PC GOLD

9 October 2026

Dear Shareholder,

2026 ANNUAL GENERAL MEETING

PC Gold Ltd ACN 609 609 047 (ASX: PC2) (the **Company**) advises that the 2026 Annual General Meeting will be held in person at the offices of the Company, Level 1, 38/460 Stirling Hwy, Peppermint Grove, Western Australia on Monday, 9 November 2026 at 10.00am (AWST) (the **Meeting**).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Meeting and Explanatory Memorandum (**NOM**) to shareholders unless a shareholder has requested a hard copy of the NOM or made an election for the purposes of 110E of the Corporations Act to receive documents from the Company in physical form. The NOM is made available to shareholders electronically. The NOM should be read in its entirety. If you are in doubt how you should vote, you should seek advice from your professional adviser prior to voting.

To access the NOM and then lodge a proxy, without registering, visit the XCEND Investor Portal at: https://investor.xcend.app/sha. Existing registered users on the XCEND Investor Portal will be able to access the portal at https://investor.xcend.app by entering their existing username and password and logging in. If you are not a registered user on the XCEND Investor Portal, you can register at: https://investor.xcend.app/register.

Shareholders are encouraged to vote by lodging a directed proxy appointing the Chair as your proxy before 10.00am (AWST) on Saturday, 7 November 2026.

You may elect to receive Meeting related documents or request a particular one, in electronic or physical form and may elect not to receive annual reports. To make your election, visit the XCEND Investor Portal at: https://investor.xcend.app or contact the Company's share registry Xcend Pty Ltd on +61 (2) 8591 8509 or via meetings@xcend.co.

If you have any difficulties obtaining a copy of the NOM or lodging a proxy, please contact the Company's share registry Xcend Pty Ltd.

The Company thanks shareholders for their ongoing support.

Ashley Pattison
Executive Chairman
PC Gold Ltd

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PC GOLD

ACN 609 609 047

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 10:00am (AWST) on Monday, 9 November 2026

In-person: Level 1, 38/460 Stirling Highway, Peppermint Grove, WA 6011

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6313 3996.

Shareholders are urged to vote by lodging the Proxy Form

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PC Gold Ltd
ACN 609 609 047
(Company)

Notice of Annual General Meeting

Notice is hereby given that an annual general meeting of Shareholders of PC Gold Ltd (**Company**) will be held at Level 1, 38/460 Stirling Highway, Peppermint Grove, WA 6011 on Monday, 9 November 2026 at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 7 November 2026 at 5:00 pm (AWST).

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

Agenda

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2. Resolutions

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding ordinary resolution, the following:

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Director – Robert Jewson

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

'That, for the purposes of Listing Rule 14.4 and article 7.2(b)(iii) of the Constitution and for all other purposes, Robert Jewson retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Matthew Scully

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

'That, for the purposes of Listing Rule 14.4 and article 7.6(c) of the Constitution and for all other purposes, Matthew Scully, who was appointed as a Director by the Board of Directors on 26 August 2026, retires and, being eligible is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Election of Director – Richard Clark

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

'That, for the purposes of Listing Rule 14.4 and article 7.6(c) of the Constitution and for all other purposes, Richard Clark, who was appointed as a Director by the Board of Directors on 5 October 2026, retires and, being eligible is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of prior issue of Placement Shares

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

'*That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 71,428,571 Placement Shares as follows:*

(a) 40,100,991 Placement Shares issued under Listing Rule 7.1; and

(b) 31,327,580 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of prior issue of Camp Acquisition Shares

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

'*That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 274,419 Camp Acquisition Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.*'

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Resolution 7– Approval to issue Director Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,904,762 Director Placement Shares to Richard Clark (or his nominee) on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval to issue Director Performance Rights

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

'*That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of:*

(a) up to 500,000 Director Performance Rights to Matthew Scully; and

(b) up to 500,000 Director Performance Rights to Richard Clark;

(or their respective nominee/s) under the Plan, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to increase Non-Executive Directors' fee pool

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

'That, pursuant to and in accordance with article 7.8 of the Constitution, Listing Rule 10.17 and for all other purposes the increase of the maximum total aggregate amount of fees payable to non-executive Directors to $500,000 per annum is approved under and, on the terms and conditions set out in the Explanatory Memorandum.'

3. Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of the following persons:

Resolution	Disregard any votes cast in favour by or on behalf of:
Resolution 5(a) and Resolution 5(b)	Any person who participated in the issue of the Placement Shares, or any of their respective associates, or their nominees.
Resolution 6	By or on behalf of the Vendor and any other person who participated in the issue of the Camp Acquisition Shares, or any of their respective associates.
Resolution 7	By or on behalf of Richard Clark (or his nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

Resolution 8(a)	By or on behalf of Matthew Scully (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
Resolution 8(b)	By or on behalf of Richard Clark (or his nominee/s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.
Resolution 9	By a Director, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

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

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

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

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

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4. Voting prohibitions

If you purport to cast a vote other than as permitted below, that vote will be disregarded by the Company (as indicated below), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act:

Resolution	Disregard any votes cast in favour by or on behalf of:
Resolution 1	In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and: (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.
Resolution 8(a) and (b), Resolution 9	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if: (c) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and (d) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. Further, in accordance with section 224 of the Corporations Act, a vote on Resolution 8(a) and (b) must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party. However, the above prohibition does not apply if: (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

	Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

BY ORDER OF THE BOARD

Ashley Pattison
Executive Chairman
PC Gold Ltd
Dated: 9 October 2026

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PC Gold Ltd
ACN 609 609 047
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 38/460 Stirling Highway, Peppermint Grove, WA 6011 on Monday, 9 November 2026 at 10:00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

Section 1	Introduction
Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Adoption of Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Robert Jewson
Section 6	Resolution 3 – Election of Director – Matthew Scully
Section 7	Resolution 4 – Election of Director – Richard Clark
Section 8	Resolution 5 – Ratification of prior issue of Placement Shares
Section 9	Resolution 6 – Ratification of prior issue of Camp Acquisition Shares
Section 10	Resolution 7 – Approval to issue Director Placement Shares
Section 11	Resolution 8(a) and (b) – Approval to issue Director Performance Rights
Section 12	Resolution 9 – Approval to increase Non-Executive Directors' fee pool
Schedule 1	Definitions
Schedule 2	– Summary of material terms of the Plan
Schedule 3	Terms and conditions of Director Performance Rights
Schedule 4	– Valuation of Director Performance Rights

A Proxy Form is made available with this Notice.

2. Action to be taken by Shareholders

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

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2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, complete the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

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

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10:00am (AWST) on Saturday, 7 November 2026, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

Subject to the following paragraph, if the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 8(a) and (b) even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at admin@pcgold.com.au at least 5 Business Days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

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3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at https://pcgold.com.au/asx-announcements/;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Adoption of Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2026 in the 2026 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual

general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Robert Jewson

5.1 General

Article 7.2(a) of the Constitution and Listing Rule 14.4 both provide that a director (excluding the managing director) must not hold office without re-election past the third annual general meeting following that director's appointment or three years, whichever is longer.

Article 7.3 of the Constitution provides that a director who retires in accordance with Article 7.2(b)(iii) of the Constitution holds office until the conclusion of the meeting at which that director retires but is eligible for re-election and that re-election takes effect at the conclusion of the meeting.

Mr Robert Jewson was last re-elected as a Director at the 2023 annual general meeting. Accordingly, Mr Jewson must retire at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 2.

If Resolution 2 is approved, Mr Jewson will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not approved, Mr Jewson will retire at the conclusion of the Meeting and will not be re-elected as a Director of the Company.

5.2 Mr Robert Jewson

Mr Jewson is a geologist with over 20 years of experience spanning from junior mining to major exploration companies across different jurisdictions. Mr Jewson possesses wide-ranging expertise in numerous commodities in Australia and internationally, with a particular focus on iron ore, gold, uranium, coal and base metals. Mr Jewson played a key role in exploring and discovering more than 3.5Moz of gold deposits worldwide and has provided significant technical consultation and transaction structuring for the Bellevue Gold Ltd (ASX:BGL) acquisition. Mr Jewson holds a Bachelor of Science degree, majoring in Mineral Exploration & Mining Geology, from Curtin University and is a member of the Australian Institute of Geoscientists.

