor pricing as of December 2025. The timing of these costs aligns with the original model and does not require indexing.
- ERM notes that there have been no material changes to these costs since December 2025.

ERM notes the following relating to inputs and calculations in the DCF:

- The Trekelano payable metal for gold is 94%. The DCF incorrectly assumes Mt Hope gold payable assumption of 90% in the calculation [Sheet: 'Calculation mntly'; Row 222]. ERM recommends correcting the formula reference error increasing payable gold by 787 oz.
- The copper concentrate smelting freight cost of $205.00/t ore is omitted from the DCF [Sheet: 'Calculation mntly'; Row 256; Columns R:BF]. ERM recommends reinstating this cost allowance. Treatment costs increase by $42.9 million in real terms.
- The closure cost allowance of $16.3 million, assumed to occur at the conclusion of the project in 2039, appears reasonable given no requirement for surface TSF structures and processing infrastructure. The DCF does not include any trailing costs for ongoing monitoring post-closure.

Uncertainties

The following issues that may affect costs are noted.

Insufficient work has been completed at the PFS stage for the following items to reasonably estimate any recommended cost adjustment allowances. But in ERM's opinion, they are currently not considered to present a material risk to the project economics and valuation.

- ERM notes there is no cost allowance for working through historical workings at the Trekelano project. However, the open-pit productivity and the associated costs are considered minor, based on ERM's knowledge of comparable operations.
- The DCF model does not account for creek diversion costs around surface waste dump locations and other infrastructure. In ERM's opinion, this issue can be managed through low-cost redesign and civil works and does not require an adjustment to the DCF model.
- The DCF model makes no allowance for surface and groundwater monitoring in the years post-closure. This allowance is rolled into the $16.3 million incurred in the first year of closure. However, ERM considers that, because this is at the end of the mine life, the discount factor is so large that the timing issue is not material for the valuation exercise.
- Early test work indicates most of the waste rock (>85%) is non-acid-forming and is manageable with the standard dump designs. ERM considers that no additional adjustments for waste-dump encapsulation or material engineering are required, given the low risk of acid-forming materials being present.

2.2 Other Greater Duchess Projects

The following section focuses on the projects (Trekelano, Mount Hope Central, and Wimberu) outside the Duchess LOMP. Information has been sourced from the following Carnaby ASX announcements (Carnaby, 2026a; 2026c; 2026d).

Carnaby is continuing to generate a pipeline of exploration projects. ERM has selected three projects at either end of this pipeline to demonstrate the upside potential of the broader tenement package.

2.2.1 Trekelano

Trek 1

Drilling at Trek 1 has confirmed the discovery of a new high grade Footwall Lode which is outside of the existing Mineral Resource Estimate (MRE) and remains open down plunge and to the north (Figure 27). Limited historical drilling has tested the position of the new Lode at Trek 1. Numerous holes targeted at the Main Lode stopping short of the Footwall Lode position, as such mineralisation remains open up dip (Figure 28). Drilling by Carnaby has extended the Trek 1 Main Lode breccia 400 m below the existing Mineral Resource and 600 m below the current Pre-Feasibility Study (PFS) Ore Reserve open pit.

Trek 2

Extension drilling at Trek 2 intersected significant results that highlight the potential to grow the MRE (Figure 29).

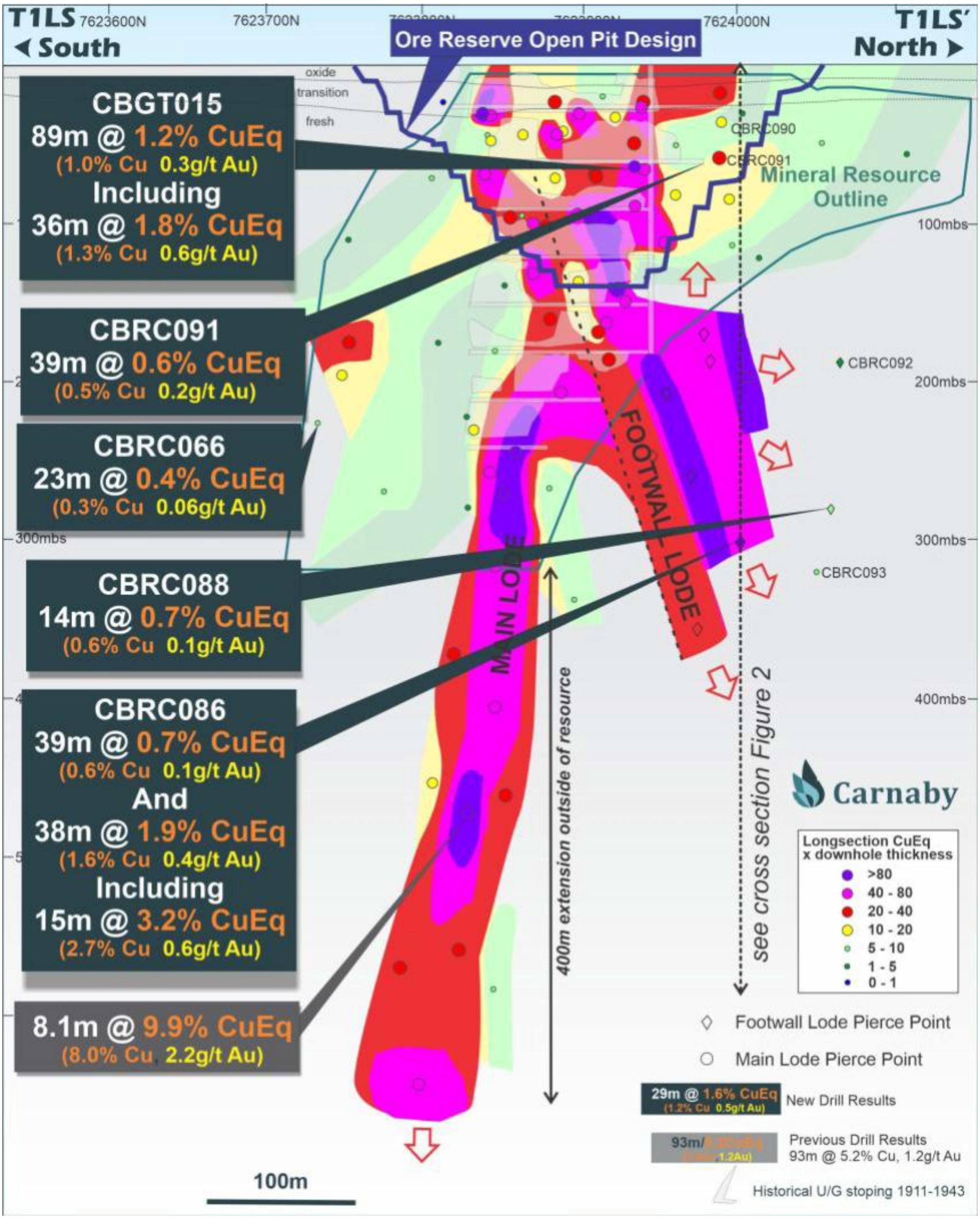

Figure 27: Trek 1 Long Section showing recent drill results

Source: Carnaby (2026c)

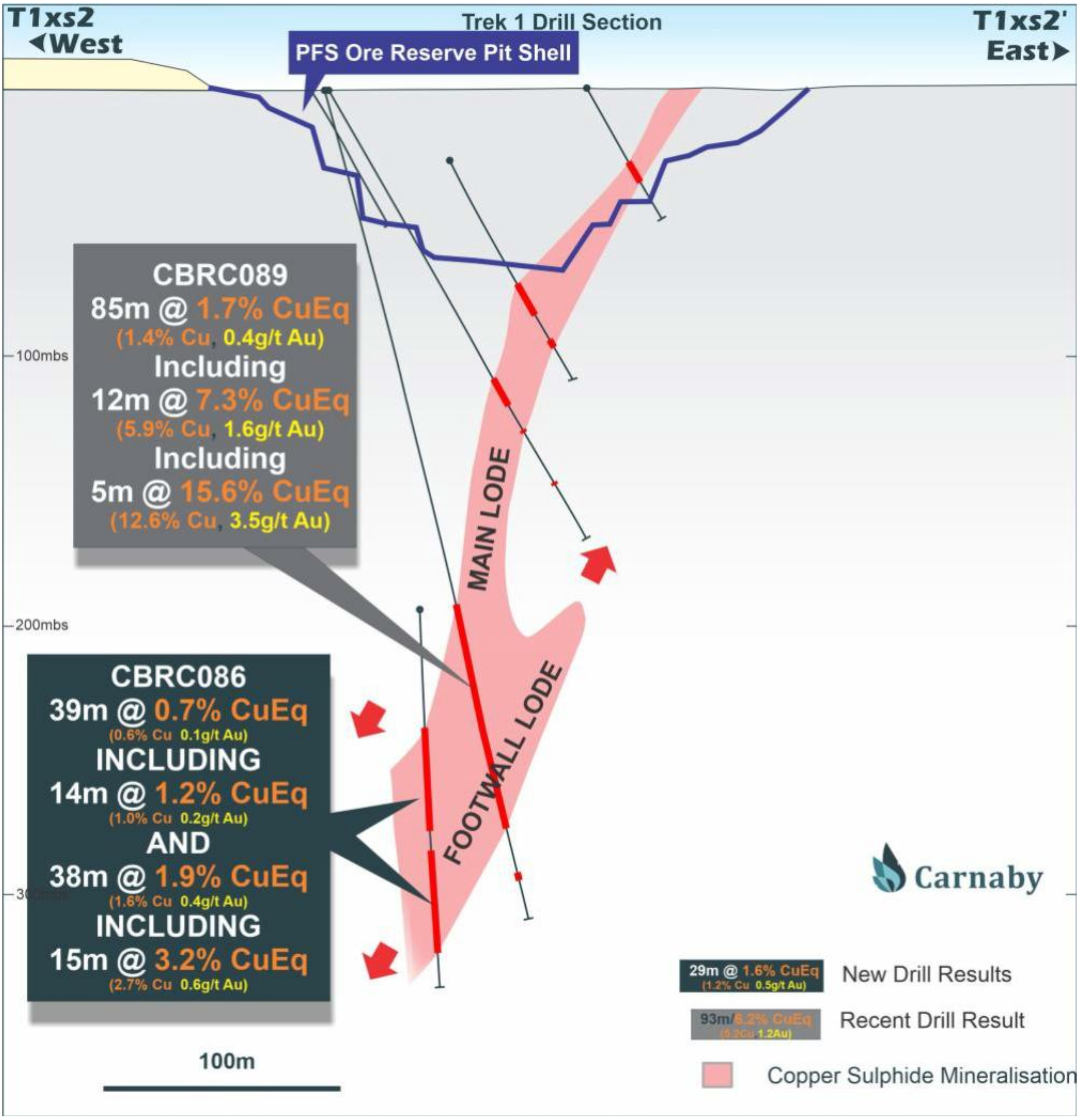

Figure 28: Trek 1 Cross Section showing recent Footwall Lode drill results
Source: Carnaby (2026c)

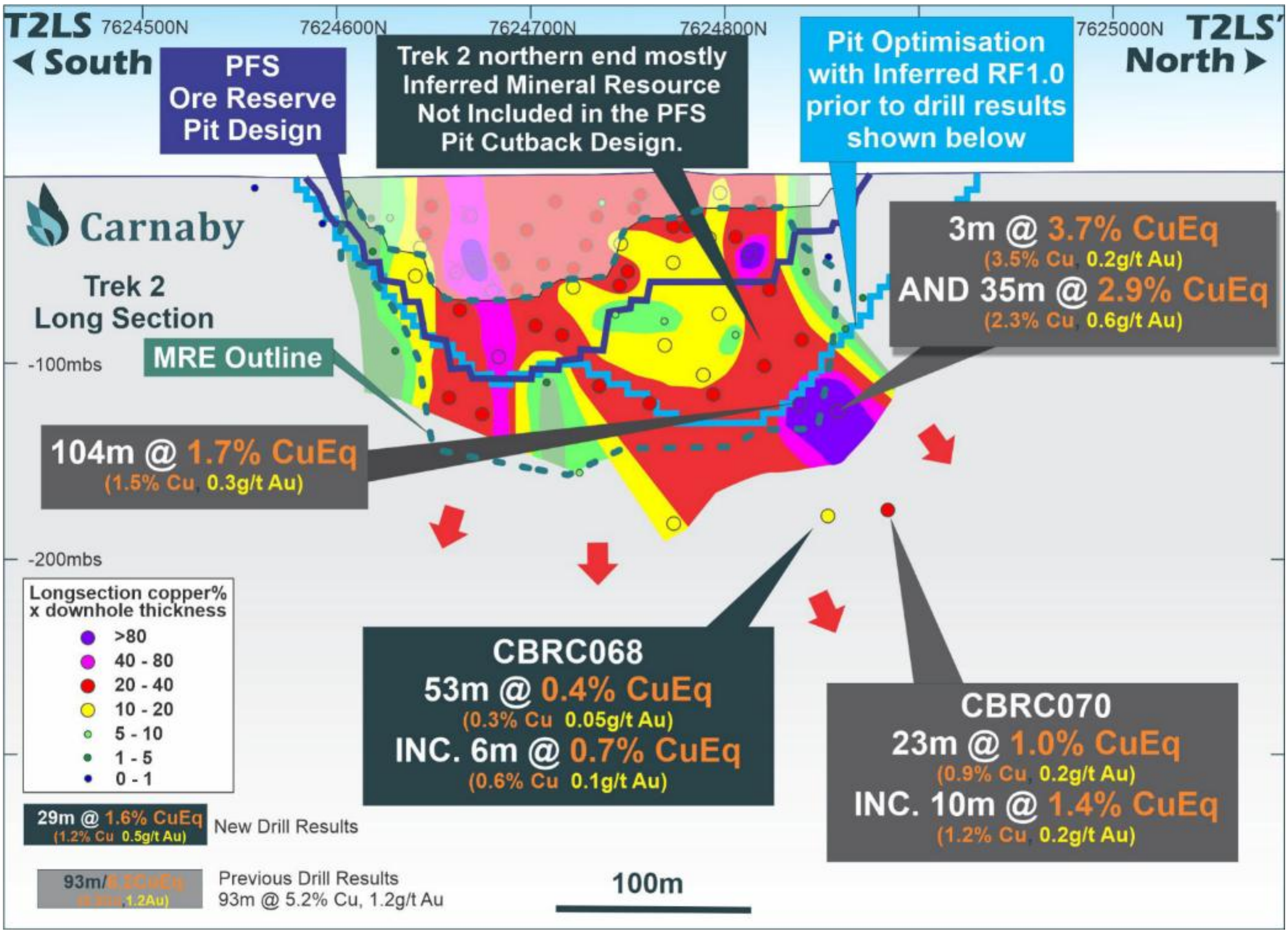

Figure 29: Trek 2 Long Section showing recent drill results
Source: Carnaby (2026c)

2.2.2 Mount Hope Central

Miniboom Lode Discovery

A vertical drill hole, MHWB007, positioned on the margin of the planned Mount Hope Central Ore Reserve open pit and originally designed as a new water bore, encountered substantial copper-gold mineralisation. Two follow up reverse circulation percussion (RC) drill holes at the new Miniboom Lode discovery confirmed significant widths of high grade mineralisation (Figure 30, Figure 31).

The Lode is hosted in a newly discovered dilational bend in the Boomerang Lode vein structure where the strike of the mineralisation changes from a southeast to a northeast trend forming a new boomerang shape geometry. Miniboom appears to be similar to the main Boomerang Lode, where the highest grade mineralisation occurs in the apex of the Boomerang shaped geometry which is thought to be a focus for high grade mineralisation.

As shown on the Mount Hope Central long section, the Miniboom Lode has limited high grade length of less than 70 m but remains open at depth (Figure 32).

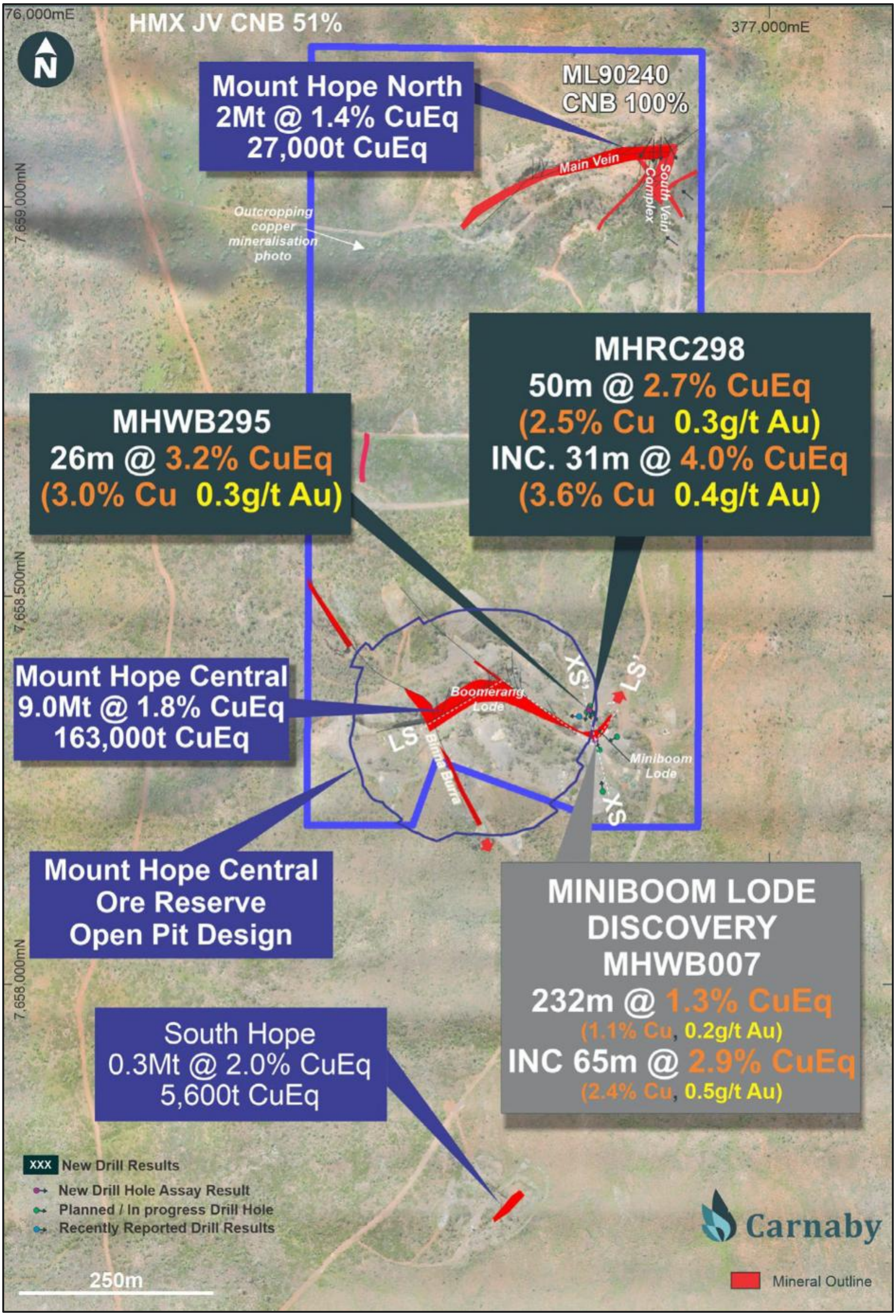

Figure 30: Mount Hope Plan showing new Miniboom Lode Discovery

Source: Carnaby (2026c)

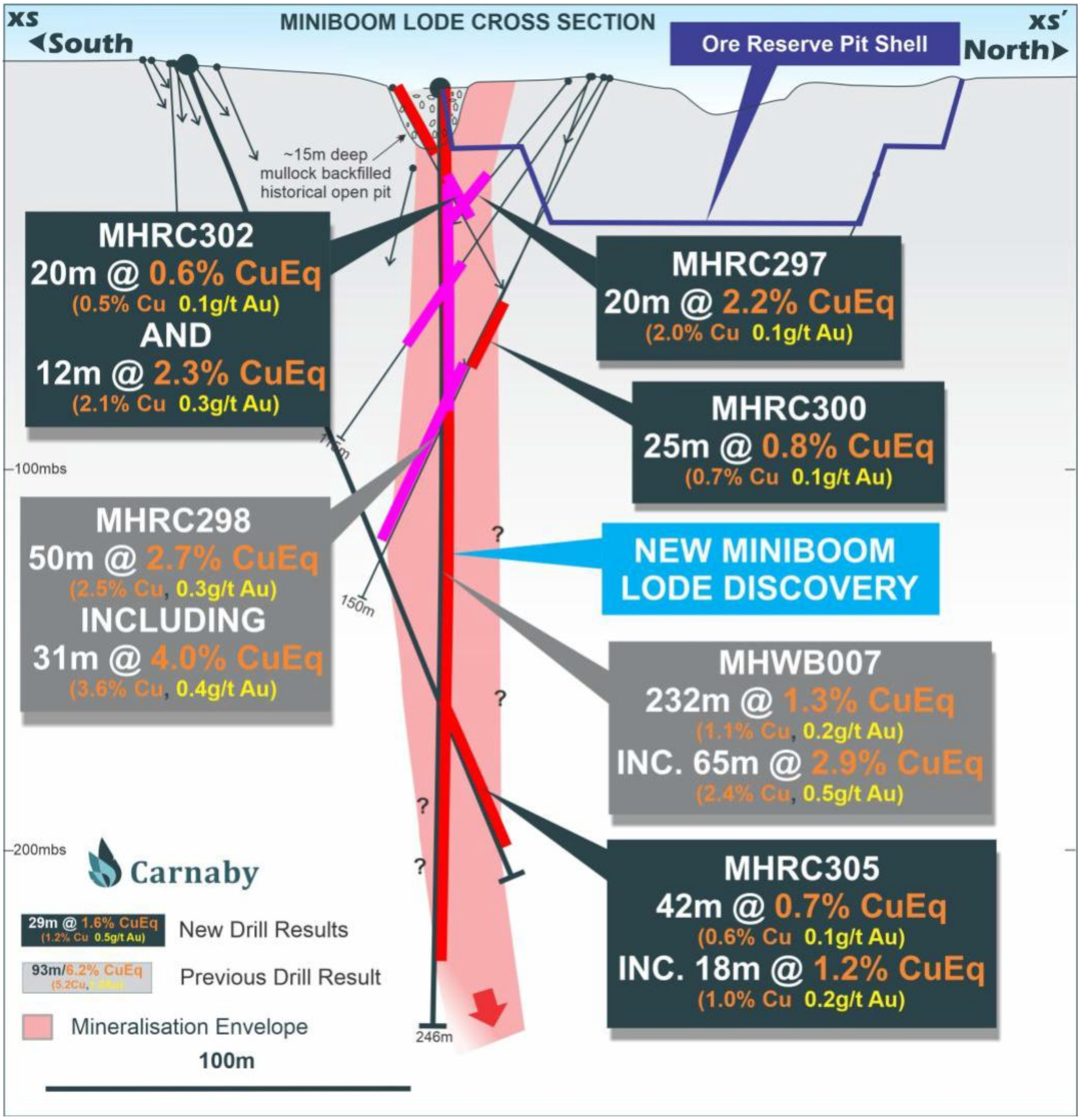

Figure 31: Miniboom Lode Cross Section showing new drill results

Source: Carnaby (2026d)

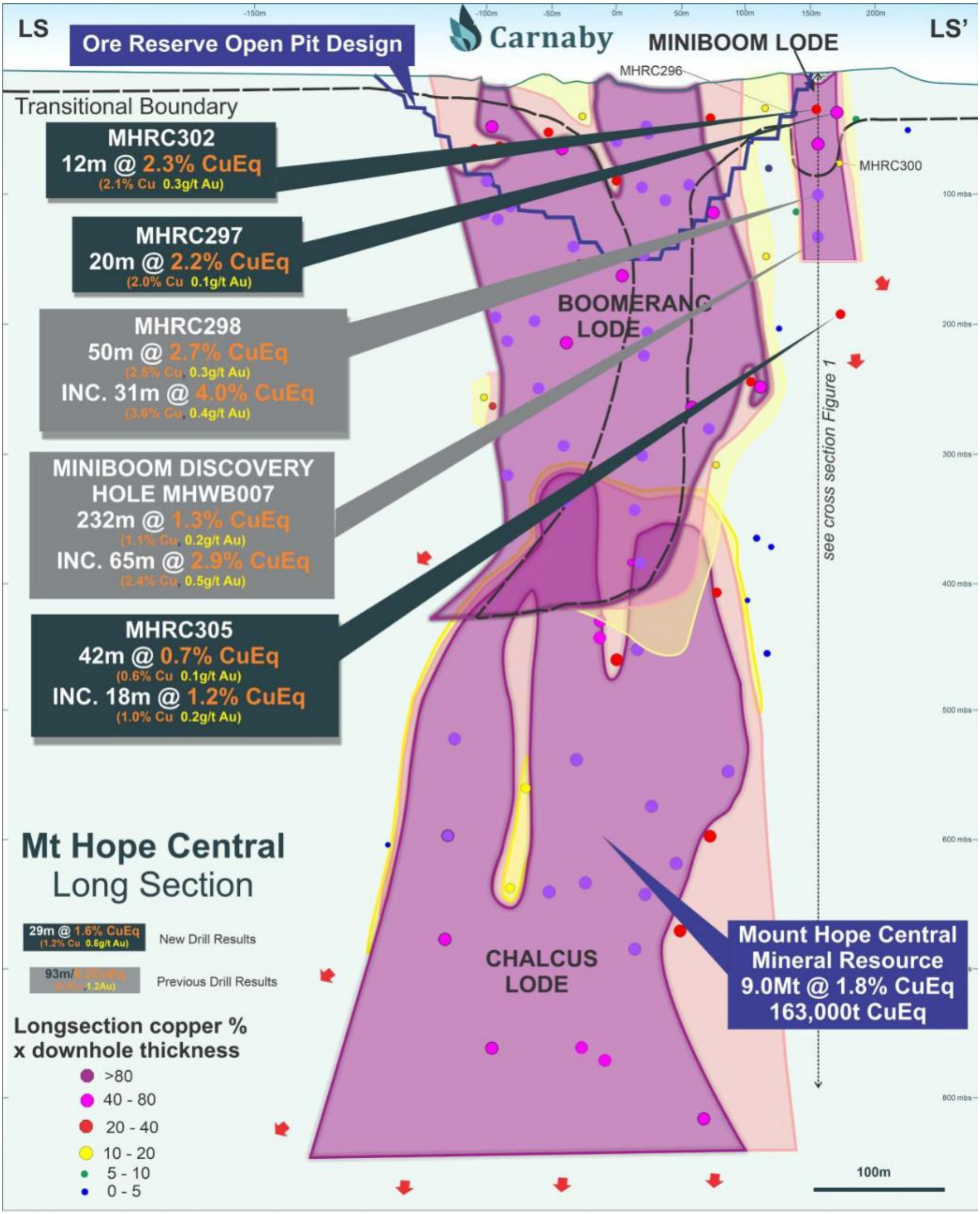

Figure 32: Mount Hope Central Long Section showing the new Miniboom Lode Discovery
Source: Carnaby (2026d)

2.2.3 Devoncourt Project (Carnaby earning 51%)

Wimberu

A single diamond drill hole, WBDD008, intersected wide intervals of intense K-feldspar–hematite alteration accompanied by moderate brecciation and weak disseminated chalcopyrite and bornite mineralisation. Zones of more pronounced late-stage carbonate–chlorite breccia were observed, associated with moderate intervals of chalcopyrite and bornite mineralisation. This is particularly significant given that WBDD008 is interpreted as only the second drill hole to cross the potential feeder structure target, which may extend for more than 1 km along strike within the Western Anomaly (Figure 33 to Figure 35).