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Mr Jewson was previously the director of Ascot Resources Ltd (ASX:AZQ), Dateline Resources Ltd (ASX:DTR) and Future Battery Minerals Ltd (ASX:FBM), and managing director of European Cobalt Ltd (ASX:EUC).

Mr Jewson is currently the managing director of Geonomics Pty Ltd, director of Mining Equities Pty Ltd, a non-executive director of Macro Metals Ltd (ASX:M4M), and executive chairman of Mammoth Minerals Ltd (ASX:M79).

If elected, Mr Jewson is considered by the Board (with Mr Jewson abstaining) to be an independent Director. Mr Jewson is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Jewson has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (other than Mr Jewson, who has a personal interest in the outcome of this Resolution) supports the election of Mr Jewson for the following reasons:

(a) Mr Jewson's skills and significant experience in junior mining and major exploration companies are important additions to the Board's existing skills and experience; and

(b) Mr Jewson's technical geology skills, combined with his wide-ranging board experience across a number of listed companies, will continue to be invaluable to the Board.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Election of Director – Matthew Scully

6.1 General

Article 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Article 7.6(c) of the Constitution and Listing Rule 14.4 both provide that a Director appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without election past the next annual general meeting of the Company following that Director's appointment.

Mr Matthew Scully was appointed as an addition to the Board on 26 August 2026. Accordingly, Mr Scully must retire at this Meeting and seek election.

If Resolution 3 is passed, Mr Scully will retire at the conclusion of the Meeting and will be immediately elected as a Director.

If Resolution 3 is not passed, Mr Scully will retire at the conclusion of the Meeting and will not be elected as a Director.

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6.2 Mr Matthew Scully

Mr Scully is a mining project executive with more than 20 years' experience delivering mine and processing plant projects in remote locations across Australia and West Africa, spanning feasibility studies and the construction of both greenfield and brownfield developments across multiple commodities.

Mr Scully is currently Executive Director and Chief Operating Officer of Many Peaks Minerals Ltd (ASX: MPK). He was previously Project Director for West African Resources Ltd (ASX: WAF), where he led construction of the large-scale Kiaka Gold Project in Burkina Faso. Prior to that, at Perseus Mining Ltd (ASX: PRU) he oversaw the development and construction of the Sissingué and Yaouré gold projects in Côte d'Ivoire – an investment of over A$500 million, delivered ahead of schedule and under budget – and at Evolution Mining Ltd (ASX: EVN) he was Group Manager – Projects, completing the Mt Carlton gold-silver project in North Queensland.

Mr Scully holds a Bachelor of Engineering (Mechanical) with Honours from Deakin University, is a Member of Engineers Australia and a Graduate of the Australian Institute of Company Directors.

Mr Scully does not currently hold any other material directorships other than as set out in this Notice.

If elected, Mr Scully is considered by the Board (with Mr Scully abstaining) to be an independent Director. Mr Scully is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual Security holder or other party.

Mr Scully has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Scully's background and experience prior to his appointment and that these checks did not identify any areas or information of concern.

6.3 Board recommendation

The Board (other than Mr Scully who has a personal interest in the outcome of Resolution 3) recommends that Shareholders vote in favour of Resolution 3 for the following reasons:

(a) Mr Scully's extensive experience in delivering mine and processing plant projects across Australia and West Africa, spanning feasibility studies through to construction of greenfield and brownfield developments, will continue to enhance the Board's ability to perform its role; and

(b) Mr Scully's qualifications further complement the skills and experience of the Board.

6.4 Additional information

Resolution 3 is an ordinary resolution.