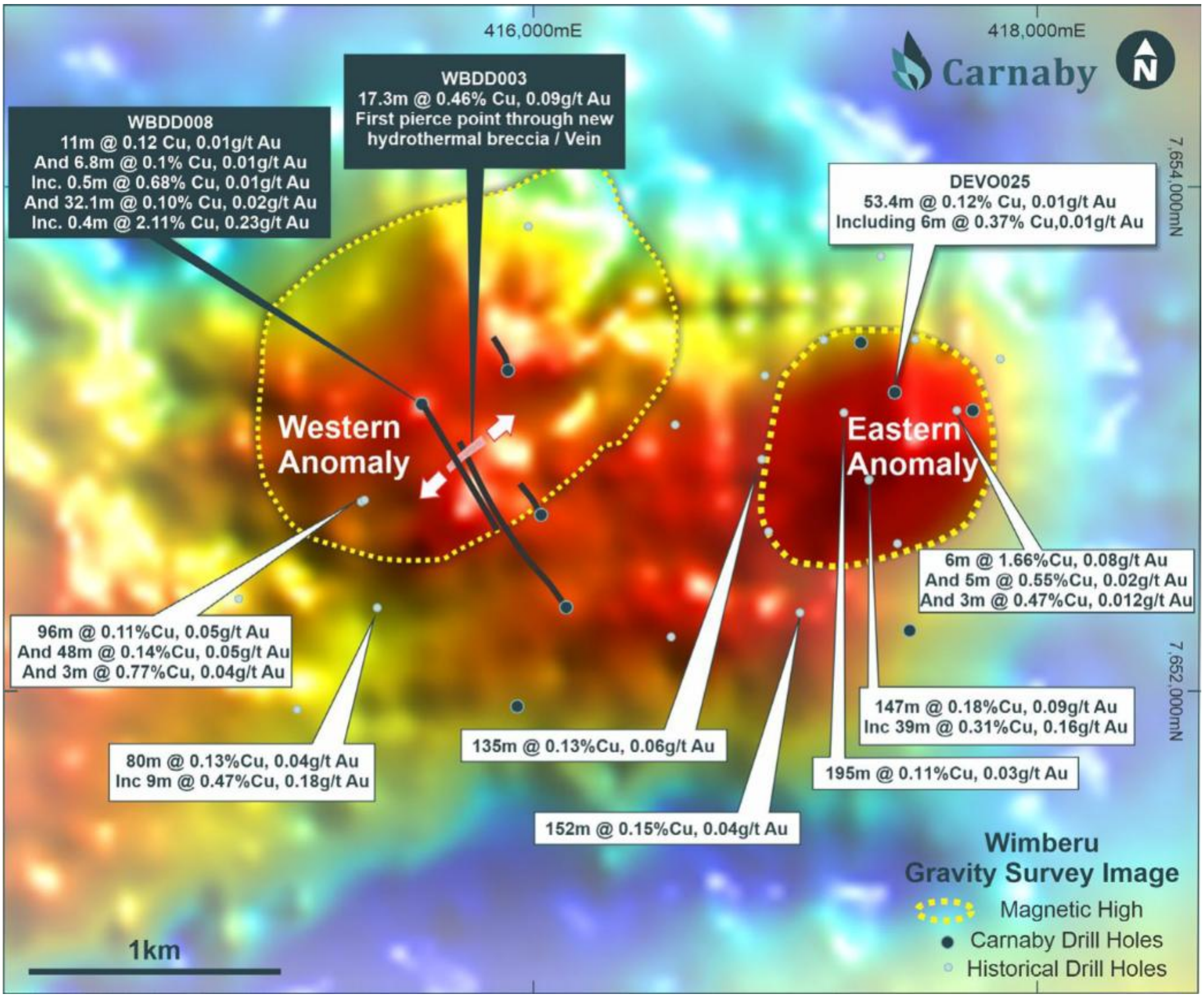

Figure 33: Wimberu Prospect Plan showing WBDD008 drill hole
Source: Carnaby (2026a)

Figure 34: Carbonate-bornite (purple)-chalcopyrite (yellow)-specular hematite (dark grey) vein and disseminated chalcopyrite and bornite (purple) from 1,074 m – 1,074.15 m

Source: Carnaby (2024)

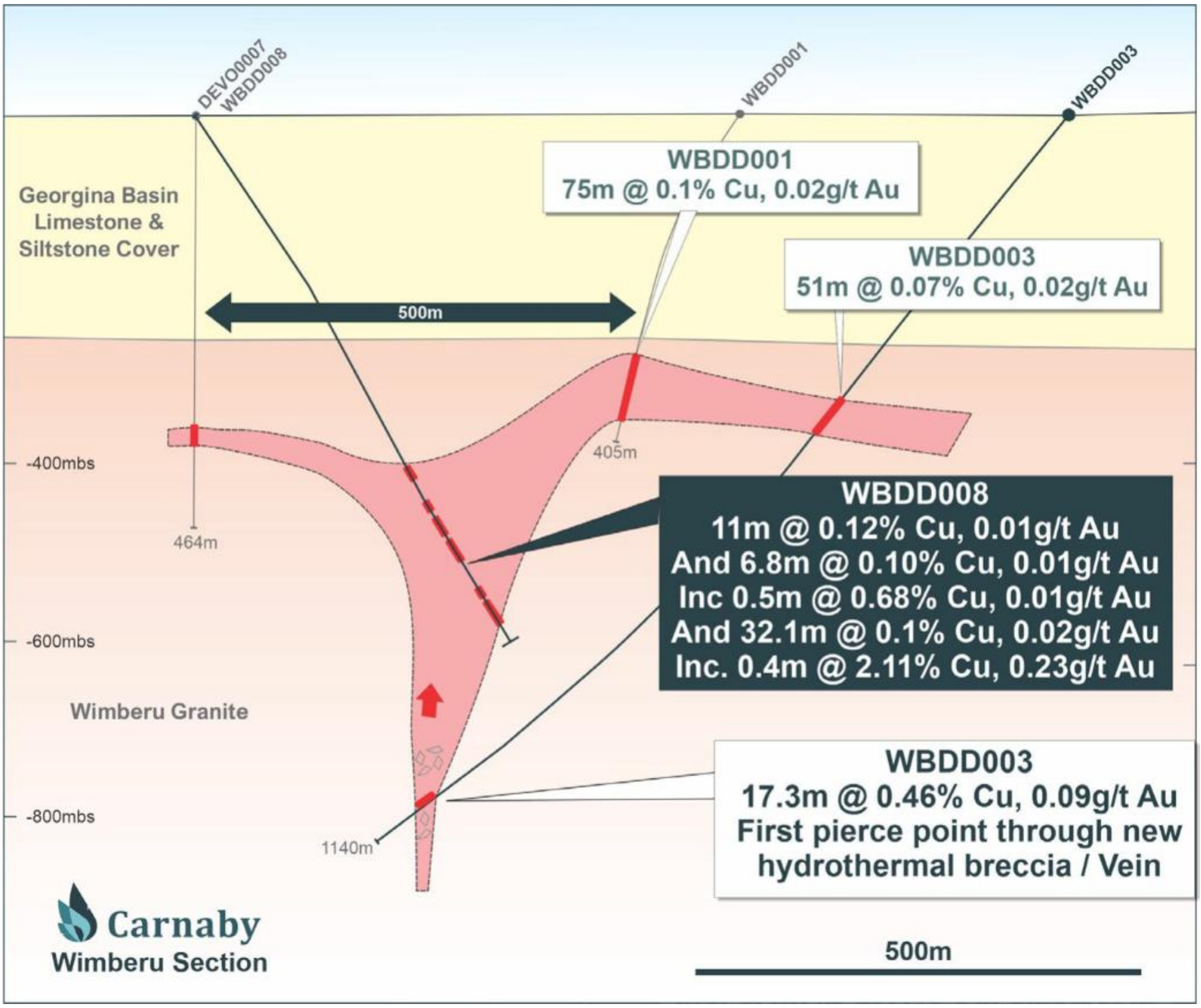

Figure 35: Wimberu Cross Section showing WBDD008

Source: Carnaby (2026a)

2.2.4 Greater Duchess Exploration Conclusion

In ERM's opinion, the Greater Duchess Project covers a package of prospective ground in a demonstrated corridor for Cu±Au mineralisation. There is good potential for the discovery of additional Cu±Au deposits, as demonstrated by the Company's success thus far.

From ERM's perspective, Carnaby's long-term success will depend on strengthening and expanding the project pipeline to deliver additional feed for the broader LOM development.

While there are clearly multiple copper-gold mineralisation occurrences across the tenement package, unlocking this potential will require sustained time and investment.

2.3 Western Australian Projects

2.3.1 Tenure

Tenement information on Carnaby's Western Australian tenements was provided by independent tenement management firm, AUSTWIDE Mining Title Management Pty Ltd. ERM has reviewed the reports provided by the tenement manager and concludes the Company is entitled to the tenure as summarised in these reports. Information relating to Carnaby's Western Australian tenements was provided to ERM by the Company.

ERM has not independently verified the legal title of the tenements and is not qualified to do so.

The Company's Western Australian project tenements cover a total area of approximately 1,196 km^2. Carnaby's two main group of tenement holdings, Pilbara Gold and Lithium Projects (Figure 36) and Yilgarn Margin Projects (Figure 37), cover an area of 288 km^2 and 908 km^2, respectively.

The Pilbara Gold and Lithium Projects tenure are located in an arc from about 40 km southeast to 100 km east southeast of Port Hedland and consist of five granted exploration licences (E). The Company owns a 100% in all tenements except for an 80% interest in the Mount Grant Project, E 45/5622 (Figure 36).

The Company's 100% ground holdings in the Yilgarn Margin Project comprises four granted exploration licences.

A summary of the exploration licence details for the Pilbara Gold and Lithium and Yilgarn Margin Projects is provided in Table 16. ERM has received notification from the Company (Bowler, *pers. comms.*, 6 August 2026) that it will be applying for a renewal of E38/3289. An extension of term has been applied for E45/5822 and the Company is currently awaiting the determination. An application for exemption from expenditure for E45/4638 is currently pending and awaiting determination from the Department of Mines, Petroleum & Exploration.

Table 16 Carnaby Resources Western Australian Tenements

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km^2)
E38/3289	Throssell	Live	Cosmo Holdings (Wa) Pty Ltd	30-Aug-21	29-Aug-26‡	161.7
E38/4016	Throssell	Live	Carnaby Resources Limited	12-Mar-26	11-Mar-31	246.9
E45/4638	Strelley	Live	Carnaby Resources Limited	12-May-17	11-May-27	38.63
E45/4801	Big Hill	Live	Carnaby Resources Limited	25-Oct-17	24-Oct-27	28.96
E45/5622	Mount Grant	Live	Carnaby Resources Limited (80%); Shumwari Pty Limited (20%)	4-Jul-22	3-Jul-27	151.3

Tenement	Project Name	Status	Holder	Grant Date	Expiry Date	Area (km^2)
E45/5743	Strelley	Live	Carnaby Resources Limited	14-Sep-23	13-Sep-28	52.6
E45/5822	Goldsworthy	Live	Carnaby Resources Limited	5-Jul-21	4-Jul-26	16.1
E69/3509	Malmac	Live	Bowler Enterprises Pty Ltd	27-Nov-18	26-Nov-28	263.8
E69/4200	Malmac	Live	Carnaby Resources Limited	8-Jul-26	7-Jul-31	235.8

‡ renewal lodged

2.3.2 Pilbara Gold and Lithium Projects, WA

Projects Overview

The Pilbara Gold and Lithium Projects include the Strelley, Mount Grant, and Goldsworthy Gold Projects, and Big Hill Lithium Project (Figure 36). All of these projects are situated within the highly prospective Mallina Basin in Western Australia, to the northeast of the Hemi gold and Tabba Tabba lithium deposits.

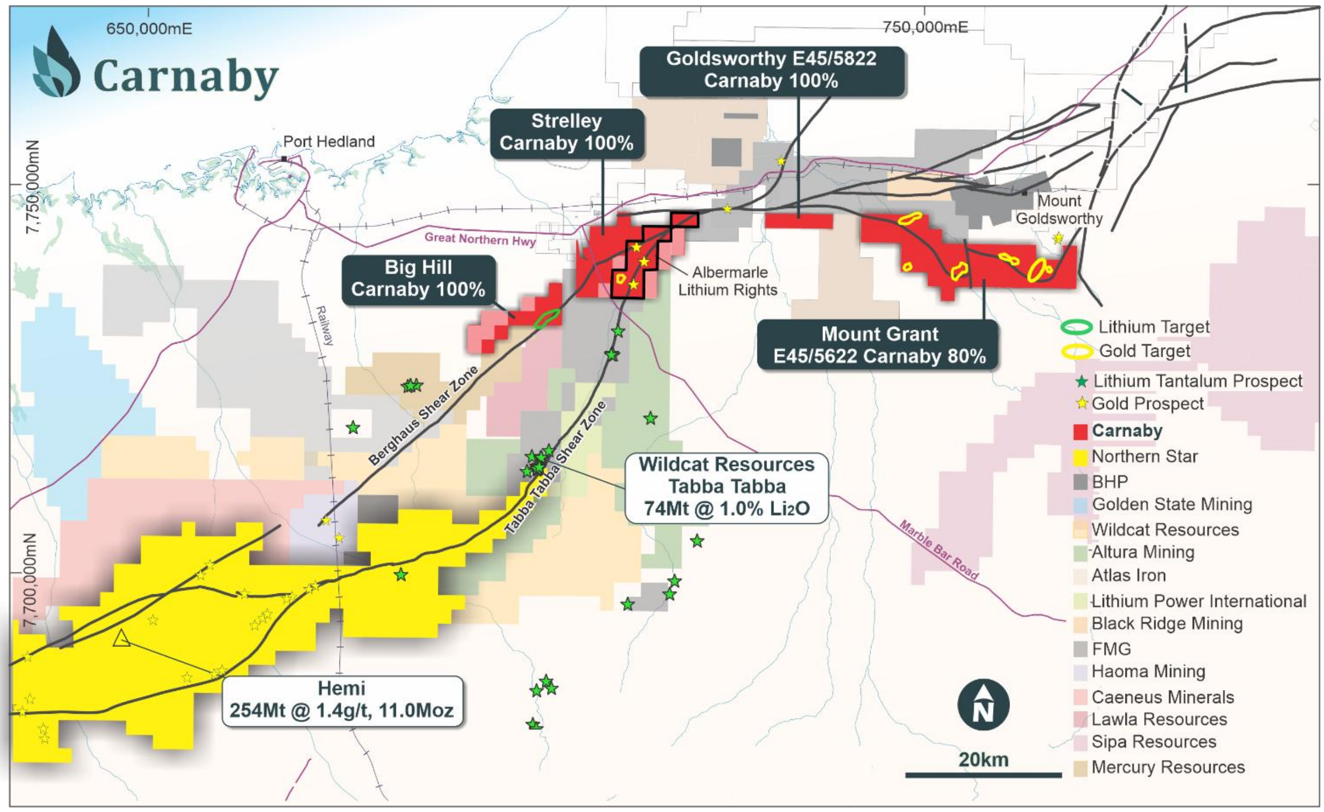

Figure 36: Pilbara Gold and Lithium Projects

Source: Carnaby Resources

Geology

The Strelley Project is hosted by Archaean-age granite and greenstone rocks and lies 70 km northeast of the Hemi gold deposit. The Tabba Tabba Shear Zone (TTSZ) traverses the project area and represents a large-scale, anastomosing orogenic greenstone belt associated with substantial gold mineralisation within tenements located 30 km to the southwest.

Soil sampling at the Big Hill Lithium Project has defined a lithium soil anomaly measuring 1.5 km by 0.5 km, with lithium values reaching up to 179 ppm Li. This anomaly aligns with a discrete magnetic high associated with a major fault structure (Berghaus Shear Zone) along the margin of the extensive Split Rock Supersuite intrusion. This geological setting is considered analogous to the world-class Pilgangoora and Wodgina lithium deposits, located approximately 60 km and 80 km to the north, respectively.

Mount Grant lies roughly 20 km east of the Strelley Gold Project and about 90 km northeast of the Hemi gold discovery. A high-resolution aeromagnetic survey has outlined several new "Hemi-style" intrusion targets along the main granite–greenstone contact, which is interpreted as the northern extension of the TTSZ. The Mount Grant tenement is entirely covered by alluvium and has not yet been explored for gold mineralisation. The intrusion-style targets defined present clear, bullseye-like anomalies.

The Goldsworthy Project contains approximately a 4 km length of unexplored granite and greenstone contact along the interpreted eastern extension of the TTSZ. Carnaby considers the TTSZ to be a fertile structure for gold mineralisation.

2.3.3 Yilgarn Margin Projects

Projects Overview

The Company's Yilgarn Margin Projects comprise the Malmac and Throssel Projects, located in the highly prospective Yilgarn Margin of Western Australia (Figure 37). Both projects are considered prospective for orogenic gold, sedimentary exhalative (SEDEX), and volcanogenic massive sulphide (VHMS) base-metal deposits, as well as nickel and platinum group elements (PGEs).

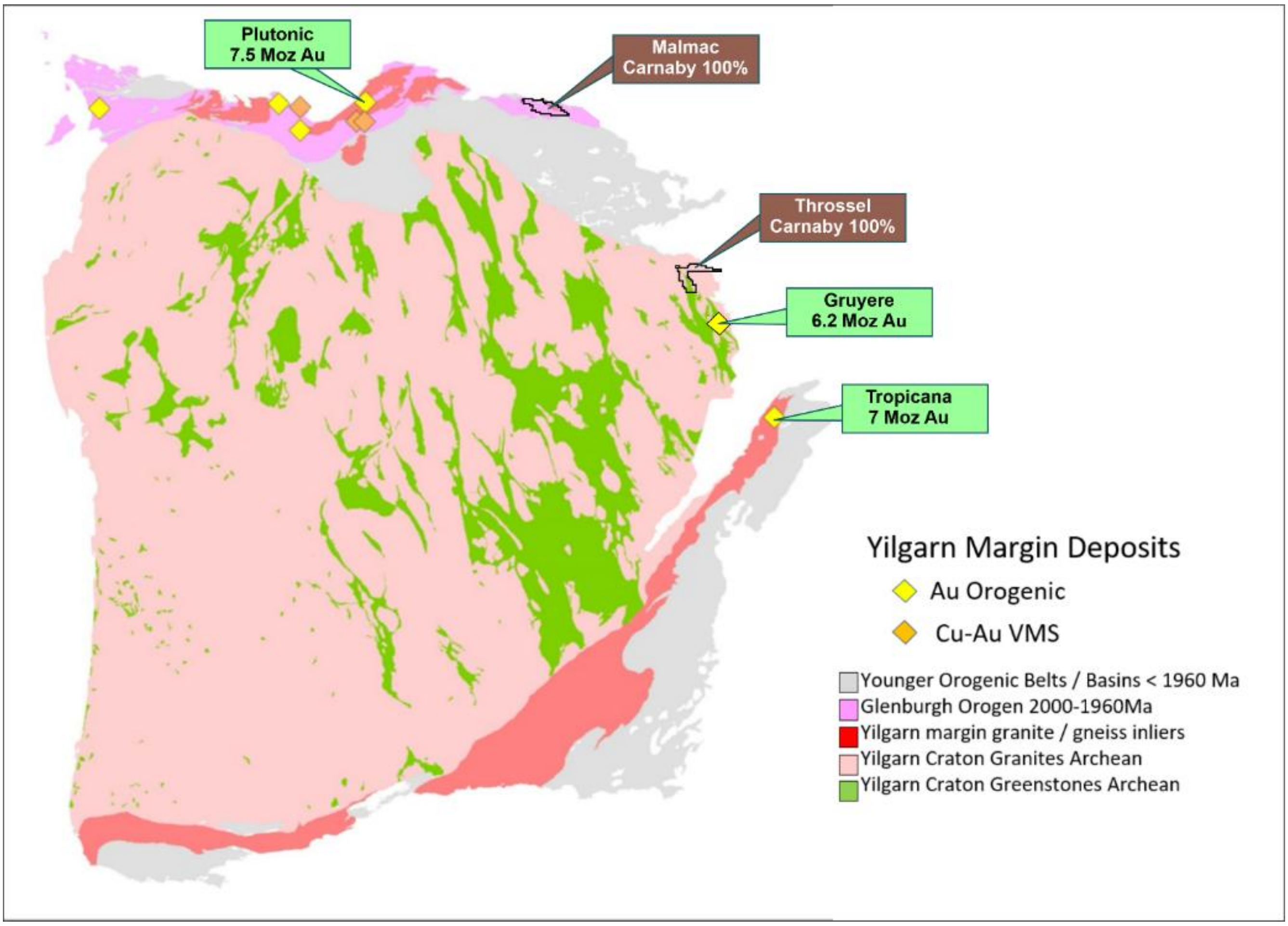

Figure 37: Yilgarn Margin Projects
Source: Carnaby Resources

Geology

The Malmac Project is approximately 200 km northeast of Wiluna in the northern Goldfields and covers the northern Yilgarn Margin mobile belt focussed on the Imbin rift. It is associated with the highly mineralised Glenburgh Orogen with rocks similar in age and geology to the Karalundi Formation that hosts the DeGrussa copper-gold VHMS deposit further west.

The Throssel Gold Project is located approximately 265 km northeast of Leonora in the northern Goldfields and 70 km north of the Gruyere gold deposit. The project area covers a potential 20 km length of unexplored greenstone belt under shallow cover.

3. VALUATION: RESOURCES OUTSIDE THE DUCHESS LOMP, AND COMMENTS ON EXPLORATION TENURE VALUE

Valuation of Mineral Assets is not an exact science, and a number of approaches are possible – each with varying positives and negatives. While valuation is a subjective exercise, there are several generally accepted procedures for establishing the value of Mineral Assets. ERM considers that, wherever possible, inputs from a range of methods should be assessed to inform the conclusions about the Market Value of Mineral Assets.

The valuation is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Refer to Appendix 1 for a discussion of valuation approaches and valuation methodologies, including a description of the VALMIN classification of Mineral Assets.

3.1 Previous Valuations

ERM is not aware, nor has ERM been made aware of, any publicly disclosed valuation opinion on the Greater Duchess Copper Gold Project.

3.2 Valuation Approach

ERM considers the Greater Duchess Copper Gold Project to be a pre-development project, as defined in the VALMIN Code.

In forming an opinion as to the Market Value of the Mineral Assets, the approach adopted by ERM has been to rely primarily on market-based methods (primarily the comparative transaction method) based on the declared Mineral Resources. The Yardstick method has been used as an order of magnitude crosscheck.

The choice of valuation methods employed for assessing the exploration potential outside the declared Mineral Resources was based primarily on area-based comparative transactions.

For all the standalone gold exploration assets, not associated with the Greater Duchess Copper Gold Project, the valuation was dictated by the exploration stage of the assets and availability of information. The selected method was area-based comparative transactions.

The Valuation Basis employed by ERM is Market Value, as defined by the VALMIN Code (2015) and explained in Appendix 1. The Valuation Date is 31 July 2026. The currency is Australian dollars ($ or $), unless otherwise stated.

3.3 Commodities Pricing

The historical price for copper ($/t) and gold ($/oz) over the past five years are illustrated in Figure 38 and Figure 39, respectively. The variation in the copper and gold prices over the last five years highlights the need to normalise transactions to account for variations in commodity prices and foreign exchange rates over time.