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7. Resolution 4 – Election of Director – Richard Clark

7.1 General

Article 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Article 7.6(c) of the Constitution and Listing Rule 14.4 both provide that a Director appointed to fill a casual vacancy or as an addition to the existing Directors must not hold office without re-election past the next annual general meeting of the Company following that Director's appointment.

Mr Richard Clark was appointed as an addition to the Board on 5 October 2026. Accordingly, Mr Clark must retire at this Meeting and seek election.

If Resolution 4 is passed, Mr Clark will retire at the conclusion of the Meeting and will be immediately elected as a Director.

If Resolution 4 is not passed, Mr Clark will retire at the conclusion of the Meeting and will not be elected as a Director.

7.2 Mr Richard (Rick) Clark

Mr Clark has a long and highly successful track record in the international gold industry, having led companies through every phase of growth, discovery, feasibility, financing, construction and production, together with a series of value-accretive corporate transactions.

Mr Clark was President & CEO of Red Back Mining Inc., which he grew into an intermediate gold producer through the development of the Chirano Gold Mine in Ghana and the Tasiast Gold Mine in Mauritania, before its sale to Kinross Gold Corporation in 2010 for US$7.1 billion. He subsequently led Orca Gold Inc., which discovered and developed the Block 14 Gold Project in Sudan prior to its acquisition by Perseus Mining in 2022, and was most recently CEO of Montage Gold Corp (TSX: MAU), where he played a key role in the discovery and feasibility of the multi-million-ounce Koné Gold Project in Côte d'Ivoire, now in construction. He is currently Executive Chairman of Mx2 Mining Inc.

Mr Clark has a geological background, is a former lawyer, and is a CGIC/ICSA accredited director.

Mr Clark does not currently hold any other material directorships other than as set out in this Notice.

If elected, Mr Clark is considered by the Board (with Mr Clark abstaining) to be an independent Director. Mr Clark is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual Security holder or other party.

Mr Clark has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Clark's background and experience prior to his appointment and that these checks did not identify any areas or information of concern.

7.3 Board recommendation

The Board (other than Mr Clark who has a personal interest in the outcome of Resolution 4) recommends that Shareholders vote in favour of Resolution 4 for the following reasons:

(a) Mr Clark's proven track record in leading international gold companies through discovery, feasibility, financing, construction and production, together with his demonstrated experience in value-accretive corporate transactions, will be a valuable addition to the Board; and

(b) Mr Clark's experience will complement and strengthen the Board's existing skill set.

7.4 Additional information

Resolution 4 is an ordinary resolution.

8. Resolution 5 – Ratification of prior issue of Placement Shares

8.1 General

On 27 August 2026, the Company announced that it had received firm commitments from professional and institutional investors and an incoming director and his associates for a placement to raise approximately $77 million (before costs) via the issue of 73,333,333 Shares at an issue price of $1.05 per Share (**Placement**).

The Placement is comprised of the following:

(a) **Placement Shares**: the issue of 71,428,571 Shares (**Placement Shares**) on 3 September 2026 without Shareholder approval using the Company's available placement capacity under Listing Rule 7.1 and 7.1A as follows:

(i) 40,100,991 Placement Shares issued under Listing Rule 7.1 (the subject of Resolution 5(a)); and

(ii) 31,327,580 Placement Shares issued under Listing Rule 7.1A (the subject of Resolution 5(b)).

(b) **Director Placement Shares**: the issue of up to 1,904,762 Shares (**Director Placement Shares**) to Richard Clark (or his nominee) (the subject of Resolution 7) subject to Shareholder approval pursuant to Listing Rule 10.11.

Wallabi Group Pty Ltd acted as sole bookrunner to the Placement and Hannam & Partners and Canaccord Genuity (Australia) Limited acted as joint lead managers to the Placement (together, the **Joint Lead Managers**).

Resolution 5(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of Placement Shares under Listing Rules 7.1 and 7.1A respectively.

8.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its 2025 annual general meeting.

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The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities after it has been made or agreed to be made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 5(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 5(a) is passed, 40,100,991 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5(a) is not passed, 40,100,991 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 40,100,991 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 5(b) is passed, 31,327,580 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5(b) is not passed, 31,327,580 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 31,327,580 Equity Securities for the 12-month period following the issue of those Placement Shares.