The LME-Copper Grade A Cash price ($/tonne) on 31 July 2026 was $19,710.34. The corresponding New York COMEX daily spot settlement gold price was $5,672.17/oz (US$4,044.76/oz).

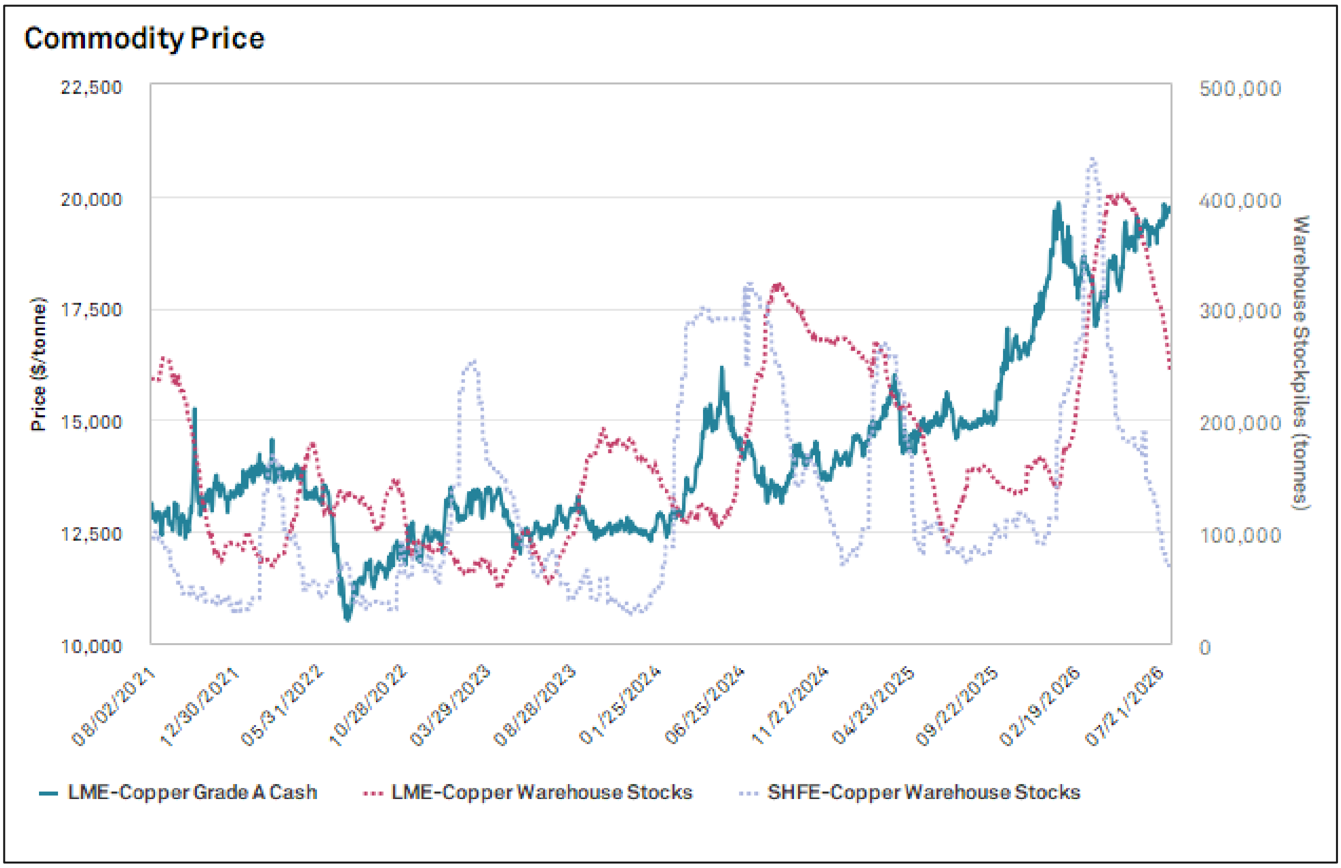

Figure 38: Five year copper price ($/t) and warehouse stocks history

Source: S&P Global Capital IQ

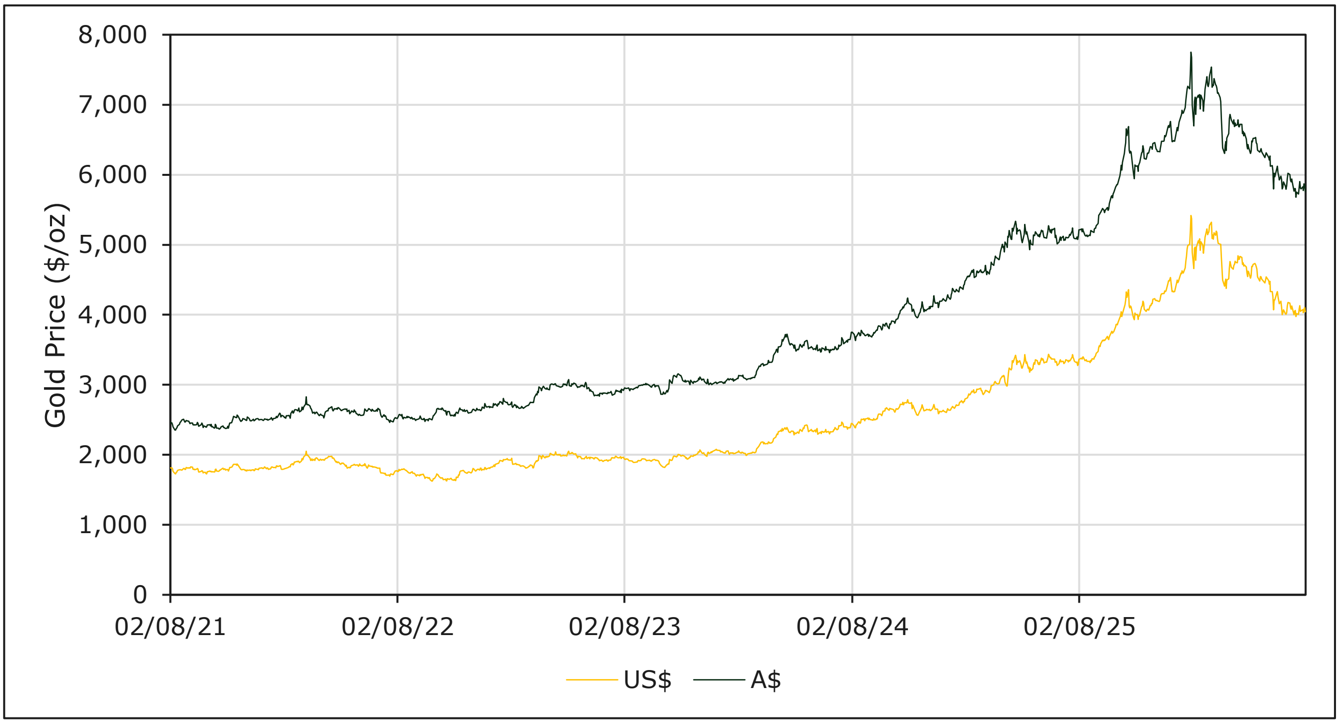

Figure 39: Five-year gold price history

Source: S&P Global Capital IQ

Notes: COMEX Daily Spot Settlement Price

3.4 Comparative Transactions

The transactions reviewed were announced after July 2021, with sufficient details on both the transaction and material projects publicly available to support the analyses. Refer to Appendix 2 for a summary and analysis of the transactions considered.

In analysing the transactions, all amounts were converted to $ at the relevant exchange rate at the time of the transaction announcement, and the transactions were analysed in $.

Joint venture transactions were only valued to the first earn-in milestone and any subsequent earn-in milestones were ignored. Future payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored.

Share considerations were treated as the equivalent cash value using share prices at the time of the transaction unless the shares were issued at a particular price. Where significant portions of the consideration committed were delayed by a significant period, the delayed payments were discounted to account for the time value of money.

3.4.1 Greater Duchess Mineral Resources Outside the DCF

ERM identified nine transactions, announced over the past five years, involving projects with declared copper-gold, or copper ± other commodity Mineral Resources in Queensland and South Australia (Appendix 2).

Sufficient information was available in the public domain to allow the transactions to be analysed in terms of implied $/CuEq t. Implied $/CuEq t transaction prices were normalised to the 31 July 2026 spot copper price of $19,710.34/t to minimise the effects of commodity pricing variations.

An analysis of the Mineral Resource transactions is presented in Table 17 and Figure 40 highlights only those transactions of Advanced Exploration Mineral Assets in Queensland (excluding outliers). For comparison purposes, the Greater Duchess Copper Gold Project has been included on Figure 40.

Table 17 Analysis of comparative transactions for Mineral Resource multiples ($CuEq/t)

	All Transactions	All Transactions (excl. outlier)	QLD Transactions (Advanced Exploration)
No. of transactions	9	8	5
Minimum ($/CuEq t)	1	1	138
Maximum ($/CuEq t)	1,158	508	508
Mean ($/CuEq t)	361	261	292
Median ($/CuEq t)	287	266	287
Geometric Mean ($/CuEq t)	173	136	267
Weighted Average ($/CuEq t)	427	222	254

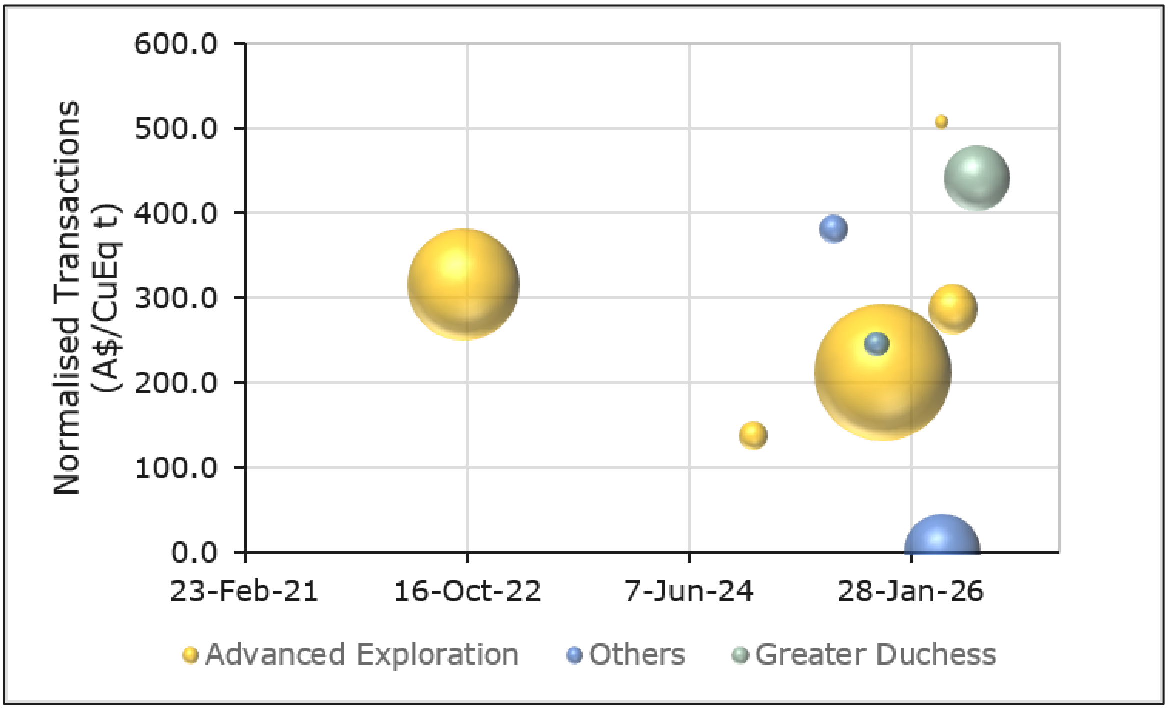

Figure 40: Implied CuEq Resource multiples from analysis of transactions of Advanced Exploration Mineral Assets with Mineral Resources (excl. outliers)

Source: ERM

Note: Bubble size is proportional to contained CuEq tonnes

Based on these analyses, ERM has exercised professional judgement in selecting a preferred valuation factor of $280/t, low valuation factor of $175/t and high valuation factor of $425/t.

The preferred valuation factor of $280/t is rounded from the mean and median values of the transactions set for Advanced Exploration Mineral Assets (excluding outliers). The high and low factors are respectively rounded from the 75th and 25th percentile of the set of Advanced Exploration transactions, which are deemed by ERM to be at a similar Mineral Asset stage as that of the Greater Duchess Copper Gold Project.

ERM did not apply the factors to the 100% MRE, as this would not reflect the potential value of the Resources post-PFS LOM model.

To inform the value of remaining Resources, ERM removed the Ore Reserves component of the Resources, as well as removing 100% of the Inferred Resources captured by the DCF schedule (Table 18), before applying the valuation factors.

ERM has not applied a conversion factor to the Inferred Resources captured in the DCF model to account for dilution, recovery, sterilisation or Ore Reserve block selection criteria. ERM considers this appropriate given the uncertainty inherent in the Inferred Resources, the PFS-level accuracy of the study and the small quantity of copper and gold involved.

Table 18 Greater Duchess Copper Gold Project Resources outside the DCF model

Category	Tonnes (Mt)	Cu (%)	Au (g/t)	CuEq (%)	Cu (t)	Au (oz)	CuEq (t)
MRE	30.8	1.3	0.3	1.6	415,000	258,700	482,800
Reserves	8.4	1.7	0.3	1.9	142,600	82,100	164,300
Inferred material in the DCF	0.9	1.3	0.2	1.6	12,400	7,200	14,500
TOTAL	**21.5**	**1.2**	**0.2**	**1.4**	**260,000**	**169,400**	**304,000**

Source: ERM
Notes:
- An appropriate level of precision and minor rounding inconsistencies may occur.
- Only an approximation after removal of the Reserves component of the Resources used in the LOM.
- Does not account for dilution, recovery and sterilisation of the Resources and Ore Reserve block selection criteria.
- Inferred material in the DCF model was extracted by ERM from the cashflow model schedule.

Applying the implied valuation factors from the comparable transactions to the current Greater Duchess Copper Gold Project Mineral Resources (Carnaby, 2026e), less the PFS Reserve (and entrained Inferred Resources) component of the Resources, and the Inferred material in the DCF, resulted in the valuation summarised in Table 19.

Table 19 Valuation of Greater Duchess Copper Gold Project Mineral Resources outside the DCF

Contained CuEq (kt)	Valuation factors ($/CuEq t)			Value ($ million)		
	Low	Preferred	High	Low	Preferred	High
304	175	280	425	53	85	129

Notes:
- Based on contained CuEq tonnes.
- Values have been appropriately rounded, and may appear to sum incorrectly.

Regression Analysis

The implied values derived from the market-based transactions include projects across the full range of resource confidence and development, from those with only Inferred Resources to projects with Measured and Indicated Resources and/or Ore Reserves.

In order to assess the effect of the proportion of Inferred Resources on the Implied values, ERM analysed the proportion of Inferred Resources in the total Resources for nine comparative transactions in relation to the normalised $/CuEq t paid for the total resources (Figure 41). ERM excluded two outliers from this analysis, Ernest Henry and Mongoose, due to these being deemed strategic acquisitions.

A linear regression analysis of the remaining seven transactions showed the data points are closely located around a regression line with the following equation: $y = -295.39x + 373.57$. The regression exhibits a strong fit (R^2 = 0.75), indicating that approximately 75% of the observed variation in the implied value can be attributed to the proportion of Inferred material in transacted resources.

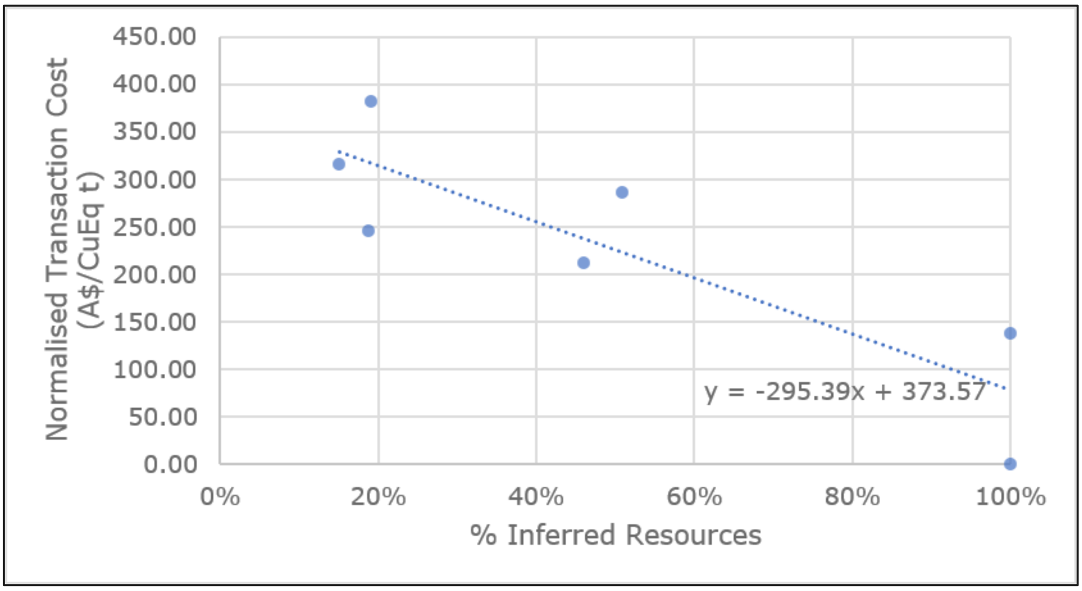

Figure 41: Scatter plot of proportion of Inferred material in the transaction resources versus the $CuEq/t impled for the transaction. Source ERM.

Applying this regression equation to the percentage of Inferred Resources (43% or 13.2 Mt CuEq) in the total Greater Duchess MRE (30.8 Mt CuEq) provides an implied value of $247/CuEq t. Applying this value to the total resources at Duchess suggested a valuation of around $120 million.

As shown above in Table 18, there is approximately 304 kt of CuEq outside the DCF model for the Greater Duchess Project. Applying the regression-derived Greater Duchess implied value to this CuEq material outside the DCF, gives a value of approximately $75 million.

ERM considers this value to be the maximum value for the resources outside the DCF, because conversion of the Resources outside of the Reserves would add losses of material from dilution, recovery and sterilisation of the Resources and Ore Reserve block selection criteria. Moreover, for all resources, the MRE report does not consider the Ore Reserve derived from them. Some reported open pit resources are outside the planned open pits, and some underground resources are outside the planned underground mining.

To reflect these factors and derive a lower range for the valuation of resources outside the DCF, ERM used its professional judgement and applied a 25% discount to the estimated maximum value, resulting in an approximate $56 million lower value.

Table 20 Regression Analysis Value Range of Greater Duchess Copper Gold Project Mineral Resources outside the LOMP

Contained CuEq (kt)	Valuation ($M)	
	Low	High
304	56	75

Rule of Thumb (Yardstick) Valuation Cross-Check

ERM used the Yardstick method as an order of magnitude check on the Greater Duchess Copper Gold Mineral Resources outside the LOMP valuation completed using comparative transactions. The Yardstick order of magnitude check is considered a generalised tool that does not address project-specific value drivers but takes an "industry-wide" view. It provides a valuation check on the primary comparative transactions' valuation method, allowing ERM to assess the reasonableness of the derived comparative transactions valuation and whether there are any potential issues with the preferred primary valuation method.

For the Yardstick order-of-magnitude check, ERM used the 31 July 2026 spot copper price of $19,710.34/t.

In addition, ERM utilised the following commonly used Yardstick factors:

- Inferred Mineral Resources: 0.5% to 1% of spot price.
- Indicated Mineral Resources: 1% to 2% of spot price.
- Measured Mineral Resources: 2% to 5% of spot price.

The spot price for copper as of 31 July 2026, used for the Yardstick order-of-magnitude check, was consistent with that used for the evaluation of Comparative Transactions data, allowing results to be compared.

A summary of the Yardstick order of magnitude cross-check valuation based on the yardstick factors above was applied to the Mineral Resources after the Reserves component of the Resources was removed (and the Inferred material in the LOMP was also deducted) refer to (Section 3.4.1). This resulted in the valuation ranges and preferred values shown in Table 21 for the Mineral Resources after removing the Reserves component of the Resources.

Table 21 Yardstick Valuation Cross-check of Greater Duchess Copper Gold Project Mineral Resources outside the LOMP

Resource Category	Contained CuEq kt	Valuation factors ($/CuEq t)			Valuation ($M)		
		Low	Preferred	High	Low	Preferred	High
Inferred	164.8	98.6	147.8	197.1	16.2	24.4	32.5
Indicated	139.2	197.1	295.7	394.2	27.4	41.1	54.9
TOTAL	**304**				**43.7**	**65.5**	**87.4**

Notes:

- Based on contained CuEq tonnes.
- Spot copper price of $19,710.34/t
- Values have been appropriately rounded, and may appear to sum incorrectly.

3.4.2 Greater Duchess Exploration Tenure Outside of LOMP

ERM considered 25 transactions announced over the past five years, involving projects with exploration licences, predominantly for copper-gold, in Australia. Sufficient information was available in the public domain to allow the transactions to be analysed in terms of $/km². Implied $/km² transaction prices were normalised to the 31 July 2026 spot copper price of $19,710.34/t.

In analysing the transactions (Table 22, Figure 42), all amounts were converted to $ where necessary, at the relevant exchange rate at the time of the transaction announcement. Joint venture transactions were only valued to the first earn-in milestone and any subsequent earn-in milestones were ignored. Exploration expenditure was discounted at a nominal 10% over the earn-in period. Future payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored.

Ten transactions involving copper exploration projects in QLD were identified within the dataset.

Table 22 Analysis of comparative transactions involving copper exploration licences in Australia

	All Transactions	All Transactions (excl. outlier)	QLD Transactions
No. of transactions	25	24	10
Minimum ($/km²)	498	498	652
Maximum ($/km²)	69,775	33,339	15,787
Mean ($/km²)	8,728	6,185	5,360
Median ($/km²)	3,317	3,093	3,093
Geometric Mean ($/km²)	3,434	3,029	3,469
Weighted Average ($/km²)	3,117	2,717	3,097

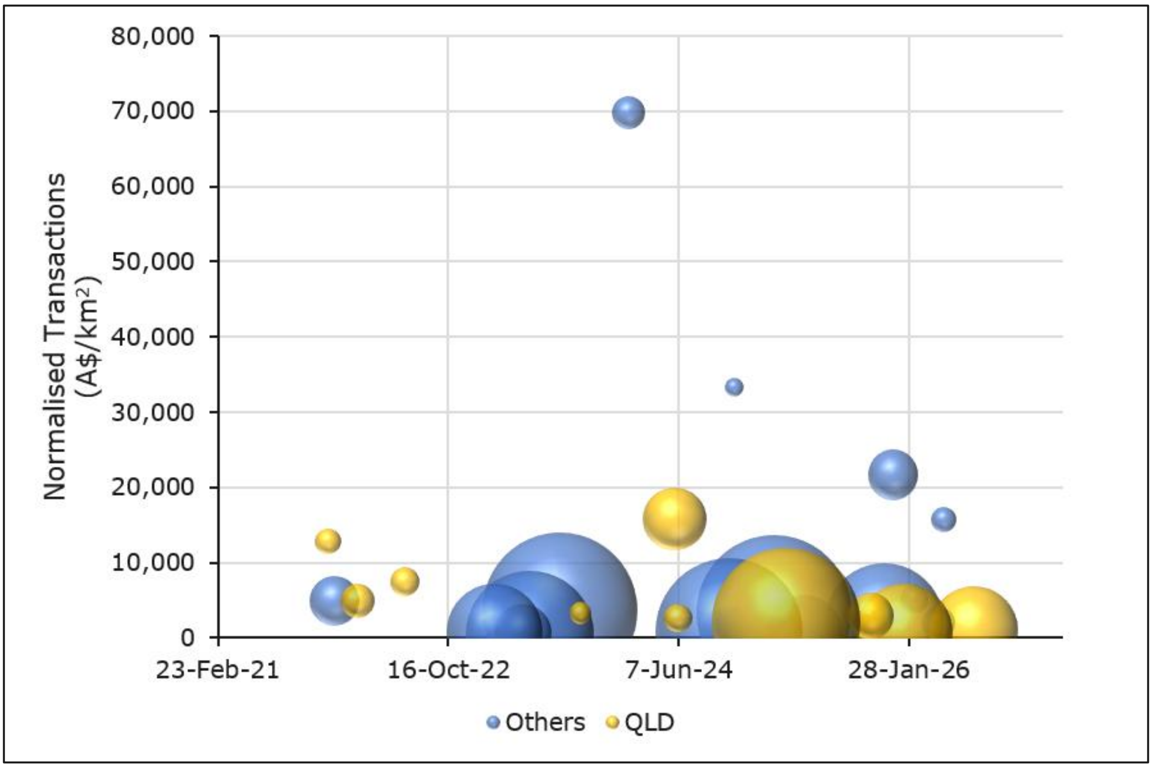

Figure 42: All transactions involving copper exploration licences in Australia

Source: ERM

Note: Bubble size is proportional to area of tenure. Box & Whisker chart is not to scale.

Based on this analysis, ERM has exercised professional judgement in selecting low, preferred and high valuation factors of $1,000/km², $3,500/km², and $7,000/km², respectively, for copper exploration licences in Australia.

The preferred factor is rounded from the median of the transaction set (excluding the outlier). The high and low factors are respectively rounded from the 75th and 25th percentile of this set of transactions.

Applying the valuation factors derived from the analysis of comparative transactions above results in the following valuation, summarised in Table 23.

Table 23 Valuation of Greater Duchess Copper Gold Project Exploration Permits based on comparative transactions (100% basis)

Tenement	Area (km^2)	Equity	Valuation Factor ($/km^2)			Valuation ($k)		
			Low	Preferred	High	Low	Preferred	High
EPM9083	51.1	100%	1,000	3,500	7,000	51	179	358
EPM11013	3.2	100%	1,000	3,500	7,000	3	11	22
EPM14366	25.6	100%	1,000	3,500	7,000	26	90	179
EPM14369	9.6	100%	1,000	3,500	7,000	10	34	67
EPM17637	3.2	100%	1,000	3,500	7,000	3	11	22
EPM18223	9.6	100%	1,000	3,500	7,000	10	34	67
EPM18980	19.2	100%	1,000	3,500	7,000	19	67	134
EPM19008	38.4	100%	1,000	3,500	7,000	38	134	269
EPM25435	44.8	100%	1,000	3,500	7,000	45	157	313
EPM25439	16	100%	1,000	3,500	7,000	16	56	112
EPM25853	25.6	100%	1,000	3,500	7,000	26	89	179
EPM25972	6.4	100%	1,000	3,500	7,000	6	22	45
EPM26651	12.8	100%	1,000	3,500	7,000	13	45	89
EPM27101	12.8	100%	1,000	3,500	7,000	13	45	90
EPM27822	60.8	100%	1,000	3,500	7,000	61	213	425
EPM28238	318.7	100%	1,000	3,500	7,000	319	1,115	2,231
EPM28239	319.5	100%	1,000	3,500	7,000	320	1,118	2,237
EPM28634	76.5	100%	1,000	3,500	7,000	76	268	535
EPM29449[1]	3.2	100%	1,000	3,500	7,000	2	6	11
EPM29353[1]	16	100%	1,000	3,500	7,000	8	28	56
EPM29443[1]	25.6	100%	1,000	3,500	7,000	13	45	90
EPM29564[1]	22.4	100%	1,000	3,500	7,000	11	39	78
EPM29566[1]	38.3	100%	1,000	3,500	7,000	19	67	134
EPM29576[1]	25.6	100%	1,000	3,500	7,000	13	45	89
EPM29610[1]	9.6	100%	1,000	3,500	7,000	5	17	34
EPM26777[2]	9.6	51%	1,000	3,500	7,000	5	17	34
TOTAL	**2,007.0**					**1,129**	**3,951**	**7,902**

Notes:

- 1. Pending EPM applications.
- 2. Carnaby holds 51% of EPM26777 in a Joint Venture with Hammer Metals Limited and has the right to earn up to 70%.
- 3. Carnaby has a farm-in agreement with Rio Tinto Exploration Pty Ltd to earn-in into eight granted exploration permits for minerals (EPM14955, EPM17805, EPM26800, EPM27363, EPM27364, EPM27365, EPM 27424 and EPM27465). At the Report Date, Carnaby held no equity interest in these EPMs.

3.4.3 WA Exploration Tenure

In order to reach a preliminary conclusion ERM considered 75 transactions announced over the past five years, involving gold exploration projects with exploration licences in Western Australia. Sufficient information was available in the public domain to allow the transactions to be analysed in terms of $/km². Implied $/km² transaction prices were normalised to the 31 July 2026 spot gold price of $5,672.17/oz.

Summarised transactions are in Table 24, Figure 43 and Figure 44.

Table 24 Analysis of comparative transactions involving gold exploration licences in Western Australia

	All Transactions	All Transactions (excl. outliers)
No. of transactions	75	67
Minimum ($/km²)	201	201
Maximum ($/km²)	312,704	35,344
Mean ($/km²)	16,600	7,480
Median ($/km²)	4,719	3,870
Geometric Mean ($/km²)	5,278	3,855
Weighted Average ($/km²)	7,467	4,238

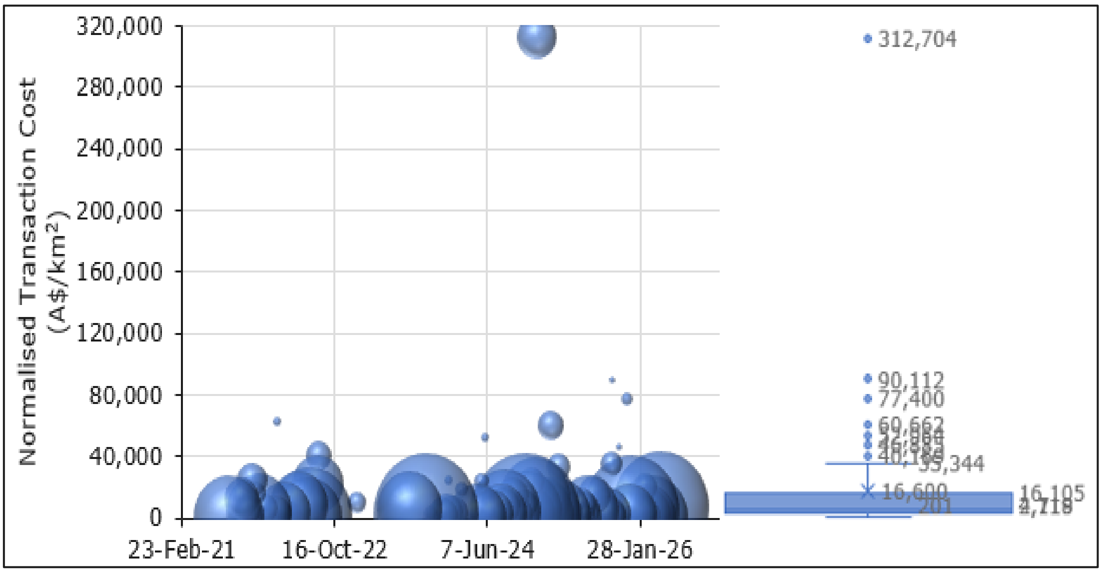

Figure 43: All transactions in five years involving gold exploration licences in Western Australia

Source: ERM

Note: Bubble size is proportional to area of tenure

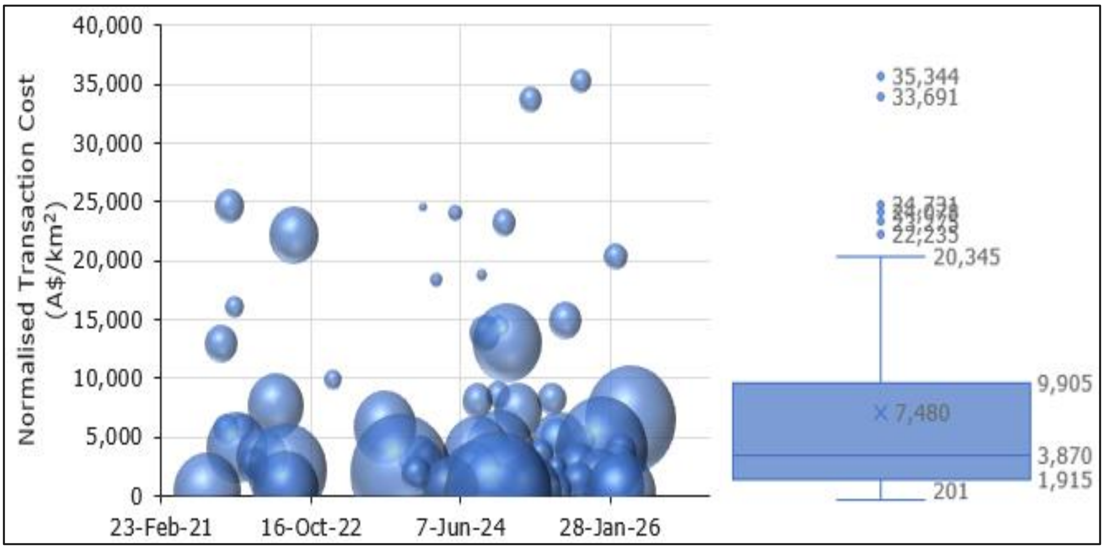

Figure 44: All transactions in five years involving gold exploration licences in Western Australia (excluding outliers)

Source: ERM

Note: Bubble size is proportional to area of tenure

Based on this analysis, ERM has exercised professional judgement in selecting low, preferred and high valuation factors of $1,900/km², $4,000/km², and $10,000/km², respectively, for gold exploration licences in WA.

The preferred factor is rounded from the median of the transactions, excluding outliers. The high and low factors are respectively rounded from the 75th and 25th percentile of this set of transactions.

ERM has exercised professional judgement in selecting low, preferred and high valuation factors of $200/km², $1,100/km², and $2,100/km² for the Malmac Project tenements (E69/3509 & E69/4200), derived from the first quartile range of the transaction dataset. ERM considers the Malmac Project to be an Early Stage "frontier" project in an area of very scant prior exploration. This decision was informed by a purchase of two exploration licences in the same area, by Lodestar Minerals Limited in April 2023, that transacted for a normalised cost of $681/km².

Applying these valuation factors to Carnaby's current exploration licence holding in Western Australia results in the valuation summarised in Table 25.

Table 25 Valuation of Carnaby's exploration tenure based on comparative transactions (100% basis)

Tenement	Area (km²)	Equity	Valuation Factor ($/km²)			Valuation ($000)		
			Low	Preferred	High	Low	Preferred	High
E38/3289	161.7	100%	1,900	4,000	10,000	307	647	1,617
E38/4016	246.9	100%	1,900	4,000	10,000	469	988	2,469
E45/4638	38.63	100%	1,900	4,000	10,000	73	155	386
E45/4801	28.96	100%	1,900	4,000	10,000	55	116	290
E45/5622	151.3	80%	1,900	4,000	10,000	230	484	1,210
E45/5743	52.6	100%	1,900	4,000	10,000	100	210	526
E45/5822	16.1	100%	1,900	4,000	10,000	31	64	161
E69/3509	263.8	100%	200	1,100	2,100	53	290	554
E69/4200	235.8	100%	200	1,100	2,100	47	259	495
TOTAL	**1,196**					**1,365**	**3,213**	**7,708**

Note: The valuation has been compiled to an appropriate level of precision and minor rounding inconsistencies may occur

3.5 Valuation Opinion

ERM assessed the potential market value of Carnaby's main Mineral Asset, the Greater Duchess Copper Gold Project Mineral Resources, outside the DCF model, using implied values from comparable resource-based transactions, with the yardstick method applied as an order-of-magnitude cross-check.

The market-based CuEq resource multiples were derived from copper-gold mineral assets ranging from early-stage pre-development to operating assets in Queensland and South Australia.

Consequently, applying these multiples to the Greater Duchess Mineral Resources outside the DCF yields a very wide valuation range of $53 million to $129 million.

Although the range is wide, in ERM's opinion it provides perspective on the market prices paid for Australian Copper-Gold assets over the past 5 years.

In order to provide a better view on the effect of the proportion of Inferred Resources to total Resources on Implied transaction values, ERM completed a regression analysis on the nine comparative deals, relating Inferred Resource share to normalised $/CuEq t paid. Applying the regression-derived Greater Duchess implied value to the remnant CuEq material outside the DCF, ERM has derived a valuation range from $56 million to $75 million.

The yardstick approach values the Mineral Asset between $44 million and $87 million, mainly at the lower end of market value, by applying yardstick factors to the Indicated and Inferred Resources outside the DCF.

ERM's preferred valuation is within the lower half of the value range derived from resource multiples, range constrained by the implied values from the regression analysis, and centred on the Yardstick range.

ERM's preferred value for the Greater Duchess Copper Gold Project Mineral Resources outside of the DCF is $66 million. The upper and lower bounds of the value range have been selected using ±15%.

ERM's opinion on the Market Value of the Greater Duchess Copper Gold Project Mineral Resources, outside of the LOMP (on a 100% basis), is summarised in Table 26 and shown in Figure 45.

Table 26 ERM Opinion on the Market Value of the Greater Duchess Copper Gold Project Mineral Resources Outside the LOMP

Contained CuEq (kt)	Value ($ million)		
	Low	Preferred	High
304	56	66	75

Notes: Values have been appropriately rounded, and may appear to sum incorrectly

Figure 45: Valuation of Greater Duchess Copper Gold Project Mineral Resources less PFS Reserve component of the Resources

Source: ERM

Carnaby's other Mineral Assets, include the EPMs outside the Mineral Resources at the Greater Duchess Copper Gold Project and WA exploration licences, were valued using comparative transactions and analysed in terms of $/km².

ERM has completed a valuation of all the exploration tenure using a market approach. Based on this approach, the valuation is in the range of approximately $2.5 M to $15.6 M for the EPM's outside the LOMP for the Greater Duchess Copper Gold Project and WA exploration tenements, with a preferred value to the non-Mineral Resource assets of $7.2 million. This is comprised of $4.0 M for the EPMs outside the LOMP for the Greater Duchess Copper Gold Project and $3.2 M for the WA exploration tenements. The valuation is summarised in Table 27.

Table 27 Exploration Tenure Valuations – by Area multiples ($M)

	Low	Preferred	High
WA ELs	1.4	3.2	7.7
QLD EPMs	1.1	4.0	7.9
Totals	**2.5**	**7.2**	**15.6**

In ERM's opinion, Carnaby's non-Mineral Resource assets are not material, given the quantum of the proposed transaction by Evolution Mining, as demonstrated in the analysis discussed above.

The value of this exploration tenure is deemed not to be a material component in relation to the overall value of the Project (inclusive of BDO's DCF valuation). Given the limited materiality, ERM has not undertaken any other valuation approaches on these assets.

The combined valuations for Resources outside the DCF and Exploration tenure is presented in Table 28.

Table 28 ERM Combined Valuation Opinion ($ millions)

	Lo	Pref	Hi
Resources outside the LOMP	56	66	75
Exploration Tenure	2.5	7.2	15.6
Totals	**58.5**	**73.2**	**90.6**

The valuations discussed in this Report have been prepared at a valuation date of 31 July 2026. It is stressed that the values are opinions, as to likely values, not absolute values, which can only be tested by going to the market.

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5. GLOSSARY

For further information or for terms that are not described here, please refer to internet sources such as Wikipedia www.wikipedia.org

APPENDIX 1: VALUATION APPROACHES

Valuation of Mineral Assets is not an exact science, and several approaches are possible, each with varying strengths and shortcomings. While valuation is a subjective exercise, there are several generally accepted methods for ascertaining the value of Mineral Assets. ERM considers that, wherever possible, inputs from a range of methods should be assessed to inform conclusions about the Market Value of Mineral Assets.

The valuation opinion is always presented as a range, with the preferred value identified. The preferred value need not be the median value and is determined by the Practitioner based on their experience and professional judgement.

Background

Mineral Assets are defined in the VALMIN Code[4] as all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of Minerals in connection with that Tenure.

Business valuers typically define market value as "The price that would be negotiated in an open and unrestricted market between a knowledgeable, willing, but not anxious buyer, and a knowledgeable, willing but not anxious seller acting at arm's length." The accounting criterion for a market valuation is that it is an assessment of "fair value", which is defined in the accounting standards as "the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction." The VALMIN Code defines the value of a Mineral Asset as its Market Value, which is "the estimated amount (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing where the parties had each acted knowledgeably, prudently and without compulsion".

Market Value usually consists of two components, the underlying or Technical Value, and a premium or discount relating to market, strategic or other considerations. The VALMIN Code recommends that a preferred or most-likely value be selected as the most likely figure within a range after considering those factors which might impact on Value.

The concept of Market Value hinges upon the notion of an asset changing hands in an arm's length transaction. Market Value must therefore consider, inter alia, market considerations, which can only be determined by reference to "comparable transactions". Generally, truly comparable transactions for Mineral Assets are difficult to identify due to the infrequency of transactions involving producing assets and/or Mineral Resources, the great diversity of mineral exploration properties, the stage to which their evaluation has progressed, perceptions of prospectivity, tenement types, the commodity involved and so on.

For exploration tenements, the notion of value is very often based on considerations unrelated to the amount of cash which might change hands in the event of an outright sale, and in fact, for the majority of tenements being valued, there is unlikely to be any "cash equivalent of some other

[4] *Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code) 2015 Edition.* Prepared by the VALMIN Committee, a joint committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists.

consideration". Whilst acknowledging these limitations, ERM identifies what it considers to be "comparative transactions" (i.e. transactions that are useful to consider) to be used in assessing the values to be attributed to Mineral Assets.

Valuation Methods for Mineral Assets

The choice of valuation methodology applied to Mineral Assets, including exploration licences, will depend on the amount of data available and the reliability of that data.

The VALMIN Code classifies Mineral Assets into categories that represent a spectrum from areas in which mineralisation may or may not have been found through to Operating Mines which have well-defined Ore Reserves, as listed below:

- **"Early-stage Exploration Projects"** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified.
- **"Advanced Exploration Projects"** – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource (as defined in the JORC[5] Code) estimate may or may not have been made but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category.
- **"Pre-Development Projects"** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely) but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken.
- **"Development Projects"** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Prefeasibility Study.
- **"Production Projects"** – Tenure holdings (particularly mines, wellfields and processing plants) that have been commissioned and are in production.

Each of these different categories will require different valuation methodologies, but regardless of the technique employed, consideration must be given to the perceived "market valuation".

The Market Value of Exploration Properties and Undeveloped Mineral Resources can be determined by the following general approaches: Income, Market and Cost (Table 29). The Market Value of Development and Production Projects are best assessed using the Market and Income approaches, whereas the Market Value of Exploration projects are best assessed using the Market and Cost approaches.

[5] *Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) 2012 Edition*. Prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC).

Table 29 Valuation approaches for different types of mineral properties (VALMIN, 2015)

Valuation approach	Exploration properties	Mineral Resource properties	Development properties	Production properties
Income	No	In some cases	Yes	Yes
Market	Yes	Yes	Yes	Yes
Cost	Yes	In some cases	No	No

Valuation Approaches by Asset Stage

Regardless of the technical application of various valuation methods and guidelines, the valuer should strive to adequately reflect the carefully considered risks and potentials of the various projects in the valuation ranges and the preferred values, with the overriding objective of determining the "fair market value".

Table 29 shows the valuation approaches that are generally considered appropriate to apply to each type of mineral property.

Income

Discounted Cash Flow/Net Present Value Method

The Discounted Cash Flow (DCF) valuation method recognises the time value of money, it is most suitable for Development Projects, where detailed studies have been completed to justify input assumptions and Production Projects, where there is actual historical data to justify input assumptions. Less commonly the DCF methodology is applied to Pre-Development Projects.

The DCF valuation method provides a means of relating the magnitude of expected future cash profits to the magnitude of the initial cash investment required to purchase a mineral asset or to develop it for commercial production.

The DCF valuation method determines:

- The net present value (NPV) of a stream of expected future cash revenues and costs
- The internal rate of return (IRR) that the expected cash flows will yield on a given cash investment.

The DCF valuation method is a forward-looking methodology, requiring that forecasts be made of technical and economic conditions which will prevail in the future. All future predictions are inherently uncertain. The level of uncertainty reduces as the quality of the data available to project future rates of production and future costs, increases.

It is important to understand certain fundamental attributes of the mining industry in undertaking a DCF, such as:

- An Ore Reserve and in some cases Mineral Resource is the basis of any mineral development.
- Costs are determined by the number of tonnes mined and processed, while revenues are determined by the number of tonnes, pounds or ounces of metal produced. The two are related by the recovered grade of the ore.
- Profit is typically more sensitive to changes in revenue that to changes in costs.
- The commodity price is a principal determinant of revenue but is also the factor with the greatest level of financial risk.

The most significant factors, which must be considered in a DCF valuation of a mineral asset is the reliability of the Mineral Resource and Ore Reserve, particularly with respect to recovered grade, the price at which the product is sold and the risk of not maintaining the projected level of commodity price.

Key inputs into the DCF valuation method for a mineral asset valuation are:

- Life-of-mine planning assumptions.
- Capital cost estimates – can be the initial cost of constructing the project and/or the ongoing cost of sustaining the productive life of the operation.
- Operating cost estimates – costs incurred both on-site in producing the commodity which is shipped from the property, and off site, in the transportation and downstream processing of that commodity into saleable end products.
- Revenue estimates – revenue in the mining context is the product of the following factors:
    - The tonnage of ore mined and processed
    - The grade of the ore
    - The metallurgical recovery
    - The price of the saleable commodity.
- Taxation and royalty payments.
- Discount rate – represents the risk adjusted rate of interest expected to be yielded by an investment in the mineral asset.

The Income approach is not appropriate for properties without Mineral Resources. It should be employed only where enough reliable data are available to provide realistic inputs to a financial model, preferably based on studies at or exceeding a pre-feasibility level.

Market

Comparative Transaction Method

The Comparative Transaction method looks at prior transactions for the property and recent arm's length transactions for comparative properties.

The Comparative Transaction method provides a useful guide where a mineral asset that is generally comparable in location and commodity has in the recent past been the subject of an "arm's length" transaction, for either cash or shares.

For the Market approach, resources are not generally subdivided into their constituent JORC Code categories. The total endowment or consolidated in-situ resources are what drives the derivation of value. Each transaction implicitly captures the specific permutation of resource categories in a project. There are too many project-specific factors at play to allow any more than a consideration of price paid vs total resource base. Therefore, considering individual project resource permutations is neither practicable nor useful for this valuation approach. To that end, ERM's discussion of the Market approach is predicated on the consolidated resource base, to allow application of the method.

Where a progressively increasing interest is to be earned in stages, it is likely that a commitment to the second or subsequent stages of expenditure will be so heavily contingent upon the results achieved during the earlier phases of exploration that assigning a probability to the subsequent stages proceeding will in most cases be meaningless. A commitment to a minimum level of expenditure before an incoming party can withdraw must reflect that party's perception of minimum value and should not be discounted. Similarly, any upfront cash payments should not be discounted.

The terms of a sale or joint venture agreement should reflect the agreed value of the tenements at the time, irrespective of transactions or historical exploration expenditure prior to that date. Hence the current Value of a tenement or tenements will be the Value implied from the terms of the most recent transaction involving it/them, plus any change in Value as a result of subsequent exploration.

High quality Mineral Assets are likely to trade at a premium over the general market. On the other hand, exploration tenements that have no defined attributes apart from interesting geology or a "good address" may well trade at a discount to the general market. Market Values for exploration tenements may also be impacted by the size of the landholding, with a large, consolidated holding in an area with good exploration potential attracting a premium due to its appeal to large companies.

Yardstick

The Rule-of-Thumb (Yardstick) method is relevant to exploration properties where some data on tonnage and grade exist, and these properties may be valued by methods that employ the concept of an arbitrarily ascribed current in-situ net value to any Ore Reserves (or Mineral Resources) outlined within the tenement (Lawrence 2001, 2012).

Rule-of-Thumb (Yardstick) methods are commonly used where a Mineral Resource remains in the Inferred category and available technical/economic information is limited. This approach ascribes a heavily discounted in-situ value to the Resources, based upon a subjective estimate of the future profit or net value (say per tonne of ore) to derive a rule-of-thumb.

This Yardstick multiplier factor applied to the Resources delineated (depending upon category) varies depending on the commodity. Typically, a range from 0.4% to 3% of the current spot price is used for base metals and platinum group metals, whereas for gold and diamonds a range of 2% to 5% of the current spot price is used, and typically much lower factors are applied for bulk commodities. The method estimates the in-situ gross metal content value of the mineralisation delineated (using the spot metal price and appropriate metal equivalents for polymetallic mineralisation as at the valuation date).

The chosen percentage is based upon the valuer's risk assessment of the assigned Mineral Resource category, the commodity's likely extraction and treatment costs, availability/proximity of transport and other infrastructure (particularly a suitable processing facility), physiography and maturity of the mineral field, as well as the depth of the potential mining operation.

This method is best used as a non-corroborative check on the order of magnitude of values derived using other valuation methods that are likely to better reflect project-specific criteria.

Cost

Appraised Value or Exploration Expenditure Method

The Appraised Value or Exploration Expenditure method considers the costs and results of historical exploration.

The Appraised Value method is based on the premise that the real value of an exploration property lies in its potential for the existence and discovery of an economic mineral deposit (Roscoe, 2002). It utilises a Multiple of Exploration Expenditure, which involves the allocation of a premium or discount to past relevant and effective expenditure using the Prospectivity Enhancement Multiplier (PEM). This involves a factor which is directly related to the success (or failure) of the exploration completed to date, during the life of the current tenements.

Guidelines for the selection of a PEM factor have been proposed by several authors in the field of mineral asset valuation (Onley, 1994). Table 30 lists the PEM factors and criteria used in this Report.

Table 30 PEM factors

PEM range	Criteria
0.2 to 0.5	Exploration (past and present) has downgraded the tenement prospectivity, no mineralisation identified
0.5 to 1.0	Exploration potential has been maintained (rather than enhanced) by past and present activity from regional mapping
1.0 to 1.3	Exploration has maintained, or slightly enhanced (but not downgraded) the prospectivity
1.3 to 1.5	Exploration has considerably increased the prospectivity (geological mapping, geochemical or geophysical activities)
1.5 to 2.0	Scout drilling (rotary air blast, aircore, reverse circulation percussion) has identified interesting intersections of mineralisation
2.0 to 2.5	Detailed drilling has defined targets with potential economic interest
2.5 to 3.0	A Mineral Resource has been estimated at Inferred JORC category, no concept or scoping study has been completed
3.0 to 4.0	Indicated Mineral Resources have been estimated that are likely to form the basis of a Prefeasibility Study
4.0 to 5.0	Indicated and Measured Resources have been estimated and economic parameters are available for assessment

Geoscience Factors

The Geoscience Factor (or Kilburn) method (GFM), as described by Kilburn (1990), provides an approach for the technical valuation of the exploration potential of mineral properties, on which there are no defined resources. It seeks to rank and weight geological aspects, including proximity to mines, deposits and the significance of the camp and the commodity sought.