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Placement Shares were issued.

8.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement Shares:

(a) The Placement Shares were issued to a range of professional and institutional investors, none of whom are a related party or a Material Investor of the Company. The participants in the Placement were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and Joint Lead Managers.

(b) A total of 71,428,571 Placement Shares were issued under Listing Rules 7.1 and 7.1A as follows:

(i) 40,100,991 Placement Shares under Listing Rule 7.1; and

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(ii) 31,327,580 Placement Shares under Listing Rule 7.1A.

(c) The Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.

(d) The Placement Shares were issued on 3 September 2026 at $1.05 each.

(e) The purpose of the Placement was to raise $76.9 million (before costs). The purpose of the issue of the Placement Shares (not including the Director Placement Shares) was to raise $75 million (before costs). The proceeds from the Placement have been or are intended to be applied towards:

(i) advancing the Spring Hill Project, including:

(A) ongoing surface exploration and resource definition drilling (approximately 80,000m);

(B) refurbishment of underground infrastructure and 20,000m Phase 1 underground drilling;

(C) RC grade control / infill drilling of 25,000m (Hong Kong / Eastern Zone); and

(D) PFS and DFS costs through to a final investment decision;

(ii) Pine Creek camp refurbishment and Photon Assay laboratory establishment; and

(iii) general working capital and costs of the Placement.

(f) There are no other material terms to the issue of the Placement Shares.

(g) A voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 5(a) and (b) are each separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 5(a) and (b).

9. Resolution 6 – Ratification of prior issue of Camp Acquisition Shares

9.1 General

On 11 June 2026, the Company announced that it had entered into an agreement with Koolpinyah Station Pty Limited (**Vendor**) for the acquisition of camp infrastructure located in Pine Creek, Northern Territory to support the development of the Spring Hill Gold Project (**Camp Acquisition Agreement**).

On 16 July 2026, the Company issued 274,419 Shares (**Camp Acquisition Shares**) using the Company's placement capacity under Listing Rule 7.1 to the Vendor as partial consideration under the Camp Acquisition Agreement.

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Camp Acquisition Shares to the Vendor.

9.2 Summary of the Camp Acquisition Agreement

The material terms and conditions of the Camp Acquisition Agreement are as follows:

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(a) (**Parties**): the Vendor and the Company.

(b) (**Consideration**): The total purchase consideration is $770,000 (plus GST), comprising:

(i) a cash payment of $475,000; and

(ii) the issue of the Camp Acquisition Shares (the subject of this Resolution 6), calculated using a deemed issue price of $1.075 per Share.

(c) (**Assets**): camp facilities comprising 16 accommodation blocks, dedicated office facilities, storage infrastructure for equipment and materials and full connection to mains power, water and sewerage services.

The Camp Acquisition Agreement otherwise contains terms and conditions considered standard for an agreement of its nature.

9.3 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

The issue of the Camp Acquisition Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Camp Acquisition Shares.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, 274,419 Camp Acquisition Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, 274,419 Camp Acquisition Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 274,419 Equity Securities for the 12 month period following the issue of the Camp Acquisition Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Camp Acquisition Shares were issued.

9.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Camp Acquisition Shares:

(a) The Camp Acquisition Shares were issued to the Vendor, whom is not a related party or Material Investor of the Company.

(b) A total of 274,419 Camp Acquisition Shares were issued using the Company’s available placement capacity under Listing Rule 7.1.

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(c) The Camp Acquisition Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) A total of 274,419 Camp Acquisition Shares were issued on 16 July 2026 at a deemed issue price of $1.075 per Share.

(e) The Camp Acquisition Shares were issued as partial consideration pursuant to the Camp Acquisition Agreement. The Camp Acquisition Shares were issued for nil cash consideration as partial consideration for the acquisition of the camp facilities. Accordingly, no funds were raised from the issue of the Camp Acquisition Shares.

(f) A summary of the material terms and conditions of the Camp Acquisition Agreement are contained in Section 9.2 above.