Valuation is based upon a calculation in which the geological prospectivity, commodity markets, and mineral property markets are assessed independently. The GFM is essentially a technique to define a Value based upon geological prospectivity. The method appraises a variety of mineral property characteristics:

- Location with respect to any off-property mineral occurrence of value, or favourable geological, geochemical or geophysical anomalies
- Location and nature of any mineralisation, geochemical, geological or geophysical anomaly within the property and the tenor of any mineralisation known to exist on the property being valued
- Number and relative position of anomalies on the property being valued
- Geological models appropriate to the property being valued.

The GFM systematically assesses and grades these four key technical attributes of a tenement to arrive at a series of multiplier factors (Table 31).

Table 31 Geoscientific Factor ranking

Rating	Address/Off-property factor	On-property factor	Anomaly factor	Geological factor
0.5	Very little chance of mineralisation; Concept unsuitable to the environment	Very little chance of mineralisation; Concept unsuitable to the environment	Extensive previous exploration with poor results	Generally unfavourable lithology; No alteration of interest

1	Exploration model support; Indications of prospectivity; Concept validated	Exploration model support; Indications of prospectivity; Concept validated	Extensive previous exploration with encouraging results; Regional targets	Deep cover; Generally favourable lithology/ alteration (70%)
1.5	Reconnaissance (rotary air blast/aircore) drilling with some scattered favourable results; Minor workings	Exploratory sampling with encouragement	Several early-stage targets outlined from geochemistry and geophysics	Shallow cover; Generally favourable lithology/alteration 50–60%
2	Several old workings; Significant reverse circulation percussion drilling leading to advanced project	Several old workings; Reconnaissance drilling or reverse circulation percussion drilling with encouraging intersections	Several well-defined targets supported by recon drilling data	Exposed favourable lithology/alteration
2.5	Abundant workings; Grid drilling with encouraging results on adjacent sections	Abundant workings; Core drilling after reverse circulation percussion with encouragement	Several well-defined targets with encouraging drilling results	Strongly favourable lithology/alteration
3	Mineral Resource areas defined	Advanced Resource definition drilling (early stages)	Several significant sub-economic targets; No indication of “size”	Generally favourable lithology with structures along strike of a major mine; Very prospective geology
3.5	Abundant workings/mines with significant historical production; Adjacent to known mineralisation at Prefeasibility Study stage	Abundant workings/ mines with significant historical production; Mineral Resource areas defined	Several significant sub-economic targets; Potential for significant “size”; Early-stage drilling	
4	Along strike or adjacent to Resources at Definitive Feasibility Study stage	Adjacent to known mineralisation at Prefeasibility Study stage	Marginally economic targets of significant “size” advanced drilling	
4.5	Adjacent to development stage project	Along strike or adjacent to Resources at Definitive Feasibility Study stage	Marginal economic targets of significant “size” with well drilled Inferred Resources	
5	Along strike from operating major mine(s)	Adjacent to development stage project	Several significant ore grade co-relatable intersections	

The Geoscience Rating Factor valuation method is a subjective valuation method and different valuation practitioners are likely to derive different on-off property, anomaly, and geological factors, based on their interpretation and understanding of the project. Different descriptions of the rating factors also exist. However, provided the same rating system of factors and descriptions of their values is used, the results from different practitioners should not be dramatically different.

The Basic Acquisition Cost (BAC) is an important input to the GFM. In essence, it is the average cost to acquire and hold an average age tenement in the jurisdiction and it is determined by summing the costs to identify an area of interest, application fees, annual rents and other government costs, work required to facilitate granting (e.g. native title, environmental etc.) and minimum annual statutory expenditures. In other words, the BAC is the total average expenditure per standard unit area (km^2, hectare, sub-block, etc.) and captures the identification cost and then the application and retention costs. Each factor is then multiplied serially by the BAC to establish the overall technical value of each mineral property. A fifth factor, the market factor, is then multiplied by the technical value to arrive at the fair market value.

The standard references on the method (Kilburn, 1990; Goulevitch and Eupene, 1994) do not provide much detail on how the market factor should be ascertained. ERM takes the approach of using the implied value range from our selected Comparable Transactions to inform the selection of a GFM market factor. Our presumption is that the comparatives are capturing the market sentiment, so any other valuation method should not be significantly different (order of magnitude).

This is achieved by finding the market factor that produces an average GFM preferred value per unit area for whole project (i.e. total preferred GFM value divided by the total area) that falls within the range of the comparatives implied values per unit area. It is ERM's view that this adequately accounts for global market factors on an empirical basis. For example, if the implied value range is $100/km² to $2000/km², then the market factor should give an average GFM preferred value per unit area that falls within that range.

ERM generally would select a market factor (rounded to an appropriate number of significant digits) that gives a value closer to the upper end of the range (though this is the valuer's judgement call). This is because the GFM is a tool that addresses the exploration potential of a project and is best suited to informing the upper end of valuation ranges for a project.

Geological Risk Method

In the Geological Risk valuation method, as described by Lord et al. (2001), the value of a project at a given stage of knowledge/development is estimated based on the potential value of the project at a later stage of development, discounted by the probability of the potential value of the later stage being achieved, and considering the estimated cost of progressing the project to the next stage. The relevant stages of exploration are defined in Table 32.

Table 32 Definition of exploration stages

Stage	Description
Stage A	Ground acquisition, project/target generation
Stage B	Prospect definition (mapping and geochemistry)
Stage C	Drill testing (systematic reverse circulation, diamond)
Stage D	Resource delineation
Stage E	Feasibility

The expected value (E) of a project at a given stage is then dependent on the target value at the next stage (T), the probability of successfully advancing the project to the next stage (P), and the cost of advancing the project (C). This can be expressed as:

$$E = P * (T - C)$$

This valuation method generates an expected value for each project (or prospect) at each of the main exploration stages or decision points, by working back from a project's target value. A project's target value can be based on an expected NPV from a reasonably constrained DCF model, or from a reasonable approximation of the value of a defined resource, in which case the initial target value will be the value at the end of Stage D, as opposed to the value at the end of Stage E.

Lord et al. (2001) concluded that the probability of successfully proceeding from one exploration phase to the following one was as depicted in Table 33, based on a detailed study of gold exploration programs in the Laverton area of Western Australia.

Table 33 Probability of successfully proceeding from one exploration stage to another

Stages	Probability of advancing
Generative to reconnaissance	0.54
Reconnaissance to systematic drill testing	0.17
Systematic drill testing to Resource delineation	0.58
Resource delineation to Feasibility	0.87
Feasibility to mine	0.90

Source: Lord et al. (2001)

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APPENDIX 2: COMPARATIVE TRANSACTIONS

Copper projects with Mineral Resources

Date	Copper price ($/t)	State	Stage	Project	Owner	Purchaser	Equity	Implied price ($M)	100% price ($M)
21-May-26	18,879.92	SA	Adv Expl	Mutooroo	Havilah Resources Ltd	Hillgrove Resources Ltd	80%	58.5	73.2
24-Apr-26	18,626.82	QLD	Early Stage	Monto	Aeon Monto Exploration Pty Ltd	Canterbury Resources Ltd	100%	0.6	0.6
20-Apr-26	18,402.93	QLD	Adv Expl	Mongoose	Renegade Exploration Ltd	True North Copper Ltd	22%	2.0	9.1
13-Nov-25	16,706.48	SA	Adv Expl	Kalkaroo	Havilah Resources Ltd	Sandfire Resources Ltd	80%	303.8	379.8
27-Oct-25	16,790.57	QLD	Pre-dev	North Queensland	Aeris Resources Ltd	Dingo Minerals Pty Ltd	100%	14.5	14.5
3-Jul-25	15,282.08	QLD	Pre-dev	Rocklands	Copper Resources Australia Pty Ltd	Austral Resources Australia Ltd	100%	26.4	26.4
28-Nov-24	13,670.35	QLD	Adv Expl	Trekelano	Chinova Resources Osborne Pty Ltd	Carnaby Resources Ltd	100%	8.7	8.7
6-Oct-22	11,890.77	QLD	Adv Expl	Eva Copper	Copper Mountain Mining Pty Ltd	Harmony Gold Mining Company Ltd	100%	265.2	265.2
17-Nov-21	12,963.85	QLD	Production	Ernest Henry	Glencore	Evolution Mining Ltd	100%	1,000.0	1,000.0

Resource Classification	Tonnes (Mt)	Cu grade (%)	Au grade (g/t)	Co grade (%)	Mo grade (ppm)	Ag grade (g/t)	CuEq (%)	CuEq (tonnes)	Implied ($/Cu t)	Implied ($/CuEq t)	Normalised ($/Cu t)	Normalised ($/CuEq t)
Measured, Indicated, Inferred	13.1	1.46	0.19	0.15			2.03	266,202	381.60	274.80	398.39	286.89
Inferred	254	0.21			100	1.1	0.25	641,454	1.06	0.88	1.12	0.93
Inferred	3.1	0.55	0.07				0.62	19,177	533.19	474.05	571.07	507.73
Reserves, Measured, Indicated, Inferred	245.5	0.49	0.39				0.86	2,110,506	346.31	179.94	408.58	212.30
Measured, Indicated, Inferred	3.2	2.00	0.2			2.0	2.16	69,169	226.56	209.63	265.96	246.09
Indicated, Inferred	11.26	0.69	0.13				0.79	89,159	339.92	296.21	438.42	382.04
Inferred	5.18	1.40	0.40				1.76	90,970	121.17	95.64	174.71	137.89
Reserves, Measured, Indicated, Inferred	306.9	0.42	0.04				0.45	1,392,600	205.12	190.41	340.01	315.63
Reserves, Measured, Indicated, Inferred	71.4	1.24	0.73				1.84	1,313,134	1,129.48	761.54	1,717.28	1,157.85

Note: The valuation has been compiled to an appropriate level of precision and minor rounding inconsistencies may occur. All transactions amounts were converted to $ at the exchange rate at date announced, and analysed in $. JV transactions were only valued to the first earn-in milestone and any subsequent earn-in milestones were ignored. Payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored. Share considerations were treated as the equivalent cash value using share prices at the time of the transaction unless the shares were issued at a particular price. Where significant portions of the consideration committed were delayed by a significant period, the delayed payments were discounted to account for the time value of money.

Cu-Au Exploration Tenements - Area-based Multiples

Date	Copper Price ($/t)	State	Project	Commodity	Owner	Purchaser or Farminee	Trans. Value ($k)	Equity (%)	Trans. Value 100% ($k)	Area (km^2)	Cost ($/$km^2$)	Normalised Cost ($/$km^2$)
16-Jul-26	19,359.68	QLD	Diamantina	Cu-Au	Anglo American plc	Strategic Energy Resources Ltd	600.0	100	600.0	630.0	952	970
28-Apr-26	18,056.45	WA	Yaraloola	Cu	Skryne Hill Pty Ltd	Arrow Minerals Ltd	550.0	80	687.5	47.7	14,413	15,733
15-Apr-26	18,410.45	NSW	Glenlogan	Cu-Au	Legacy Minerals Holdings Ltd	Agricultural Equity Investments Pty Ltd	150.0	100	150.0	85.0	1,765	1,889
11-Feb-26	18,390.83	WA	Mt Boggola East	Cu-Au-Ag	Mning Equities Pty Ltd	TechGen Metals Ltd	300.0	100	300.0	63.0	4,762	5,104
15-Jan-26	19,589.22	QLD	Cloncurry	Cu	Evolution Mining Ltd	GBM Resources Ltd	500.0	100	500.0	772.0	648	652
18-Dec-25	17,763.81	WA	Telfer South	Cu-Ag	Rincon Resources Ltd	Greatland Resources Ltd	2,000.0	51	3,921.6	200.8	19,530	21,670
25-Nov-25	16,778.32	WA	Neds Creek	Cu	Core Value Australia NL	BOA Resources Ltd	931.7	49	1,901.5	1,140.0	1,668	1,959
21-Oct-25	16,311.56	QLD	Molloy Regional	Cu	Curwon Pty Ltd	Tartana Minerals Ltd	400.0	100	400.0	168.5	2,374	2,869
2-May-25	14,564.78	NSW	Cowal	Cu-Au	Rimfire Pacific Mining Ltd	Altitude Minerals Ltd	200.0	100	200.0	455.0	440	595
13-Mar-25	15,500.33	QLD	Mt Morgan	Au-Cu	GBM Resources Ltd	Lithium Energy Ltd	3,025.3	100	3,025.3	1,795.0	1,685	2,143
11-Feb-25	14,673.63	NSW	Byrock	Cu-Au	Nimrod Resources Ltd	Copper Search Ltd	2,675.0	51	4,852.9	1,932.0	2,512	3,374
30-Oct-24	14,288.76	NSW	Gulf Creek	Cu-Zn	Jonathan Downes	OD6 Metals Ltd	574.0	100	574.0	23.8	24,168	33,339
17-Oct-24	13,996.67	NSW	Lachlan	Cu-Au	Gilmore Metals Pty Ltd	Koonenberry Gold Ltd	950.0	100	950.0	1,766.0	538	758
4-Jun-24	14,773.39	QLD	Simon, Anderson	Cu	Aeon Metals Ltd	Ironbark Zinc Ltd	100.0	80	125.0	64.0	1,953	2,606
27-May-24	15,329.34	QLD	Isa Valley	Pb-Zn-Cu	Hammer Metals Ltd	South32 Group Operations Pty Ltd	3,150.0	70	3,929.1	320.0	12,278	15,787
29-Jan-24	12,825.39	NSW	Glenlogan	Cu-Au	Legacy Minerals Holdings Ltd	S2 Resources Ltd	2,150.0	51	3,859.2	85.0	45,402	69,775
25-Sep-23	12,585.51	QLD	Oorindi	Cu-Au	Spinifex Rural Management Pty Ltd	Cooper Metals Ltd	75.0	100	75.0	35.4	2,118	3,317
3-Aug-23	13,075.15	NSW	Junee	Cu-Au	DevEx Resources Limited	Lachlan Star Limited	7,500.0	100	7,500.0	1,956.0	3,834	3,657
16-May-23	12,123.47	NT	East Tennant	Cu-Au	Strategic Energy Resources Limited	Middle Island Resources Limited	638.0	100	638.4	1,319.0	484	498

Date	Copper Price ($/t)	State	Project	Commodity	Owner	Purchaser or Farminee	Trans. Value ($k)	Equity (%)	Trans. Value 100% ($k)	Area (km^2)	Cost ($/$km^2$)	Normalised Cost ($/$km^2$)
28-Apr-23	12,978.72	WA	Imbin	Cu-BM	Tripod Resources Pty Ltd	Lodestar Minerals Limited	190.0	100	190.0	268.0	709	681
13-Feb-23	12,809.44	SA	Broken Hill	Cu-Au	Everest Metals Corporation Ltd	Stelar Metals Limited	500.0	90	555.6	753.0	738	718
24-Jun-22	12,058.58	QLD	Biloela	Cu-Au	NickelX Limited	Bindi Metals Limited	450.0	100	450.0	62.3	7,223	7,469
21-Feb-22	13,796.10	QLD	Mayfield	Cu-Au	GBM Resources Limited	C29 Metals Limited	500.0	100	500.0	91.0	5,495	4,966
24-Dec-21	13,288.12	VIC	Bethanga	Cu-Au	Jamieson Minerals Pty Ltd	Nexus Minerals Limited	1,005.0	100	1,005.0	194.0	5,180	4,861
6-Dec-21	13,560.29	QLD	North Isa	Cu-Au	Burke Copper Pty Ltd	Renegade Exploration Limited	590.0	75	715.6	51.3	13,937	12,816

Note: The valuation has been compiled to an appropriate level of precision and minor rounding inconsistencies may occur. All transactions amounts were converted to $ at the exchange rate at date announced, and analysed in $. JV transactions were only valued to the first earn-in milestone and any subsequent earn-in milestones were ignored. Payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored. Share considerations were treated as the equivalent cash value using share prices at the time of the transaction unless the shares were issued at a particular price. Where significant portions of the consideration committed were delayed by a significant period, the delayed payments were discounted to account for the time value of money.

WA Au Exploration Tenements - Area-based Multiples

Date	Gold Price ($/oz)	Project	Owner	Purchaser or Farminee	Trans. Value ($k)	Equity (%)	Trans. Value 100% ($k)	Area (km^2)	Cost ($/km^2)	Normalised Cost ($/km^2)
21-Apr-26	6586.11	Cosmo, Mt Venn	Sarama Resources Ltd	Riedel Resources Ltd	6,000.0	80	7,500.0	1,000.0	7,500	6,562
12-Mar-26	7160.98	Central Yilgarn	CY Exploration Pty Ltd	Javelin Minerals Ltd	515.0	100	515.0	111.2	4,631	3,727
12-Mar-26	7160.98	Central Yilgarn	Bulga Minerals Pty Ltd	Javelin Minerals Ltd	144.6	100	144.6	578.7	250	201
25-Feb-26	7261.04	Forrestania	Flynn Gold Ltd	Forrestania Resources Ltd	350.0	100	350.0	354.2	988	784
25-Feb-26	7261.04	DOM's Hill, Pear Creek	SQM Australia Pty Ltd	Kali Metals Ltd	200.0	30	666.7	233.0	2,861	2,271
19-Feb-26	7080.61	Extension Hill, Mungada	AMMM Resources Ltd	Capricorn Metals Ltd	1,500.0	100	1,500.0	60.0	25,000	20,345
27-Jan-26	7430.95	Mt York	Trek Metals Ltd	Kairos Minerals Ltd	200.0	100	200.0	167.8	1,192	924
23-Dec-25	6700.26	Yalgoo	Tempest Minerals Ltd	Capricorn Metals Ltd	4,500.0	100	4,500.0	1,000.0	4,500	3,870
16-Dec-25	6481.51	Lake Rebecca	Bulletin Resources Ltd	Ramelius Resources Ltd	500.0	100	500.0	324.9	1,539	1,368
8-Dec-25	6330.53	Silver Swan North	Moho Resources Ltd	Mineral Mining Services Pty Ltd	1,000.0	100	1,000.0	11.8	85,034	195,272
5-Nov-25	6124.57	Linger and Die Gp	Undisclosed	Legend Mining Ltd	150.0	100	150.0	3.0	49,834	46,885
5-Nov-25	6124.57	Bundarra	Undisclosed	Legend Mining Ltd	5.0	100	5.0	15.0	332	313
4-Nov-25	6049.51	Ninnis	Muskwood Pty Ltd	Bastion Minerals Ltd	125.0	100	125.0	25.0	5,000	4,551
8-Oct-25	6136.48	Armstrong	Angelo Levissianos	Everest Metals Corporation Ltd	295.6	100	295.6	3.1	95,966	222,274
6-Oct-25	5986.17	Beasley Creek	North Andover Minerals Pty Ltd	Catalina Resources Ltd	1,725.0	100	1,725.0	47.0	36,718	34,974
6-Oct-25	5986.17	Comet	Accelerate Resources Ltd	Caprice Resources Ltd	250.0	75	333.3	68.0	4,902	4,603
23-Sep-25	5701.36	Westonia	Kula Gold Ltd	Forrestania Resources Ltd	500.0	100	500.0	217.0	2,304	2,218
22-Sep-25	5687.96	Xanadu	Platina Resources Ltd	Kalamazoo Resources Ltd	150.0	100	150.0	142.4	1,053	1,014
31-Jul-25	5116.90	Mongers Lake	Albion Resources Ltd	Capricorn Metals Ltd	1,500.0	100	1,500.0	113.0	13,274	13,416
9-Jul-25	5076.12	Claw	BPM Minerals Ltd	Capricorn Metals Ltd	1,500.0	100	1,500.0	398.0	3,769	3,818
25-Jun-25	5133.85	Pinnacle Well	Undisclosed	Legend Mining Ltd	50.0	100	50.0	110.0	455	512
23-Jun-25	5233.14	Kulin	Critica Ltd	Ausgold Ltd	250.0	51	490.2	106.0	4,624	5,249
23-Jun-25	5233.14	Darlot West	Undisclosed	Cloudbreak Discovery Plc	102.2	100	102.2	48.5	2,108	2,366
10-Jun-25	5095.30	Crackerbox	Mining Equities Pty Ltd	Rincon Resources Limited	649.0	100	649.0	89.3	7,271	8,006
24-Apr-25	5235.24	Ninghan	Sabre Resources Ltd	Capricorn Metals Ltd	250.0	100	250.0	77.0	3,247	3,575

Date	Gold Price ($/oz)	Project	Owner	Purchaser or Farminee	Trans. Value ($k)	Equity (%)	Trans. Value 100% ($k)	Area (km^2)	Cost ($/km^2)	Normalised Cost ($/km^2)
13-Mar-25	4750.87	Kings Find	Serena Minerals Ltd	Capricorn Metals Ltd	1,500.0	100	1,500.0	54.0	27,778	31,413
6-Mar-25	4574.92	Lake Rebecca	St Barbara Ltd & Plowden Resources Pyt Ltd	Bulletin Resources Ltd	140.8	100	140.8	509.0	277	304
12-Feb-25	4636.72	Goongarie	Brightstar Resources Ltd	Cazaly Resources Ltd	3,000.0	80	3,417.0	70.0	48,814	109,927
11-Feb-25	4603.37	Goodia	Greatland Gold Plc	Ordell Minerals Ltd	40.0	100	40.0	31.9	1,253	1,520
23-Jan-25	4387.32	Deadman Flat, Perry Creek	Peregrine Gold Ltd	Capricorn Metals Ltd	1,500.0	100	1,500.0	273.0	5,495	6,921
13-Jan-25	4328.79	Mt Venn	Orbminco Ltd	Sarama Resources Ltd	419.9	80	524.9	420.0	1,250	1,553
18-Dec-24	4102.00	14 Mile Well	Iceni Gold Ltd	Gold Road Resources Ltd	18,050.0	50	34,281.8	154.0	222,609	521,931
11-Dec-24	4269.30	Evanston, Yerilgee	Dreadnought Resources Ltd	Catalina Resources Ltd	5,252.5	100	5,252.5	542.2	9,688	12,126
6-Dec-24	4121.27	Pinjin	Solstice Minerals Ltd	Kalgoorlie Gold Mining Ltd	70.0	100	70.0	70.2	997	1,310
4-Dec-24	4116.84	Talga	Octava Minerals Ltd	Global Lithium Resources Ltd	400.0	100	400.0	202.0	1,980	2,636
28-Nov-24	4058.48	Yandal West	Great Western Exploration Ltd	Albion Resources Ltd	1,000.0	100	1,000.0	61.0	16,393	23,028
11-Nov-24	3986.20	Errabiddy	Errawarra Resources Ltd	Falcon Metals Ltd	750.0	51	1,470.6	519.0	2,834	3,824
6-Nov-24	4048.27	Leonora	Carnavale Resources Ltd	KoBold Tjantjuru Pty Ltd	405.0	100	405.0	39.8	10,166	14,213
5-Nov-24	4135.70	Music Well	MCA Nominees Pty Ltd	Augustus Minerals Limited	275.0	100	275.0	1,345.0	204	286
4-Nov-24	4148.94	Kookynie West	Catalina Resources Ltd	KoBold Tjantjuru Pty Ltd	405.0	100	405.0	65.7	6,162	8,748
16-Sep-24	3832.73	Juno	Callum Baxter	Global Petroleum Limited	98.0	10	979.5	106.4	9,206	13,308
12-Sep-24	3821.73	Ularring	Ramelius Resources Limited	Constellation Resources Limited	200.0	100	200.0	187.4	1,067	1,519
30-Aug-24	3698.23	Penny South	Aurum Resources Limited	NickelX Limited	120.0	100	120.0	10.0	12,060	16,803
14-Aug-24	3702.07	Cosmo Newbery	Cosmos Gold Ltd & Adelong Gold Ltd	Sarama Resources Ltd	977.0	80	1,221.3	580.0	2,106	2,924
14-Aug-24	3702.07	Juno	Callum Baxter	Global Petroleum Limited	390.5	70	557.9	106.4	5,243	7,883
26-Jul-24	3644.90	Mangaroon	Venus Metals Corporation Ltd	Dreadnought Respurces Ltd	402.0	100	402.0	300.0	1,340	2,020
26-Jun-24	3456.94	Mt Genoa, Civilisation Bore, Pallingup	Mining Equities Pty Ltd	Connected IO Limited	260.0	100	260.0	201.2	1,292	2,013
30-May-24	3525.75	Laverton	Magnetic Resources NL	Rincon Resources Limited	175.0	100	175.0	5.4	32,407	78,438

Date	Gold Price ($/oz)	Project	Owner	Purchaser or Farminee	Trans. Value ($k)	Equity (%)	Trans. Value 100% ($k)	Area (km^2)	Cost ($/$km^2$)	Normalised Cost ($/$km^2$)
16-May-24	3559.36	Wild Viper	Terrain Minerals Limited (ASX:TMX)	Northern Star Resources Ltd	300.0	100	300.0	20.2	14,874	23,150
30-Apr-24	3520.32	Padbury	Black Dragon Gold Corp. (ASX:BDG)	Parbo Resources Pty Ltd.	150.0	100	150.0	365.4	410	639
29-Feb-24	3143.03	Wagyu	Holcim (Australia) Pty Ltd	New Age Exploration Ltd	160.0	100	160.0	16.0	10,000	15,809
23-Jan-24	3089.19	Newman	DiscovEx Resources Limited (ASX:DCX)	Peregrine Gold Ltd	175.0	100	175.0	103.7	1,687	2,812
9-Jan-24	3035.96	Revere	Lil Boyteeth Pty Ltd; Warringa Blue Pty Ltd	Everest Metals Corporation Ltd	80.0	100	80.0	6.2	12,966	21,190
29-Dec-23	3026.33	Bullfinch North	Enterprise Metals Limited (ASX:ENT)	Golden Horse Minerals Ltd	200.0	100	200.0	103.3	1,936	3,134
12-Dec-23	3017.18	Newman	Fortescue Ltd (ASX:FMG)	Peregrine Gold Ltd	100.0	100	100.0	99.7	1,003	1,642
26-Oct-23	3148.40	East Pilbara	Hawker Geological Services Pty Ltd	Infinity Mining Limited	25.0	100	25.0	15.9	1,571	2,881
11-Oct-23	2923.30	Christmas Creek	Archer X Pty Ltd	Trek Metals Limited	1,250.0	100	1,204.5	1,183.0	1,018	1,899
7-Aug-23	2951.00	Garden Gully	Sipa Exploration NL	Ora Gold Limited	1,400.0	100	1,400.0	460.0	3,043	5,776
10-Jan-23	2726.85	Laverton	Mining Equities Pty Ltd Peter Gianni	Rincon Resources Limited	150.0	100	150.0	32.0	4,688	8,925
16-Aug-22	2531.44	Warriedar	Red Dirt Metals Limited	Anova Metals Limited	1,200.0	100	1,200.0	68.0	17,647	33,702
10-Aug-22	2526.03	Brimstone, Beete, Binti Binti	Sangold Resources Pty Ltd	Platina Resources Limited	2,700.0	100	2,700.0	277.0	9,747	17,839
11-Jul-22	2569.88	Strickland	Arrow Minerals Limited	Dreadnaught Resources Limited	717.5	100	717.5	740.0	970	1,911
6-Jul-22	2567.10	Padbury, Ivan Well	Marlee Gold Pty Ltd	Black Dragon Gold Corp.	150.0	100	150.0	481.0	312	609
30-May-22	2577.85	Mumbakine Well	Gascoyne Resources Limited	Capricorn Metals Ltd	1,250.0	100	1,250.0	361.0	3,463	7,317
31-Mar-22	2581.65	Mt Magnet South	Eastern Goldfields Exploration Pty Ltd	Musgrave Exploration pty Ltd	500.0	100	430.6	294.0	1,465	3,334
4-Mar-22	2680.84	Dodgers Well	United Mines Pty Ltd	Ozz Resources Limited	181.6	100	181.6	6.2	29,290	67,737
2-Mar-22	2650.99	Ennuin West	NXT1 Pty Ltd	Enterprise Metals Limited	125.0	100	125.0	103.0	1,214	2,768
13-Jan-22	2495.87	Leonora	Anglo Australian Resources NL	Ozz Resources Limited	160.0	100	160.0	63.0	2,540	5,694

Date	Gold Price ($/oz)	Project	Owner	Purchaser or Farminee	Trans. Value ($k)	Equity (%)	Trans. Value 100% ($k)	Area (km²)	Cost ($/km²)	Normalised Cost ($/km²)
23-Dec-21	2499.66	Hellcat	Bangemall Metals Pty Ltd	Pantera Minerals Limited	640.0	80	800.0	442.0	1,810	4,063
13-Dec-21	2509.22	Nepean South	Metals Australia Limited	Sabre Resources Limited	240.0	80	247.0	35.2	7,013	15,676
25-Nov-21	2487.80	Pinnacle Well	Undisclosed Seller	Ozz Resources Limited	845.0	75	1,014.4	95.0	10,677	23,832
18-Nov-21	2558.72	Albion	Glen Tyrrell Bulldozing Pty Ltd	Mt Monger Resources Limited	30.0	100	30.0	12.4	2,419	5,200
8-Nov-21	2457.62	E28/2797	Private investor	Galileo Mining Ltd	170.0	100	170.0	70.0	2,429	5,279
18-Oct-21	2380.70	Geoff Well	Private investors	Westar Resources Ltd	350.0	51	659.2	122.5	5,381	12,424
27-Aug-21	2491.63	North Pilbara	Monteray Minerals Inc	New Age Exploration Ltd	75.0	100	75.0	538.0	139	321

Note: The valuation has been compiled to an appropriate level of precision and minor rounding inconsistencies may occur. All transactions amounts were converted to $ at the exchange rate at date announced, and analysed in $. JV transactions were only valued to the first earn-in milestone and any subsequent earn-in milestones were ignored. Payments contingent on a future milestone such as declaration of a Mineral Resource or decision to mine were ignored. Share considerations were treated as the equivalent cash value using share prices at the time of the transaction unless the shares were issued at a particular price. Where significant portions of the consideration committed were delayed by a significant period, the delayed payments were discounted to account for the time value of money.

ERM and Sustainable Mining Services

ERM is one of the world's leading environmental, health, safety, and social consulting services providers.

ERM's Sustainable Mining Services Team is a leading group of geological and mining professionals that includes geologists, mining engineers, hydrologists, hydrogeologists, data, and resource estimation specialists with experience in all types and stages of mineral projects worldwide.

We have a high level of technical expertise across mineral commodities gained from 35 years of experience within the global exploration and mining industry. Our team possess experience in all stages of the mining cycle, from project generation to production and the challenge of finding, developing, and mining orebodies.

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Our team has specific experience working in the mining sector with junior, mid-tier, and major exploration and mining companies, as well as advising pension funds, private equity firms, and international development finance institutions on investment risks and opportunities.

We offer an integrated and comprehensive set of services covering the entire mineral asset lifecycle. Our services include corporate advisory, operational support, mining, and feasibility studies, resource estimation, geometallurgical modelling, exploration, data and water management, and technology expertise.

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Our specialists are supported by a huge team of scientists, engineers, social, environmental, health, safety, and sustainability consultants from our parent company ERM. ERM's Sustainable Mining Services Team offers substantial depth of expertise and breadth of service to the mining community.

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- Mineral systems targeting & project generation
- Remote sensing, geophysics, & geochemistry
- Mapping & drill program planning & supervision
- Exploration strategy & project management
- Project review & due diligence
- Geometallurgical optimisation & orebody characterisation

Resource Estimation & Mine Geology

- Mineral Resource estimation, validation, classification, & reporting
- Resource audits & risk analysis
- Geological & geometallurgical modelling
- Geostatistical analysis & variography
- Grade control & reconciliation
- Drill hole spacing analysis
- *In situ* recovery/*in situ* leaching
  - Resources & reserves
  - Suitability & optimisation
  - operations

Data & Mapping

- Data management (capture, data validation, & quality assurance/quality control)
- Geological Database administration
- Data visualisation, analytics, & cartography
- Geographic Information systems (GIS), plans, sections, & 3D plots
- Machine learning

Mining Engineering

- Mining & engineering studies (concept to feasibility)
- Mine optimisation, scheduling, design, & Ore Reserve estimation
- Productivity improvement & project management

Hydrogeology & Hydrology

- Water management & groundwater supply
- Project approvals
- Dewatering & depressurisation
- Ground/Surface water modelling
- Formulating water stewardship strategies & advanced technical solutions.

Mining Transactions & Corporate Advice

- Project reviews & independent reports
- Due diligence & mineral asset valuations
- Geo-corporate advice
- Conducting independent evaluations to guide decisions on mergers, acquisitions, due diligence, & compliance assessments
- Advice on reporting to public codes such as the JORC, VALMIN, SAMREC, NI 43-101, CIM codes, S-K 1300
- Expert witness

Environmental, Social, & Governance

- Efficiently bringing new mines to fruition in adherence to ESG best practices
- Advancing strategic & practical decarbonisation throughout the value chain, from mining equipment to processing & transportation
- Expert knowledge of 'licence to operate' issues, their prevention, & solutions.

Planning & Approvals

- Environmental risk identification, management, & compliance
- Climate change, biodiversity, natural resources
- Indigenous & historical heritage management
- Social strategy & policy development
- Community consultation programs
- Environmental & social impact assessments (ESIAs)
- Operational management & compliance.

Health & Safety

- Enhancing health & safety strategies & practical incident prevention through managing operational risks & controls, certifications, & compliance with safety regulations, policies, standards, & procedures
- Risk assessment & management systems
- Risk management & incident investigation
- Hazard identification, inspections, risk assessments & prevention control
- Occupational health & safety systems & compliance auditing

Rehabilitation & Mine Closure

- Planning for repurposing or transitioning sites
- Rehabilitation appraisals, planning, & progress monitoring, closure plans
- Community development & economic transition
- Earthworks, cover, landform designs, & modelling, erosion & sediment management
- Waste characterisation & final void assessment
- Water management & reduction strategies
- Land use capability assessment
- Estimated rehabilitation costs
- Site closure costs/financial provisioning

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Annexure B – Scheme of Arrangement

CARNABY RESOURCES LIMITED
ACN 610 855 064

AND

SCHEME SHAREHOLDERS

SCHEME OF ARRANGEMENT

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THIS SCHEME is dated 2026.

BETWEEN

CARNABY RESOURCES LIMITED (ACN 610 855 064) of 78 Churchill Avenue, Subiaco, Western Australia 6008 (**Carnaby**).

Each person registered on the Carnaby Share Register as a holder of Carnaby Shares as at the Record Date (**Scheme Shareholders**).

RECITALS

A. Carnaby has agreed in the Scheme Implementation Deed to propose this Scheme the effect of which will be that all Scheme Shares, and all rights and entitlements attaching to them as at the Implementation Date, will be transferred to the Bidder and the Bidder will provide, or procure the provision of, the Scheme Consideration to Scheme Shareholders.

B. The Bidder has executed the Deed Poll under which it has covenanted in favour of Scheme Shareholders to provide, or procure the provision of, the Scheme Consideration to the Scheme Shareholders and to perform certain of its other obligations under the Scheme.

IT IS AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Scheme, the following definitions apply:

ASIC means the Australian Securities and Investments Commission.

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

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means the settlement rules of the settlement facility operated by ASX Settlement.

Bidder means Evolution Mining Limited (ACN 084 669 036).

Bidder Group means the Bidder and each of its Subsidiaries and a reference to a '**Bidder Group Member**' or a '**member of the Bidder Group**' is to the Bidder or any of its Subsidiaries.

Bidder Registry means MUFG Corporate Markets (AU) Limited (ACN 083 214 537).

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

Bidder Share Register means the register of members of the Bidder maintained in accordance with the Corporations Act.

Business Day means a business day as defined in the Listing Rules, provided that day is not a day on which banks in Perth, Western Australia, are authorised or required to close.

Carnaby Registry means Computershare Investor Services Pty Limited (ACN 078 279 277).

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

Carnaby Share Register means the register of members of Carnaby maintained in accordance with the Corporations Act.

Carnaby Shareholder means each person who is registered as the holder of one or more Carnaby Shares, as shown in the Carnaby Share Register.

CHESS means the clearing house electronic sub-register system of share transfers operated by ASX Settlement.

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

Court means the Supreme Court of Western Australia or such other court of competent jurisdiction under the Corporations Act agreed to in writing by the Bidder and Carnaby.

Deed Poll means the deed poll to be entered into by the Bidder substantially in the form of Annexure A to the Scheme Implementation Deed.

Duty means any stamp, transfer, landholder, transaction or registration duty or similar charge imposed by any Government Agency and includes any interest, fine, penalty, charge or other amount imposed by any Government Agency in respect of any of those amounts.

Effective means, when used in relation to the Scheme, the coming into effect under section 411(10) of the Corporations Act of the order of the Court made under section 411 (4)(b) of the Corporations Act in relation to the Scheme.

Effective Date means the date on which the Scheme becomes Effective.

End Date means the date that is nine (9) months after the date of this Scheme, or such other date as the Bidder and Carnaby may agree in writing.

Excluded Shareholder means any Carnaby Shareholder who is a member of the Bidder Group or any Carnaby Shareholder who holds any Carnaby Shares on behalf of, or for the benefit of, any member of the Bidder Group.

First Court Date means the first day on which an application made to the Court for orders under section 411(1) of the Corporations Act directing Carnaby to convene the Scheme Meeting is heard (or, if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard).

Government Agency means any foreign or Australian government or governmental, semi-governmental, administrative, fiscal, statutory or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any state, or any other federal, state, provincial, local or other government, whether foreign or Australian. It also includes any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions (including ASX, ASIC and the Takeovers Panel).

Implementation Date means the third Business Day following the Record Date or such other day as the Bidder and Carnaby agree in writing or is ordered by the Court.

Ineligible Foreign Shareholder means any Scheme Shareholder whose address as shown in the Carnaby Share Register is a place outside Australia and its external territories or New Zealand, unless the Bidder determines that:

(a) it is lawful and not unduly onerous or unduly impracticable to issue that Scheme Shareholder with the New Bidder Shares on implementation of the Scheme; and

(b) it is lawful for that Scheme Shareholder to participate in the Scheme by the law of the relevant place.

Ineligible Shareholder means an Ineligible Foreign Shareholder or a Non-Electing Small Parcel Shareholder.

Listing Rules means the official listing rules of ASX.

New Bidder Shares means fully paid ordinary shares in the capital of the Bidder to be issued as consideration to Scheme Shareholders under the Scheme.

Non-Electing Small Parcel Shareholder means a Small Parcel Shareholder who has not provided the Carnaby Registry with an Opt-out Notice before 5:00pm on the Business Day before the Record Date.

Official List means the official list of ASX.

Opt-out Notice means a notice by a Small Parcel Shareholder electing not to participate in the sale facility under clause 6.6 and requesting that the Scheme Consideration to which it is entitled be issued directly to it rather than to the Sale Agent.

PPSA means the *Personal Property Securities Act 2009* (Cth).

Record Date means 5:00pm on the second Business Day after the Effective Date, or such other time and date as the Bidder and Carnaby agree in writing.

Registered Address means in relation to a Scheme Shareholder, the address of that Scheme Shareholder shown in the Carnaby Share Register.

Sale Agent means a person appointed by the Bidder (in its sole discretion, acting reasonably, and subject to any applicable regulatory requirements), to sell the Sale Shares in accordance with clause 6.6.

Sale Proceeds means the gross proceeds of sale of the Sale Shares under clause 6.6, less any applicable taxes and charges incurred by the Bidder or the Sale Agent in connection with the sale of the Sale Shares under clause 6.6.

Sale Shares means the New Bidder Shares to which Ineligible Shareholders would have been entitled under the Scheme but for the operation of clause 6.6(b) of this Scheme.

Scheme means this scheme of arrangement between Carnaby and the Scheme Shareholders under which all of the Scheme Shares will be transferred to the Bidder under Part 5.1 of the Corporations Act, in consideration for the Scheme Consideration, subject to any alterations or conditions made or required by the Court pursuant to section 411(6) of the Corporations Act to the extent they are approved in writing by the Bidder and Carnaby in accordance with this Scheme.

Scheme Implementation Deed means the scheme implementation deed between the Bidder and Carnaby dated 26 July 2026 under which, amongst other things, Carnaby has agreed to propose the Scheme to the Scheme Shareholders, and each of Carnaby and Bidder has agreed to take certain steps to give effect to the Scheme.

Scheme Consideration means the consideration to be provided by or on behalf of the Bidder to each Scheme Shareholder (other than an Ineligible Shareholder) for the transfer of each Scheme Share under this Scheme, being, in respect of each Scheme Share, the Transaction Ratio of New Bidder Shares.

Scheme Meeting means the meeting of Carnaby Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider the Scheme, including any adjournment or postponement thereof.

Scheme Share means a Carnaby Share held by a Scheme Shareholder as at the Record Date.

Scheme Shareholder means a Carnaby Shareholder (other than Excluded Shareholders) as at the Record Date.

Scheme Transfer means for each Scheme Shareholder, a duly completed proper instrument of transfer of the Scheme Shares for the purposes of section 1071B of the Corporations Act, which may be a master transfer of all Scheme Shares.

Second Court Date means the first day on which an application made to the Court for orders under section 411(4)(b) of the Corporations Act approving this Scheme is heard (or if the application is adjourned or subject to appeal for any reason, the day on which the adjourned application is heard).

Security Interest means any mortgage, charge, pledge, lien, assignment or other security interest or any other arrangement (including a right of set off or combination) entered into for the purpose of conferring a priority, including any security interest as defined in section 51A of the Corporations Act or in the PPSA.

Small Parcel Shareholder means a Scheme Shareholder (other than an Ineligible Foreign Shareholder) who, based on their holding of Scheme Shares on the Record Date, would on implementation of this Scheme be entitled to receive less than a marketable parcel (as that term is defined in the Listing Rules) of New Bidder Shares (assessed by reference to the last traded price of Bidder Shares on ASX on the trading day prior to the Record Date) as Scheme Consideration.

Subsidiary of an entity means another entity which:

(a) is a subsidiary of the first entity within the meaning of the Corporations Act; or

(b) is otherwise part of a consolidated entity constituted by the first entity and the entities it is required to include in the consolidated financial statements it prepares or would be, if the first entity was required to prepare consolidated financial statements.

TAA means the *Tax Administration Act* 1953 (Cth).

Tax means any past, present or future tax, levy, Duty, charge, impost, fee, deduction, goods and services tax (including GST), compulsory loan or withholding of any name, kind or description, that is assessed, levied, imposed or collected by any Government Agency and includes any interest, fine, charge, fee or any other amount imposed on, or in respect of the above.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth), or both as the context requires.

Transaction Ratio means 0.0682 New Bidder Shares for every 1 Scheme Share.

1.2 Interpretation

In this Scheme:

(a) headings are for convenience only and do not affect its interpretation;

(b) no provision of this Scheme will be construed adversely to a party because that party was responsible for the preparation of this Scheme or that provision;

(c) specifying anything after the words "include", "including", "such as" or "for example" or similar expressions does not limit what else is included;

and, unless the context otherwise requires:

(d) the expression **person** includes an individual, the estate of an individual, a corporation, an authority, an association or joint venture (whether incorporated or unincorporated), a partnership and a trust;

(e) a reference to any party includes that party's executors, administrators, successors and permitted assigns, including any person taking by way of novation;

(f) a reference to a body, other than a party to this Scheme whether statutory or not:

  (i) which ceases to exist; or

  (ii) whose powers or functions are transferred to another body,

  is a reference to the body which replaces it or substantially succeed its powers or functions;

(g) a reference to any document (including this Scheme) is to that document as varied, novated, ratified or replaced from time to time;

(h) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it;

(i) words importing the singular include the plural (and vice versa) and words indicating a gender include every other gender;

(j) references to parties, clauses, schedules, exhibits or annexures are references to parties, clauses, schedules, exhibits and annexures to or of this Scheme and a reference to this Scheme includes any schedule, exhibit or annexure to this Scheme;

(k) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

(l) a reference to time is to Western Standard Time as observed in Perth, Western Australia;

(m) if a period of time is specified and dates from a given day or the day of an event, it is to be calculated exclusive of that day;

(n) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;

(o) a reference to a payment is to a payment by bank cheque or such other form of cleared funds the recipient otherwise allows in the relevant lawful currency specified;

(p) a reference to **$** or **dollar** is to the lawful currency of the Commonwealth of Australia; and

(q) a reference to a party using or an obligation on a party to use reasonable endeavours or its best endeavours does not oblige that party to:

(i) pay money:

(A) in the form of an inducement or consideration to a third Party to procure something (other than the payment of immaterial expenses or costs, including costs of advisers, to procure the relevant thing); or

(B) in circumstances that are commercially onerous or unreasonable in the context of this Scheme;

(ii) provide other valuable consideration to or for the benefit of any person; or

(iii) agree to commercially onerous or unreasonable conditions.

1.3 Business Day

(a) If anything under this Scheme must be done on a day that is not a Business Day, it must be done on or by the next Business Day.

(b) If an act prescribed under this Scheme is to be done by a party on or by a given day is done after 5.00pm on that day, it is taken to be done on the next day.

1.4 Parties

(a) If a party consists of more than one person, this Scheme binds each of them separately and any two or more of them jointly.

(b) An agreement, covenant, obligation, representation or warranty in favor of two or more persons is for the benefit of them jointly and each of them separately.

(c) An agreement, covenant, obligation, representation or warranty on the part of two or more persons binds them jointly and each of them separately.

2. PRELIMINARY

2.1 Carnaby

Carnaby is:

(a) a public company limited by shares;

(b) incorporated in Australia and registered in Western Australia; and

(c) admitted to the Official List of the ASX and Carnaby Shares are officially quoted on the stock market conducted by the ASX.

2.2 Bidder

The Bidder is:

(a) a public company limited by shares;

(b) incorporated in Australia and registered in New South Wales; and

(c) admitted to the Official List of the ASX and Bidder Shares are officially quoted on the stock market conducted by the ASX.

2.3 Scheme Implementation Deed

The Bidder and Carnaby have agreed by executing the Scheme Implementation Deed to implement the terms of this Scheme on and subject to the terms and conditions of the Scheme Implementation Deed.

2.4 Deed Poll

This Scheme attributes actions to Bidder but does not itself impose an obligation on the Bidder to perform those actions. The Bidder has executed the Deed Poll for the purpose of covenanting in favour of Scheme Shareholders to perform, or procure the performance of, the obligations attributable to the Bidder as contemplated by this Scheme, including to provide, or cause to be provided, the Scheme Consideration to the Scheme Shareholders.

2.5 If Scheme becomes Effective

If this Scheme becomes Effective:

(a) in consideration of the transfer of each Scheme Share to the Bidder, the Bidder will provide, or cause to be provided, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of this Scheme and the Deed Poll;

(b) all Scheme Shares, and all the rights and entitlements attaching to them as at the Implementation Date, will be transferred to the Bidder on the Implementation Date; and

(c) Carnaby will enter the name of the Bidder in the Carnaby Share Register in respect of all Scheme Shares transferred to the Bidder in accordance with the terms of this Scheme and the Deed Poll.

3. CONDITIONS PRECEDENT

3.1 Conditions precedent to the Scheme

This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

(a) as at 8:00am on the Second Court Date, all of the conditions precedent in clause 3.1 of the Scheme Implementation Deed (other than the condition precedent in clause 3.1(h) of the Scheme Implementation Deed relating to the Court approval of this Scheme) having been satisfied or waived in accordance with the terms of the Scheme Implementation Deed;

(b) as at 8:00am on the Second Court Date, neither the Scheme Implementation Deed nor the Deed Poll having been terminated in accordance with their terms;

(c) the Court having approved this Scheme, with or without any modification or condition, pursuant to section 411(4)(b) of the Corporations Act, and if applicable, Carnaby and the Bidder having accepted in writing any modification or condition made or required by the Court under section 411(6) of the Corporations Act;

(d) subject to clause 11.1, such other conditions made or required by the Court under section 411(6) of the Corporations Act in relation to this Scheme and agreed to in writing by Carnaby and the Bidder having been satisfied or waived; and

(e) the coming into effect, pursuant to section 411(10) of the Corporations Act, of the orders of the Court made under section 411(4)(b) of the Corporations Act (and, if applicable, section 411(6) of the Corporations Act) in relation to the Scheme on or before the End Date (or any later date Carnaby and the Bidder agree in writing in accordance with the Scheme Implementation Deed).

3.2 Conditions precedent and operation of clauses 5 to 7

The satisfaction of each condition of clause 3.1 is a condition precedent to the operation of clauses 5 to 7.

3.3 Certificate in relation to conditions precedent

(a) The Bidder and Carnaby must each provide to the Court on the Second Court Date a certificate, or such other evidence as the Court requests, confirming (in respect of matters within their knowledge) whether or not the conditions precedent set out in clauses 3.1(a) and 3.1(b) and of this Scheme have been satisfied or waived.

(b) The certificates referred to in clause 3.3(a) will constitute conclusive evidence (in the absence of manifest error) of whether the conditions precedent referred to in clauses 3.1(a) and 3.1(b) have been satisfied or waived.

3.4 Lodgement of Court orders with ASIC

If the conditions precedent set out in clause 3.1 (other than the condition precedent in clause 3.1(e)) are satisfied, Carnaby must lodge with ASIC, in accordance with section 411(10) of the Corporations Act, an office copy of the Court order approving this Scheme as soon as possible, and in any event by no later than the Business Day after the date on which the Court order was made (or such later date as agreed in writing with the Bidder).

4. SCHEME

4.1 Effective Date

Subject to clause 4.2, this Scheme will come into effect pursuant to section 411(10) of the Corporations Act on and from the Effective Date.

4.2 End Date

Without limiting any rights or obligations under the Scheme Implementation Deed, this Scheme will lapse and be of no further force or effect if:

(a) the Effective Date does not occur on or before the End Date or any later date the Court with the consent of the Bidder and Carnaby, may order; or

(b) the Scheme Implementation Deed or the Deed Poll is terminated in accordance with their respective terms,

unless Carnaby and the Bidder otherwise agree in writing (and, if required, as approved by the Court).