(g) A voting exclusion statement is included in the Notice.

9.5 Additional information

Resolution 6 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

10. Resolution 7 – Approval to issue Director Placement Shares

10.1 General

The background to the Placement, including the proposed issue of Director Placement Shares is set out in Section 8.1 above.

Mr Richard Clark wishes to participate in the Placement for up to 1,904,762 Director Placement Shares to a value of $2,000,000.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to Mr Clark (or his nominee).

10.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

(a) a related party (Listing Rule 10.11.1);

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

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

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should

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be approved by its shareholders (Listing Rule 10.11.5).

Mr Clark is a related party of the Company by virtue of being a director of the Company.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Shares to Mr Clark (or his nominee/s) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue the Director Placement Shares, raising $2,000,000 (before costs) under the Placement.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and will not raise the $2,000,000 (before costs).

10.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

(a) The Director Placement Shares will be issued to Richard Clark (or his nominee/s).

(b) Mr Clark falls into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Shares are issued to a nominee of Mr Clark, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of 1,904,762 Director Placement Shares will be issued to Mr Clark (or his nominee/s).

(d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

(e) The Director Placement Shares will be issued no later than 1 month after the date of the Meeting.

(f) The Director Placement Shares will be issued at a price of $1.05 each, being the same price as those Placement Shares issued to non-related party participants in the Placement.

(g) A summary of the intended use of funds raised from the Placement is set out in Section 8.1 above.

(h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise Mr Clark.

(i) There are no other material terms to the proposed issue of the Director Placement Shares.

(j) A voting exclusion statement is included in the Notice.

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10.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;

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

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

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to a related party of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

10.5 Additional information

Resolution 7 is an ordinary resolution.

The Board (other than Mr Clark who has a personal interest in the outcome of Resolution 7) recommends that Shareholders vote in favour of Resolution 7.

11. Resolution 8(a) and (b) – Approval to issue Director Performance Rights

11.1 General

The Company is proposing, subject to obtaining Shareholder approval pursuant to Listing Rule 10.14 to issue up to 1,000,000 Performance Rights (**Director Performance Rights**) to the relevant participating Directors (and/or their respective nominees) listed below (together, the **Participating Directors**) as follows:

Participating Director	Director Performance Rights			TOTAL
	Tranche A	Tranche B	Tranche C	
Matthew Scully (Resolution 8(a))	166,666	166,667	166,667	500,000
Richard Clark (Resolution 8(b))	166,666	166,667	166,667	500,000
TOTAL	**333,332**	**333,334**	**333,334**	**1,000,000**

The Director Performance Rights are to be issued under the Plan on the terms and conditions in Schedule 3. A summary of the material terms of the Plan is in Schedule 2.

Resolution 8(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.14 for the issue of up to 1,000,000 Director Performance Rights to the Participating Directors (or their respective nominees) under the Plan.

11.2 Background and rationale

In 2026, the Company undertook a review of its remuneration arrangements and securities incentive plan. Following that review, the Board, in consultation with advisors, developed a range of targeted objectives linked to performance remuneration milestones for employees and Directors, in order to incentivise long-term value creation for Shareholders.

It is now proposed that Director Performance Rights be issued to the Participating Directors on the same basis and for the same purposes, with the following broad objectives:

(a) to encourage long-term retention of team skills and experience;

(b) reward long-term value creation for Shareholders;

(c) benchmark remuneration to current market rate while preserving cash of the Company; and

(d) further align the interests of the Directors with Shareholders.