5. IMPLEMENTATION OF SCHEME

5.1 Transfer and registration of Scheme Shares

Subject to the Scheme becoming Effective, on the Implementation Date, but subject to the provision of the Scheme Consideration for the Scheme Shares in accordance with clause 6 and the Bidder having provided Carnaby with written confirmation of the provision of the Scheme Consideration:

(a) the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares as at the Implementation Date, will be transferred to the Bidder, without the need for any further act by any Scheme Shareholder (other than acts performed by Carnaby as attorney and agent for Scheme Shareholders under clause 7.2), by:

(i) Carnaby delivering to the Bidder a duly completed and executed Scheme Transfer executed on behalf of the Scheme Shareholders by Carnaby, for registration; and

(ii) the Bidder duly executing the Scheme Transfer and delivering it to Carnaby, for registration; and

(b) immediately after receipt of the duly executed Scheme Transfer, Carnaby must enter, or procure the entry of, the name of the Bidder in the Carnaby Share Register in respect of all Scheme Shares transferred to the Bidder in accordance with the terms of this Scheme.

5.2 Entitlement to Scheme Consideration

On the Implementation Date, in consideration for the transfer to the Bidder of the Scheme Shares, each Scheme Shareholder will be entitled to receive the Scheme Consideration in respect of each of their Scheme Shares in accordance with clause 6.

5.3 Title and rights in Scheme Shares

Immediately upon the provision of the Scheme Consideration to each Scheme Shareholder (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders), Bidder will be beneficially entitled to the Scheme Shares transferred to it under this Scheme, pending registration by Carnaby of the Bidder in the Carnaby Share Register as the holder of the Scheme Shares.

5.4 Transfer free of Security Interests

To the extent permitted by law, all Scheme Shares (including any rights and entitlements attaching to them) which are transferred to the Bidder under this Scheme will, at the date of the transfer of them to the Bidder, vest in the Bidder free from all Security Interests and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind not referred to in this Scheme.

6. SCHEME CONSIDERATION

6.1 Consideration under this Scheme

On the Implementation Date, the Bidder:

(a) must provide, or procure the provision of, the Scheme Consideration to the Scheme Shareholders (or to the Sale Agent in accordance with clause 6.6) in accordance with this clause 6; and

(b) agrees to (in satisfaction of the Bidder's obligations to provide such Scheme Consideration to the Scheme Shareholders under clause 6.1(a)) issue, or cause to be issued, the Scheme Consideration in accordance with this clause 6.

6.2 Scheme Consideration

Subject to the terms and conditions of this Scheme (including clause 6.6 in relation to Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders), the Scheme Consideration will be provided by the issue by the Bidder of the Scheme Consideration to Scheme Shareholders on the Implementation Date.

6.3 Provision of Scheme Consideration (other than Ineligible Shareholders)

Subject to the other provisions of this clause 6, the obligations of the Bidder to provide, or procure the provision of, the Scheme Consideration to the Scheme Shareholders will be satisfied by the Bidder procuring that:

(i) the name and address of each such Scheme Shareholder (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) is entered into the Bidder Share Register on the Implementation Date in respect of the New Bidder Shares to which it is entitled under this clause 6; and

(ii) a holding statement (or equivalent document) is sent to the Registered Address of each such Scheme Shareholder (other than Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders) representing the number of New Bidder Shares issued to the Scheme Shareholder pursuant to this Scheme.

6.4 Fractional entitlements

Where the calculation of the number of New Bidder Shares to be issued to a particular Scheme Shareholder (including an Ineligible Shareholder dealt with in accordance with clause 6.6) would result in the Scheme Shareholder becoming entitled to a part of a New Bidder Share, then any such fractional entitlement will be rounded as follows:

(a) if the fractional entitlement is less than 0.5, it will be rounded down to the nearest whole number of New Bidder Shares; and

(b) if the fractional entitlement is equal to or more than 0.5, it will be rounded up to the nearest whole number of New Bidder Shares.

6.5 Share splitting

If the Bidder is of the opinion (acting reasonably) that two or more Scheme Shareholders (each of whom holds a number of Scheme Shares that results in rounding in accordance with the application of the Transaction Ratio) have, before the Record Date, been party to share splitting or division in an attempt to obtain unfair advantage by reference to such rounding, the Bidder may give notice to those Scheme Shareholders:

(a) setting out their names and registered addresses as shown in the Carnaby Share Register;

(b) stating that opinion; and

(c) attributing the Scheme Shares held by all of them to one of them as specifically identified in the notice,

and, after such notice has been given, the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares will, for the purposes of this Scheme, be taken to hold all of those Scheme Shares and each of the other Scheme Shareholders whose names and registered addresses are set out in the notice will, for the purposes of this Scheme, be taken to hold no Scheme Shares. The Bidder, in complying with the other provisions of this Scheme relating to it in respect of the Scheme Shareholder specifically identified in the notice as the deemed holder of all the specified Scheme Shares, will be taken to have satisfied and discharged its obligations to the other Scheme Shareholders named in the notice under the terms of this Scheme.

6.6 Ineligible Foreign Shareholders and Non-Electing Small Parcel Shareholders

(a) Each Small Parcel Shareholder will be deemed to be a Non-Electing Small Parcel Shareholder unless they elect, by providing an Opt-out Notice to the Carnaby Registry, before 5.00pm on the Business Day prior to the Record Date, not to participate in the sale facility under this clause 6.6.

(b) The Bidder has no obligation under this Scheme or the Deed Poll to issue, and will not issue, any New Bidder Shares to any Ineligible Shareholder and instead, the Bidder must issue (subject to clauses 6.4 and 6.9) the New Bidder Shares that would otherwise have been issued to the Ineligible Shareholder (**Relevant Bidder Shares**) to the Sale Agent.

(c) The Bidder will procure that:

    (i) as soon as reasonably practicable after the Implementation Date (and in any event within 15 Business Days of the date on which the Bidder Shares are capable of being traded on the ASX after the Implementation Date), the Sale Agent, in consultation with the Bidder, sells or procures the sale of all of the Relevant Bidder Shares on the financial market conducted by ASX or off-market in such manner, at such price and on such other terms as the Sale Agent determines in good faith (and at the risk of the Ineligible Shareholders); and

    (ii) as soon as reasonably practicable after settlement of the sale of the Relevant Bidder Shares (and any in event within 10 Business Days of such settlement), the Sale Agent remits, or procures to be remitted, to the Bidder the Sale Proceeds (being the proceeds of sale of the Relevant Bidder Shares after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges).

(d) Promptly after receiving all of the Sale Proceeds from the Sale Agent following the last sale of the Relevant Bidder Shares in accordance with clause 6.6(c), the

Bidder must pay, or procure the payment of, to each Ineligible Shareholder the amount calculated in accordance with the following formula and rounded down to the nearest cent:

$$(A \div B) \times C$$

Where:

A is the number of New Bidder Shares that would otherwise have been issued to that Ineligible Shareholder if they had not been an Ineligible Shareholder, and which were issued to the Sale Agent for sale in accordance with clause 6.6(c) (subject to fractional entitlements as outlined in clause 6.4);

B is the total number of New Bidder Shares which would otherwise have been issued to all Ineligible Shareholder, and which were issued to the Sale Agent for sale in accordance with clause 6.6(c) (subject to fractional entitlements as outlined in clause 6.4); and

C is the proceeds of sale (after deducting any applicable brokerage, stamp duty, currency conversion costs and other selling costs, taxes and charges), being the amount referred to in clause 6.6(c)(ii).

(e) Each Ineligible Shareholder acknowledges and agrees that:

(i) none of the Bidder, Carnaby or the Sale Agent give any assurance as to the price that will be achieved for the sale of the Relevant Bidder Shares described in clause 6.6(c); and

(ii) the Bidder, Carnaby and the Sale Agent each expressly disclaim any fiduciary duty to any Ineligible Shareholder which may arise in connection with this clause 6.6.

(f) The Bidder must pay or procure that each Ineligible Shareholder is paid any amounts owing under clause 6.6(c) by either (in the absolute discretion of the Bidder):

(i) making a deposit in an account with any ADI (as defined in the *Banking Act 1959* (Cth)) in Australia notified by that Ineligible Shareholder (as applicable) to Carnaby (or the Carnaby Registry) and recorded in or for the purposes of the Carnaby Share Register at the Record Date; or

(ii) dispatching, or procuring the dispatch, to that Ineligible Shareholder (as applicable) by prepaid post to the Registered Address (as at the Record Date) of that Ineligible Shareholder (as applicable), a cheque in the name of that Ineligible Shareholder (as applicable) (in the case of joint holders, the cheque will be drawn in the name of the joint holders and dispatched in accordance with the procedures set out in clause 6.12),

for the relevant amount, with that amount being denominated in Australian dollars.

(g) Each Ineligible Shareholder appoints Carnaby, and each director and officer of Carnaby, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) that the Sale Agent is required to provide to the Ineligible Shareholder (as applicable) under the Corporations Act or any other applicable law.

(h) Payment of the relevant amounts calculated in accordance with clause 6.6(d) satisfies in full the Bidder's obligations to the Ineligible Shareholder (as applicable) under this Scheme in respect of the Scheme Consideration.

6.7 Unclaimed monies

(a) The Bidder may cancel a cheque issued under this clause 6 if the cheque:

(i) is returned to the Bidder; or

(ii) has not been presented for payment within 6 months after the date on which the cheque was sent.

(b) During the period of 12 months commencing on the Implementation Date, on request in writing from a Scheme Shareholder to Carnaby, the Carnaby Registry or the Bidder, the Bidder must as soon as practicable reissue a cheque that was previously cancelled under clause 6.7(a)(ii).

(c) The *Unclaimed Money Act 1995* (NSW) will apply in relation to any Scheme Consideration that becomes "unclaimed money" (as defined in section 7 of the *Unclaimed Money Act 1995* (NSW)).

6.8 Withhholding

(a) The Bidder acknowledges and agrees that if the Bidder is required to make any withholding, deduction or payment for or on account of Tax (including under Subdivision 14-D of Schedule 1 of the TAA (**Subdivision 14-D**) or by any Government Agency in respect of the acquisition of the Scheme Shares from the Scheme Shareholders, the Bidder:

(i) must pay or procure the payment of the full amount of the withholding or deduction, or make or procure the making of the payment, to the appropriate Government Agency under applicable law;

(ii) is entitled to deduct the relevant amounts from provision of the Scheme Consideration to the Scheme Shareholders (including, but not limited to, by issuing such lesser number of New Bidder Shares to a Scheme Shareholder as appropriate); and

(iii) will not be required to pay any additional amount and will be deemed for all purposes to have paid the full amount of the Scheme Consideration (or other payment) required under the Scheme Implementation Deed.

(b) Subject to clause 6.8(f), the Bidder acknowledges and agrees that it will not withhold or deduct any Subdivision 14-D amounts under clause 6.8(a) with respect to a Scheme Shareholder where the Bidder:

(i) receives a valid declaration provided by a Scheme Shareholder in accordance with section 14-225 and section 14-210(3) of Schedule 1 to the TAA (**Scheme Shareholder Declaration**) from the Scheme Shareholder prior to the Effective Date and, if the Effective Date is more than six months after the date of the Scheme Implementation Deed, a further Scheme Shareholder Declaration; and

(ii) does not know any such Scheme Shareholder Declaration to be false.

(c) Carnaby acknowledges and agrees that Bidder may approach the ATO to obtain clarification as to the application of Subdivision 14-D to the Scheme and will provide all information and assistance that Bidder reasonably requires in making any such approach.

(d) Carnaby and the Bidder agree:

(i) that the Bidder may approach the ATO to obtain clarification as to the application of Subdivision 14-D of the Scheme and to use reasonable endeavours to reach an agreement with the ATO to mitigate the withholding required under Subdivision 14-D and, where possible, reduce the circumstances where a Scheme Shareholder is required to provide a Scheme Shareholder Declaration;

(ii) that the Bidder will provide Carnaby a reasonable opportunity to review the form and content of all materials to be provided to the ATO, and must incorporate Carnaby's reasonable comments on those materials; and

(iii) not to contact any Carnaby Shareholders in connection with the application of Subdivision 14-D to the Scheme without Carnaby's prior written consent (which shall not be unreasonably withheld).

(e) Carnaby and the Bidder agree to consult in good faith as to the application of Subdivision 14-D, including taking into account any clarification provided by the ATO following any of the processes described in clause 6.8(d). Carnaby and the Bidder agree to take all actions that they agree (each acting reasonably) are necessary or desirable following that consultation which may include making amendments to the Scheme Implementation Deed and the Scheme and to ensure that relevant representations are obtained from Scheme Shareholders.

(f) If, after the date the Scheme Implementation Deed is signed, legislation is enacted, the effect of which is to make a Scheme Shareholder Declaration insufficient of itself to prevent a withholding otherwise required under section 14-200 of Subdivision 14-D without a further notice being given to the Commissioner of Taxation (and a further notice given to the Bidder regarding such notification to the Commissioner of Taxation), clause 6.8(b) above does not apply with respect to a Scheme Shareholder unless that Scheme Shareholder has given such further notices in compliance with and within the period required by the enacting legislation.

6.9 Orders of a court or Government Agency

If written notice is given to Carnaby (or the Carnaby Registry) or the Bidder (or the Bidder Registry) of an order, direction or notice made or given by a court of competent jurisdiction or by another Government Agency that:

(a) requires consideration which would otherwise be provided to a Scheme Shareholder in accordance with this clause 6 to instead be paid or provided to a Government Agency or other third party (either through payment of a sum or the issuance of a security), then Carnaby or the Bidder (as applicable) shall be entitled to procure that provision of that consideration is made in accordance with that order, direction or notice (and payment or provision of that consideration in accordance with that order, direction or notice will be treated for all purposes under this Scheme as having been paid or provided to that Scheme Shareholder); or

(b) prevents consideration being provided to any particular Scheme Shareholder in accordance with this clause 6, or the payment or provision of such consideration is otherwise prohibited by applicable law, Carnaby or the Bidder (as applicable) shall be entitled to (as applicable) direct the Bidder not to issue (or procure the issue of), or to issue or provide to a trustee or nominee, such number of New Bidder Shares as that Scheme Shareholder would otherwise be entitled to under this clause 6, until such time as payment or provision of the consideration in accordance with this clause 6 is permitted by that order or direction or otherwise by law.

6.10 Australian Tax roll-over

(a) The Bidder acknowledges that each Scheme Shareholder who is an Australian resident shareholder who holds their Scheme Shares on capital account is expected to seek roll-over relief under subdivision 124-M of the Tax Act, to the extent permitted under the Tax Act.

(b) The Bidder undertakes that it will not make a choice to deny roll-over relief to the Scheme Shareholders under subsection 124-795(4) of the Tax Act.

6.11 Status of New Bidder Shares

The Bidder covenants in favour of Carnaby (in its own right and on behalf of the Scheme Shareholders) that, subject to this Scheme becoming Effective:

(a) the New Bidder Shares will, upon their issue, rank equally in all respects with all other Bidder Shares then on issue;

(b) it will do everything reasonably necessary to ensure that the New Bidder Shares will be quoted on the Official List of ASX and commence trading on a normal settlement basis no later than the first Business Day after the Implementation Date;

(c) the New Bidder Shares will be duly and validly issued in accordance with applicable laws and the Bidder's constitution and other constituent documents; and

(d) on issue, each New Bidder Share will be fully paid and free from any Security Interest.

6.12 Joint holders

In the case of Scheme Shares held in joint names:

(a) any New Bidder Shares to be issued under this Scheme must be issued and registered in the names of the joint holders and entry in the Bidder Share Register must take place in the same order as the holders' names appear in the Carnaby Share Register;

(b) any cheque required to be sent under this Scheme must be payable to the joint holders and sent to the holder whose name appears first in the Carnaby Share Register on the Record Date; and

(c) any document required to be sent under this Scheme, will be forwarded to either, at the sole discretion of Carnaby, the holder whose name appears first in the Carnaby Share Register as at the Record Date or to the joint holders.

7. SCHEME SHAREHOLDERS

7.1 Appointment of Bidder as sole proxy

(a) Subject to the provision of the Scheme Consideration for the Scheme Shares as contemplated by clause 6, on and from the Implementation Date until Carnaby registers the Bidder as the holder of all of the Scheme Shares in the Carnaby Share Register, each Scheme Shareholder:

(i) is deemed to have irrevocably appointed Carnaby as attorney and agent (and directs Carnaby in such capacity) to appoint the Bidder and each of its directors from time to time (jointly and each of them individually) as its sole proxy, and where applicable corporate representative, to attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in its name and sign any shareholders resolution, and no Scheme Shareholder may itself attend or vote at any of those meetings or sign any resolutions, whether in person, by proxy or by corporate representative (other than pursuant to this clause 7.1(a)(i));

(ii) must take all other actions in the capacity of the registered holder of Scheme Shares as the Bidder directs; and

(iii) acknowledges and agrees that in exercising the powers referred to in clause 7.1(a)(i), the Bidder and any director or corporate representative nominated by Bidder under clause 7.1(a)(i) may act in the best interests of the Bidder as the intended registered holder of the Scheme Shares.

(b) Carnaby undertakes in favour of each Scheme Shareholder that it will appoint the Bidder and each of its directors from time to time (jointly and each of them individually) as that Scheme Shareholder's proxy or, where applicable, corporate representative in accordance with clause 7.1(a)(i).

7.2 Appointment of Carnaby as sole attorney and agent

On this Scheme becoming Effective, each Scheme Shareholder, without the need for any further act by any Scheme Shareholder, irrevocably appoints Carnaby and each of its directors and secretaries (jointly and each of them individually) as its attorney and agent for the purpose of:

(a) executing any document, or doing or taking any other act, necessary, desirable or expedient, or incidental to give effect to this Scheme and the transactions contemplated by it including executing and delivering any executed Scheme Transfer and any other deed or document reasonably required by the Bidder, that causes each Scheme Shareholder (or the Sale Agent, if applicable) to become a shareholder of the Bidder or holder of New Bidder Shares and to be bound by the terms of the constitution of the Bidder; and

(b) enforcing the Deed Poll against the Bidder,

and Carnaby accepts such appointment and undertakes in favour of each Scheme Shareholder to enforce the Deed Poll against the Bidder on behalf of and as agent and attorney for the Scheme Shareholders. Carnaby as attorney and agent of each Scheme Shareholder may sub-delegate its functions, authorities or powers under this clause 7.2 to all or any of its directors, officers, secretaries or employees (jointly, severally or jointly and severally).

7.3 Scheme Shareholder's agreements

Under this Scheme, each Scheme Shareholder (and, to the extent relevant, the Sale Agent) irrevocably and without the need for any further act by the Scheme Shareholder:

(a) subject to the provision of the Scheme Consideration for the Scheme Shares held by Scheme Shareholders in accordance with clause 6:

(b) agrees for all purposes to the transfer of its Scheme Shares together with all rights and entitlements attaching to those Scheme Shares in accordance with this Scheme;

(c) agrees to the variation, cancellation or modification of the rights attached to its Scheme Shares constituted by or resulting from this Scheme; and

(d) agrees to, on the direction of the Bidder, destroy any holding statements or share certificates relating to its Scheme Shares;

(e) agrees, in the case of Scheme Shares held in a CHESS holding:

(i) to the conversion of those Scheme Shares to an issuer sponsored holding and that Carnaby is irrevocably appointed and authorised to do anything necessary or expedient (whether required by the ASX Settlement Operating Rules or otherwise) to effect or facilitate such conversion (including, causing a message to be transmitted to ASX Settlement in accordance with the ASX Settlement Operating Rules to transfer the Scheme Shares held by the Scheme Shareholder from the CHESS sub-register to the issuer sponsored sub-register operated by Carnaby or the Carnaby Registry); and

(ii) Carnaby is irrevocably appointed and authorised to complete and sign on behalf of the Scheme Shareholder any required form of Scheme Transfer;

(f) agrees, in the case of Scheme Shares held in the issuer sponsored sub-register operated by Carnaby or the Carnaby Registry, Carnaby is irrevocably appointed and authorised to complete and sign on behalf of the Scheme Shareholder any required form of Scheme Transfer;

(g) if the Scheme Shareholder is not an Ineligible Foreign Shareholder or a Non-Electing Small Parcel Shareholder, agrees to become a member of the Bidder, to have its name entered in the Bidder Share Register, accepts the New Bidder Shares issued to it and agrees to be bound by the Bidder's constitution;

(h) agrees and acknowledges that the issue of New Bidder Shares in accordance with clause 6.3 or the provision of the Sale Proceeds in accordance with clause 6.6 constitutes satisfaction of all its entitlements to Scheme Consideration under this Scheme;

(i) acknowledges that this Scheme binds Carnaby and all of the Scheme Shareholders from time to time (including those who do not attend the Scheme

Meeting and those who do not vote, or vote against this Scheme, at the Scheme Meeting) and, to the extent of any inconsistency, overrides the constitution of Carnaby;

(j) appoints Carnaby, and each director and officer of Carnaby, as its agent to receive on its behalf any financial services guide (or similar or equivalent document) and any other notices (including any updates of those documents) that the Sale Agent is required to provide to Ineligible Foreign Shareholders or Non-Electing Small Parcel Shareholders under the Corporations Act or any other applicable law; and

(k) consents to Carnaby and the Bidder doing all things and executing all deeds, instruments, transfers or other documents as may be necessary or desirable to give full effect to this Scheme and the transactions contemplated by it.

7.4 Warranties by Scheme Shareholders

(a) Each Scheme Shareholder warrants to the Bidder and is deemed to have authorised Carnaby to warrant to the Bidder as agent and attorney for the Scheme Shareholder by virtue of this clause 7.4, that:

(i) on the Implementation Date, all of its Scheme Shares (including any rights and entitlements attaching to those shares) transferred to the Bidder under this Scheme will, as at the date of the transfer, be fully paid and free from all Security Interests and interests of third parties of any kind, whether legal or otherwise, and free from any restrictions on transfer of any kind;

(ii) on the Implementation Date, it has full power and capacity to sell and to transfer its Scheme Shares (including any rights and entitlements attaching to those shares) to the Bidder under this Scheme; and

(iii) on the Record Date, it does not have any existing right to be issued any other Scheme Shares or any other form of securities in Carnaby.

(b) Carnaby undertakes that it will provide such warranty in clause 7.4(a) to the Bidder as agent and attorney of each Scheme Shareholder.

8. DEALINGS IN SCHEME SHARES

8.1 Determination of Scheme Shareholders

To establish the identity of the Scheme Shareholders, dealings in Scheme Shares or other alterations to the Carnaby Share Register will only be recognised by Carnaby if:

(a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Carnaby Share Register as the holder of the relevant Scheme Shares on or before the Record Date; and

(b) in all other cases, registrable transmission applications or transfers in registrable form in respect of those dealings are received on or before the Record Date at the place where the Carnaby Share Register is kept,

and Carnaby will not accept for registration, nor recognise for any purpose any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

8.2 Register

Carnaby must register any registrable transmission applications or transfers of the Scheme Shares received in accordance with clause 8.1(b) on or before the Record Date, provided that nothing in this clause 8.2 requires Carnaby to register a transfer that would result in a Carnaby Shareholder holding a parcel of Carnaby Shares that is less than a 'marketable parcel' (as defined in the ASX Settlement Operating Rules).

8.3 No disposals after Record Date

(a) If this Scheme becomes Effective, a Scheme Shareholder (and any person claiming through that Scheme Shareholder) must not dispose of or transfer or purport or agree to dispose of or transfer any Scheme Shares or any interest in them after the Record Date in any way except as set out in this Scheme and any such disposal or transfer will be void and of no legal effect whatsoever, and Carnaby shall be entitled to disregard any such disposals or transfers

(b) Carnaby will not accept for registration or recognise for any purpose any transmission, application or transfer in respect of Scheme Shares received after the Record Date (except a transfer to the Bidder pursuant to this Scheme and any subsequent transfer by the Bidder or its successors in title).

8.4 Maintenance of Carnaby Share Register

For the purpose of determining entitlements to the Scheme Consideration, Carnaby will maintain the Carnaby Share Register in accordance with the provisions of clause 8 until the Scheme Consideration has been issued to the Scheme Shareholders and the Bidder has been entered in the Carnaby Share Register as the holder of all the Scheme Shares. The Carnaby Share Register in this form will solely determine entitlements to the Scheme Consideration.

8.5 Effect of certificates and holding statements

Subject to provision of the Scheme Consideration and registration of the transfer to the Bidder contemplated in clauses 5.1 and 8.4, any statements of holding or share certificates (or equivalent document) in respect of Scheme Shares will cease to have effect after the Record Date as documents of title in respect of those shares (other than statements of holding in favour of the Bidder and its successors in title). After the Record Date, each entry current on the Carnaby Share Register as at the Record Date (other than entries in respect of the Bidder or its successors in title) will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Carnaby Shares relating to that entry.

8.6 Details of Scheme Shareholders

As soon as reasonably practicable on or after the Record Date, and in any event by 5.00pm on the second Business Day after the Record Date, Carnaby will ensure that details of the names, Registered Addresses and holdings of Scheme Shares for each Scheme Shareholder, as shown in the Carnaby Share Register at the Record Date, are available to the Bidder in such form as the Bidder reasonably requires.

8.7 Quotation of Carnaby Shares

Carnaby must apply to ASX to suspend trading on ASX of Carnaby Shares with effect from the close of trading on the Effective Date.

8.8 Termination of quotation of Carnaby Shares

After this Scheme has been fully implemented, on a date determined by the Bidder, Carnaby will apply:

(a) for termination of the official quotation of Carnaby Shares on ASX; and

(b) to have itself removed from the Official List of the ASX.

9. INSTRUCTIONS AND NOTIFICATIONS

If not prohibited by law (and including where permitted or facilitated by relief granted by a Government Agency), all instructions, notifications or elections by a Scheme Shareholder to Carnaby that are binding or deemed binding between the Scheme Shareholder and Carnaby relating to Carnaby or Carnaby Shares, including instructions, notifications or elections relating to:

(a) whether dividends are to be paid by cheque or into a specific bank account;

(b) payments of dividends on Carnaby Shares; and

(c) notices or other communications from Carnaby (including by email),

will be deemed from the Implementation Date (except to the extent determined otherwise by the Bidder in its sole discretion), by reason of this Scheme, to be made by the Scheme

Shareholder to the Bidder and to be a binding instruction, notification or election to, and accepted by, the Bidder until that instruction, notification or election is revoked or amended in writing addressed to Bidder at its registry.

10. NOTICES

10.1 No deemed receipt

If a notice, transfer, transmission application, direction or other communication referred to in this Scheme is sent by post to Carnaby, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at Carnaby's registered office or at the office of the Carnaby Share Registry.

10.2 Accidental omission

The accidental omission to give notice of the Scheme Meeting or the non-receipt of such a notice by any Carnaby Shareholder will not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

11. GENERAL

11.1 Variations, alterations and conditions

(a) If the Court proposes to approve this Scheme subject to any variations, alterations or conditions under section 411(6) of the Corporations Act, Carnaby may, with the prior consent of the Bidder, by its counsel or solicitor, consent on behalf of all persons concerned to any such variations, alterations or conditions to this Scheme.

(b) Each Scheme Shareholder agrees to any such variations, alterations or conditions which Carnaby has consented to pursuant to clause 11.1(a).

11.2 Further action by Carnaby

Carnaby will execute all documents and do all things (on its own behalf and on behalf of each Scheme Shareholder) necessary or expedient to implement, and perform its obligations under, this Scheme and the transaction contemplated by it.

11.3 Authority and acknowledgement

Each of the Scheme Shareholders:

(a) irrevocably consents to Bidder and Carnaby doing all things necessary or expedient for or incidental to the implementation of this Scheme; and

(b) acknowledges that this Scheme binds Carnaby and all Scheme Shareholders (including those who do not attend the Scheme Meeting or do not vote at that Scheme Meeting or vote against the Scheme at that Scheme Meeting) and, to the extent of any inconsistency and to the extent permitted by law, overrides the constitution of Carnaby.

11.4 No liability when acting in good faith

Without prejudice to the parties' rights under the Scheme Implementation Deed, neither the Bidder nor Carnaby, nor any of their respective officers or employees, will be liable for anything done or omitted to be done in the performance of this Scheme in good faith.

11.5 Stamp duty

The Bidder:

(a) must pay all stamp duty (including any fines, penalties and interest) payable in as a result of this Scheme or the transactions effected by or made under this Scheme; and

(b) indemnifies each Scheme Shareholder against any liability arising from failure to comply with clause 11.5(a).

12. GOVERNING LAW AND JURISDICTION

12.1 Serving documents

Without preventing any other method of service, any document in an action in connection with this document may be served on a party by being delivered or left at that party's address set out in the section of this document headed 'Parties'.

12.2 Jurisdiction

(a) Each party irrevocably submits to the non-exclusive jurisdiction of the courts of Western Australia, and the courts competent to determine appeals from those courts, with respect to any proceedings which may be brought at any time relating to this document.

(b) Each party also irrevocably waives any objection it may now or in the future have to the venue of any proceedings, and any claim it may now or in the future have that any proceedings have been brought in an inconvenient forum, where the venue falls within clause 12.2(a).

12.3 Governing law

This document is governed by and will be construed in accordance with the laws of Western Australia.

Annexure C – Deed Poll

EVOLUTION MINING LIMITED
ACN 084 669 036

IN FAVOUR OF EACH SCHEME SHAREHOLDER

DEED POLL

STEINEPREIS PAGANIN

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THIS DEED POLL is dated 14 September 2026.

BETWEEN

Evolution Mining Limited (ACN 084 669 036) of Level 24, 175 Liverpool Street, Sydney, New South Wales 2000 (**Bidder**)

In favour of each Scheme Shareholder

RECITALS

A. The directors of Carnaby Resources Limited (ACN 610 855 064) (**Carnaby**) have resolved that Carnaby should propose the Scheme.

B. The effect of the Scheme will be that all Scheme Shares will be transferred to the Bidder.

C. The Bidder and Carnaby have entered into the Scheme Implementation Deed.

D. In the Scheme Implementation Deed, the Bidder agreed (amongst other things) to provide the Scheme Consideration to the Scheme Shareholders, subject to the satisfaction of certain conditions.

E. The Bidder is entering into this deed poll for the purpose of covenanting in favour of the Scheme Shareholders to perform its obligations in relation to the Scheme.

IT IS AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this deed poll, the following definitions apply:

Scheme means the scheme of arrangement between Carnaby and the Scheme Shareholders, substantially in the form of Annexure B of the Scheme Implementation Deed, under which all of the Scheme Shares will be transferred to the Bidder under Part 5.1 of the Corporations Act, in consideration for the Scheme Consideration, subject to any alterations or conditions that are:

(a) agreed to in writing by Carnaby and the Bidder, and approved by the Court; or

(b) made or required by the Court under section 411(6) of the Corporations Act and agreed to in writing by Carnaby and the Bidder.

Scheme Implementation Deed means the scheme implementation deed between the Bidder and Carnaby dated 26 July 2026 under which, amongst other things, Carnaby has agreed to propose the Scheme to the Scheme Shareholders, and each of Carnaby and Bidder has agreed to take certain steps to give effect to the Scheme.

All other words and phrases used in this deed poll have the same meaning as given to them in the Scheme, unless the context otherwise requires.

1.2 Interpretation

Clause 1.2 of the Scheme applies to the interpretation of this deed poll, except that references to "this Scheme" are to be read as references to "this deed poll".

1.3 Nature of deed poll

The Bidder acknowledges and agrees that:

(a) this deed poll may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not a party to it; and

(b) under the Scheme, each Scheme Shareholder irrevocably appoints Carnaby and each of its directors, officers and secretaries (jointly and each of them severally) as its agent and attorney to enforce this deed poll against the Bidder in accordance with its terms.

2. CONDITIONS PRECEDENT AND TERMINATION

2.1 Conditions

The obligations of the Bidder under this deed poll are subject to the Scheme becoming Effective.

2.2 Termination

The obligations of the Bidder under this deed poll will automatically terminate and the terms of this deed poll will be of no further force or effect if:

(a) the Scheme Implementation Deed is terminated in accordance with its terms; or

(b) the Scheme has not become Effective on or before the End Date,

unless the Bidder and Carnaby otherwise agree in writing (and, if required, as approved by the Court).

2.3 Consequences of termination

If this deed poll is terminated under clause 2.2, then, in addition and without prejudice to any other rights, powers or remedies available to Scheme Shareholders:

(a) the Bidder is released from any obligation to further perform this deed poll except those obligations contained in clause 6 of this deed poll; and

(b) each Scheme Shareholder retains the rights, powers or remedies it has against the Bidder in respect of any breach of this deed poll which occurs before it is terminated.

3. SCHEME CONSIDERATION

3.1 Scheme Consideration

Subject to clause 2, the Bidder undertakes in favour of each Scheme Shareholder to:

(a) provide, or procure the provision of, the Scheme Consideration to each Scheme Shareholder in accordance with the terms of the Scheme;

(b) in satisfaction of the Bidder's obligation to provide such Scheme Consideration to the Scheme Shareholders under clause 3.1(a), issue, or procure the issue of, the Scheme Consideration to the Scheme Shareholders; and

(c) undertake all other actions, and give each acknowledgement, representation and warranty (if any), attributed to it under the Scheme,

in each case subject to and in accordance with the terms of the Scheme.

3.2 New Bidder Shares to rank equally

The Bidder undertakes in favour of each Scheme Shareholder that all New Bidder Shares issued to each Scheme Shareholder or the Sale Agent in accordance with the Scheme will:

(a) be duly issued;

(b) rank equally in all respects with all other Bidder Shares then on issue; and

(c) be fully paid and free from any mortgage, charge, lien, encumbrance or other Security Interest or third-party rights.

4. REPRESENTATIONS AND WARRANTIES

The Bidder represents and warrants in favour of each Scheme Shareholder that:

(a) it is validly existing under the laws of its place of incorporation or registration;

(b) it has full corporate power and lawful authority to execute, deliver and perform this deed poll and to carry out the transactions contemplated by this deed poll;

(c) it has taken all necessary corporate action to authorise its entry into and performance of this deed poll and to carry out the transactions contemplated by this deed poll;

(d) this deed poll constitutes its legal, valid and binding obligations and is enforceable against it in accordance with its terms;

(e) the execution and performance of this deed poll will not result in a breach of any Bidder Group Member's constitution or other constituent documents or any agreement or deed or any writ, order or injunction, rule or regulation to which any Bidder Group Member is a party or to which they are bound or require any consent, approval, authorisation or permit from any Government Agency; and

(f) no Bidder Insolvency Event has occurred in relation to it or any other Bidder Group Member nor has any regulatory action of any nature of which it is aware been taken or threatened to be taken that would prevent or restrict its ability to fulfil its obligations under this deed poll.

5. CONTINUING OBLIGATIONS

This deed poll is irrevocable and, subject to clause 2, remains in full force and effect until:

(a) the Bidder has fully performed its obligations under this deed poll; or

(b) termination of this deed poll under clause 2.2.

6. STAMP DUTY

The Bidder:

(a) must pay all stamp duties and any fines and penalties with respect to stamp duty in respect of this Deed, the Scheme or the steps to be taken under this Deed or the Scheme; and

(b) indemnifies each Scheme Shareholder against, and agrees to reimburse and compensate each Scheme Shareholder for, any liability arising from or in connection with any failure by the Bidder to comply with clause 6(a).

7. NOTICES

7.1 Form

Any notice or other communication including, but not limited to, any request, demand, consent or approval, to the Bidder in connection with this deed poll:

(a) must be in legible writing and in English;

(b) addressed in accordance with the following details or as specified to the sender by the Bidder by notice:

Address:	Level 24, 175 Liverpool Street Sydney, New South Wales 2000
Attention:	Kirron Schmidt and Evan Elstein
Email:	kirron.schmidt@evolutionmining.com evan.elstein@evolutionmining.com

With a copy to be sent to:

Address:	Allens Level 11, 5 Spring Street Perth, Western Australia 60000
Attention:	Alex Ninkov
Email:	alexander.ninkov@allens.com.au

(c) must be signed by an officer of or under the common seal of the sender; and

(d) any such notice or communication is regarded as being given by the sender and received by the addressee:

(i) if by delivery in person, when delivered to the addressee;

(ii) if by post, on delivery to the addressee; or

(iii) if by email, when the email (including any attachment) comes to the attention of the addressee,

but if the delivery or receipt is on a day which is not a Business Day or is after 5.00 pm (addressee's time) it is regarded as received at 9.00 am on the following Business Day.

7.2 Reliance

Any such notice or other communication can be relied upon by the addressee and the addressee is not liable to any other person for any consequences of that reliance if the addressee believes it to be genuine, correct and authorised by the sender.

8. GOVERNING LAW AND JURISDICTION

8.1 Jurisdiction

(a) The Bidder irrevocably submits to the non-exclusive jurisdiction of the courts of Western Australia, and the courts competent to determine appeals from those courts, with respect to any proceedings which may be brought at any time relating to this deed poll.

(b) The Bidder also irrevocably waives any objection it may now or in the future have to the venue of any proceedings, and any claim it may now or in the future have that any proceedings have been brought in an inconvenient forum, where the venue falls within clause 8.1(a).

8.2 Governing law

This deed poll is governed by and will be construed in accordance with the laws of Western Australia.

8.3 Serving documents

Without preventing any other method of service, any document in an action in connection with this deed poll may be served on the Bidder by being delivered or left at Bidder's address set out in clause 7.1(b).

9. GENERAL

9.1 Variation

A provision of this deed poll or any right created under it may not be varied, altered or otherwise amended unless:

(a) if before the First Court Date, the variation is agreed to by Carnaby and the Bidder in writing (which agreement may be given or withheld without reference to or approval by any Scheme Shareholder); and

(b) if the variation occurs on or after the First Court Date, the variation is agreed to by Carnaby and the Bidder in writing and the Court indicates (either at the hearing on the First Court Date, an interlocutory hearing or the hearing on the Second Court Date) that the variation, alteration or amendment would not itself preclude approval of the Scheme,

in which event the Bidder must enter into a further deed poll in favour of the Scheme Shareholders giving effect to the variation, alteration or amendment.

9.2 Waiver

(a) The Bidder may not rely on the words or conduct of any Scheme Shareholder as a waiver of any right unless the waiver is in writing and signed by the Scheme Shareholder granting the waiver. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.

(b) No Scheme Shareholder may rely on words or conduct of the Bidder as a waiver of any right unless the waiver is in writing and signed by the Bidder. A waiver is limited to the specific instance to which it relates and to the specific purpose for which it is given.

(c) Failure to exercise or enforce a delay in exercising or enforcing or the partial exercise or enforcement of any right, power or remedy provided by law or under this deed poll by any party will not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement, of that or any other right, power or remedy provided by law or under this deed poll.

9.3 Rights cumulative

The rights, powers and remedies of the Bidder and each Scheme Shareholder under this deed poll are in addition to other rights, powers and remedies given by law independently of this deed poll.

9.4 Assignment and other dealings

(a) The Bidder and each Scheme Shareholder may not assign or otherwise deal with its rights under this deed poll or allow any interest in them to arise or be varied without the consent of the Bidder and Carnaby.

(b) Any purported dealing in contravention of clause 9.4(a) is invalid.

9.5 Further action

The Bidder agrees to do anything including executing all documents and doing all things (on its own behalf or on behalf of each Scheme Shareholder) necessary to give full effect to this deed poll and the Scheme and the transactions contemplated by this deed poll and the Scheme.

9.6 Severance

Any provision, or the application of any provision, of this deed poll that is void, illegal or unenforceable in any jurisdiction does not affect the validity, legality or enforceability of that provision in any other jurisdiction or of the remaining provisions of this deed poll in that or any other jurisdiction.

EXECUTED as a deed poll.

EXECUTED by	)
EVOLUTION MINING LIMITED	)
ACN 084 669 036	)
in accordance with section 127 of the	)
Corporations Act 2001 (Cth):	)

[redacted]	[redacted]
Signature of director	Signature of ~~director/~~company secretary*
Jacob Klein	Evan Elstein
Name of director	Name of ~~director/~~company secretary*

*please delete as applicable

Annexure D – Notice of Scheme Meeting

Carnaby Resources Limited ACN 610 855 064

Notice of Scheme Meeting

Notice is hereby given that, by an order of the Supreme Court of Western Australia (**Court**) made on 18 September 2026 pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a meeting of Carnaby Shareholders will be held at 11:00am (AWST) on Monday, 26 October 2026 at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia 6000 (**Scheme Meeting**).

Business of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement proposed to be made between Carnaby and Carnaby Shareholders (with or without any alterations or conditions as approved by the Court to which Carnaby and Evolution agree in writing).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part. The explanatory statement contains important information on the Scheme, to enable Carnaby Shareholders to make an informed voting decision.

Capitalised terms used in this Notice of Scheme Meeting (including the explanatory notes) but not defined in it have the same meaning as set out in the Glossary in Section 10 of the Scheme Booklet.

Scheme Resolution – Approval of Scheme

To consider and, if thought fit, to pass (with or without amendment) the following resolution (**Scheme Resolution**):

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

(a) the scheme of arrangement proposed between Carnaby Resources Limited and the holders of its fully paid ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to (with or without any alterations or conditions as approved by the Supreme Court of Western Australia to which Carnaby Resources Limited and Evolution Mining Limited agree); and

(b) the Carnaby Directors are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval of the Scheme by the Court, the Carnaby Board is authorised to implement the Scheme with any such alterations or conditions."

Chair

The Court has directed that Ben Purser act as chair of the Scheme Meeting, or failing him, Philip Greaney, and to report the result of the Scheme Meeting to the Court.

By order of the Court and the Board of Carnaby Resources Limited

Peter Bowler
Non-Executive Chair
Carnaby Resources Limited

Dated 21 September 2026

Explanatory notes

General

This Notice of Scheme Meeting should be read in conjunction with the Scheme Booklet, of which this notice forms part. The Scheme Booklet provides important information to assist you decide how to vote at the Scheme Meeting.

Requisite Majorities

In accordance with section 411(4)(a) of the Corporations Act, for the Scheme to be approved by Carnaby Shareholders, the Scheme Resolution must be passed by the 'Requisite Majorities', being:

- unless the Court orders otherwise, a majority in number (more than 50%) of Carnaby Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative); and
- at least 75% of the total number of votes cast on the Scheme Resolution by Carnaby Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Carnaby Shareholders, corporate representative).

The Court has the power to waive the first requirement.

Voting results will be announced to the ASX by Carnaby as soon as practicable after the Scheme Meeting.

Court approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without alterations or conditions) must be approved by an order of the Court. If the Scheme Resolution is passed by the Requisite Majorities of Carnaby Shareholders and the other Conditions to the Scheme (other than approval by the Court) are satisfied or waived (where permitted) by the time required under the Scheme, Carnaby intends to apply to the Court for the necessary orders to give effect to the Scheme.

Eligibility to participate and vote

For the purposes of voting at the Scheme Meeting, Carnaby Shareholders will be entitled to participate in and vote at the Scheme Meeting if they are registered as a holder of Carnaby Shares on the Carnaby Share Register as at 11:00am (AWST) on Saturday, 24 October 2026. Only those Carnaby Shareholders entered on the Carnaby Share Register as at that time will be entitled to attend and vote at the Scheme Meeting (other than Excluded Shareholders).

Carnaby Shareholders (or their proxies, attorneys or authorised corporate representatives) will be able to participate in the Scheme Meeting by attending in person at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia 6000.

How to vote

If you are eligible to vote at the Scheme Meeting, you may:

- attend and vote in person at the Scheme Meeting (see 'Voting in person' below);
- appoint one or two proxies to attend and vote at the Scheme Meeting on your behalf (see 'Voting by proxy' below);
- appoint an attorney to attend and vote at the Scheme Meeting on your behalf (see 'Voting by power of attorney' below); or

- if you are a body corporate, appoint a corporate representative to attend and vote at the Scheme Meeting on your behalf (see 'Voting by corporate representative (in the case of a body corporate)' below).

If you hold Carnaby Shares jointly with one or more other persons, only one of you may vote. If more than one Carnaby Shareholder votes in respect of jointly held Carnaby Shares, only the vote of the Carnaby Shareholder whose name appears first in the Carnaby Share Register will be counted.

Voting at the Scheme Meeting will be conducted by poll.

Further information on how to vote using each of the above methods is set out below.

Voting in person

To vote in person, you must attend the Scheme Meeting commencing at 11:00am (AWST) on Monday, 26 October 2026 at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia 6000.

Carnaby Shareholders, proxyholders, attorneys and authorised corporate representatives who are attending the meeting in person are asked to arrive at least 30 minutes prior to the start of the Scheme Meeting for registration.

Voting by proxy

You may appoint one proxy (or, if you are entitled to cast two or more votes at the Scheme Meeting, two proxies) to attend and vote at the Scheme Meeting on your behalf.

A proxy need not be a Carnaby Shareholder and can be either an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints an individual as its corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Scheme Meeting.

If a proxy is not directed how to vote on the Scheme Resolution, that Carnaby Shareholder authorises that proxy to vote as the proxy sees fit at the Scheme Meeting.

If a proxy is instructed to abstain from voting on the Scheme Resolution, the proxy is directed not to vote on the Carnaby Shareholder's behalf on the poll, and the Carnaby Shares the subject of the proxy appointment will not be counted in calculating the Requisite Majorities.

A Carnaby Shareholder entitled to cast two or more votes at the Scheme Meeting may appoint one or two proxies, and each proxy may be appointed to represent a specified proportion or number of your votes. If no such number or proportion is specified, each proxy may exercise half your votes.

If a proxy is appointed under a power of attorney, the power of attorney under which the proxy is appointed, or a certified copy of that power of attorney, must accompany the proxy appointment or be provided to the Carnaby Registry, unless the power of attorney has previously been received by the Carnaby Registry.

Proxy forms must be received by the Carnaby Registry by no later than 11:00am (AWST) on Saturday, 24 October 2026. If the Scheme Meeting is adjourned, proxy forms must be received by the Carnaby Registry at least 48 hours before the resumption of the Scheme Meeting.

In order to appoint a proxy, you must deliver the signed and completed proxy form in one of the following ways:

- **online**: at www.investorvote.com.au using their secure access information or on their mobile device by scanning the personalised QR code on the proxy form. For Intermediary Online subscribers (custodians), go to www.intermediaryonline.com;

- **by mail**: in the reply-paid envelope provided with the proxy form to Computershare Investor Services Pty Limited, GPO Box 1282, Melbourne, Victoria, 3001, Australia; or
- **by fax**: to the Carnaby Registry (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

Please refer to the enclosed proxy form for further instructions on completion and lodgement.

If you return your proxy form:

- without identifying a proxy on it, you will be taken to have appointed the Chair of the Scheme Meeting as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

The Chair of the Scheme Meeting intends to vote all valid undirected proxies which appoint (or are taken to appoint) the Chair in favour of the Scheme Resolution.

The appointment of a proxy does not preclude you from attending the Scheme Meeting, revoking the proxy or voting at the Scheme Meeting. Please note that if you appoint a proxy and attend the Scheme Meeting, your proxy will still be able to participate in the Scheme Meeting and your proxy's authority to vote will not be suspended while you are present. However, you may still vote on the Scheme Resolution. If you do so and your proxy also votes, your vote will be counted and your proxy's vote will not be counted.

If the proxy is a Carnaby Shareholder, the above does not affect the way that proxy votes in their capacity as a Carnaby Shareholder.

Voting by power of attorney

You may appoint not more than two attorneys to attend and vote at the Scheme Meeting on your behalf. An attorney need not be a Carnaby Shareholder and will have the right to vote and also to speak at the Scheme Meeting.

A power of attorney appointing an attorney to participate in and vote at the Scheme Meeting must be duly executed by you and specify your name, the company (that is Carnaby), and the attorney, and also specify the meeting at which the appointment may be used. The appointment may be a standing one.

If two attorneys are appointed, each attorney may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each attorney may exercise half of your votes.

A power of attorney, or a certified copy of such power of attorney, must be received by the Carnaby Registry by no later than 11:00am (AWST) on Saturday, 24 October 2026 (unless it has previously been provided to the Carnaby Registry). Carnaby Shareholders can submit the power of attorney in any of the ways specified for lodging proxy forms (as set out above), except that a power of attorney or a certified copy of a power of attorney cannot be lodged online or by mobile device.

The appointment of an attorney does not preclude you from attending the Scheme Meeting in person.

Voting by corporate representative (in the case of a body corporate)

A body corporate that is a Carnaby Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its corporate representative for the purposes of the Scheme Meeting. The appointment must be in accordance with the requirements of section 250D of the Corporations Act. A certificate of appointment may be downloaded via www.investorcentre.com/au (under 'Printable

Forms') or obtained from the Carnaby Registry. The certificate of appointment may set out restrictions on the corporate representative's powers.

The certificate of appointment and any authority under which the appointment is signed must be received by the Carnaby Registry prior to the Scheme Meeting (unless it has previously been provided to the Carnaby Registry). Carnaby Shareholders may submit the certificate and any authority under which the appointment is signed by following the instructions on the certificate of appointment, or in any of the ways specified for lodging proxy forms (as set out above), except the certificate cannot be lodged online or by mobile device.

If a certificate is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate, unless the power of attorney or other authority has previously been received by the Carnaby Registry.

How to ask questions

(a) **Before the Scheme Meeting**

Carnaby Shareholders may ask questions in advance of the Scheme Meeting by submitting questions to Carnaby by email to info@carnabyresources.com.au.

Questions must be received by no later than 11:00am (AWST) on Saturday, 24 October 2026.

(b) **During the Scheme Meeting**

Carnaby Shareholders will have a reasonable opportunity to ask questions or make comments about the Scheme at the Scheme Meeting in person.

Changes to the current arrangement

Carnaby may be required to make changes to the arrangements for the Scheme Meeting. If there are any updates, Carnaby will ensure that Carnaby Shareholders are given as much notice as possible. Further information will also be made available on Carnaby's website at www.carnabyresources.com.au.

Advertisement

Where this Notice of Scheme Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the Scheme Meeting from Carnaby's website at www.carnabyresources.com.au, from the ASX website at www.asx.com.au or by contacting the Carnaby Registry.

Corporate Directory

Carnaby Resources Limited

78 Churchill Avenue
SUBIACO WA 6008

T: +61 8 6500 3236
E: info@carnabyresources.com.au
W: www.carnabyresources.com.au

Directors

Peter Bowler
Non-Executive Chairman

Robert Watkins
Managing Director

Gregory Barrett
Non-Executive Director

Paul Payne
Non-Executive Director

Company Secretary

Steven Bowler

Auditor

Grant Thornton Audit Pty Ltd
Level 43
152-158 St Georges Terrace
PERTH WA 6000

Registry

Computershare Investor Services Pty Limited
Level 17
221 St Georges Terrace
PERTH WA 6000

Legal Adviser

Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

Financial Adviser

Macquarie Capital (Australia) Limited
Level 23
240 St Georges Terrace
PERTH WA 6000

Independent Expert

BDO Corporate Finance Australia Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
PERTH WA 6000

Independent Technical Specialist

ERM Australia Consultants Pty Ltd
Level 3
1 Havelock Street
WEST PERTH WA 6872

Carnaby Shareholder Information Line

1300 948 609 (within Australia) or
+61 2 9000 7012 (outside Australia)
Monday to Friday (excluding national public holidays in Australia) between 8:00am and 5:00pm (AEST).