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11.3 Vesting conditions

Subject to the terms and conditions summarised in Schedule 3, the Director Performance Rights will vest as follows:

Tranche	Vesting Conditions	Expiry Date
Tranche A	The Company's VWAP being at least $1.75 per Share over 60 consecutive trading days on which the Company's Shares have traded on the ASX.	4 years from issue date
Tranche B	The Company announcing to ASX a Mineral Resource Estimate at the Company's Spring Hill Gold Project of at least a 2.5Moz Au at a minimum cut-off grade of 0.4g/t Au.	4 years from issue date
Tranche C	The Company announcing to ASX the completion of a Feasibility Study at the Company's Spring Hill Gold Project with a NPV greater than $1 billion, calculated using a 5% discount rate and an IRR of greater than 20%.	4 years from issue date

11.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

(a) a director of the entity (Listing Rule 10.14.1);

(b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and

(c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to the Participating Directors (or their respective nominee/s) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 8(a) and (b) will be to allow the Company to issue the relevant Director Performance Rights to each of the Participating Directors (or their respective nominee/s).

Resolution 8(a) and (b) are not inter-conditional and Shareholders may approve one or both of these Resolutions (in which case, the Director Performance Rights the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved both of these Resolutions.

If Resolution 8(a) and (b) are not passed, the Company will not be able to proceed with the issue of the Director Performance Rights, and the Company will have to consider alternative commercial means to incentivise its Participating Directors.

11.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

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(a) The Director Performance Rights will be issued under the Plan to Messrs Scully and Clark (or their respective nominee/s).

(b) Messrs Scully and Clark fall into the category stipulated by Listing Rule 10.14.1 by virtue of being Directors of the Company. In the event the Director Performance Rights are issued to a nominee of the Participating Directors, that person will fall into the category stipulated by Listing Rule 10.14.2.

(c) The maximum number of Director Performance Rights to be issued to the Participating Directors (or their respective nominee/s) is 1,000,000, in the proportions set out in Section 11.1 above.

(d) The total current annual remuneration package for the Participating Directors is set out in the table below.

Director	Position	Salary and fees (excluding superannuation)
Matthew Scully	Non-Executive Director	$84,000
Richard Clark	Non-Executive Director	$84,000

(e) No Equity Securities have been issued under the Plan to the Participating Directors (or their respective nominee/s).

(f) A summary of the material terms of the Plan is in Schedule 2.

(g) The Director Performance Rights will be issued on the terms and conditions in Schedule 3.

(h) The Board considers that Director Performance Rights, rather than Shares are an appropriate form of incentive because they incentivise the Participating Directors for continued service to the Company. Additionally, the issue of Director Performance Rights instead of cash is a prudent means of rewarding the Participating Directors whilst conserving the Company's available cash reserves.

(i) A valuation of the Director Performance Rights is set out in Schedule 4 and summarised below:

Director	Performance Rights	Value
Matthew Scully	500,000	$188,083
Richard Clark	500,000	$188,083
Total	**1,000,000**	$376,167

(j) The Director Performance Rights will be issued to the Participating Directors (or their respective nominee/s) as soon as practicable following the Meeting and in any event not later than 3 years after the Meeting.

(k) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component of the Participating Directors' respective remuneration packages.

(l) No loan will be provided to the Participating Directors in relation to the issue of the Director Performance Rights.

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

(n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.

(o) A voting exclusion statement is included in the Notice.

11.6 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Performance Rights constitutes giving a financial benefit to related parties of the Company.

The Board (other than Messrs Scully and Clark who have a personal interest in the outcome of Resolution 8(a) and (b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Performance Rights, because the issue of the Director Performance Rights constitutes 'reasonable remuneration' and therefore falls within the exception stipulated by section 211 of the Corporations Act.

11.7 Additional information

Resolution 8(a) and (b) are separate ordinary resolutions.

The Board (other than Messrs Scully and Clark who have a personal interest in the outcome of Resolution 8(a) and (b)) recommends that Shareholders vote in favour of Resolution 8(a) and (b).

12. Resolution 9 – Approval to increase Non-Executive Directors' fee pool

12.1 General

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

Article 7.8 of the Constitution also requires that remuneration payable to the Non-Executive Directors will not exceed the aggregate sum determined by the Company in general meeting from time to time. The aggregate sum will be divided between the Non-Executive Directors in the proportion and manner they agree or, in default of agreement, among them equally.

The NED Fee Pool is currently set at $350,000 per annum. This level was approved by Shareholders prior to the Company's admission on 6 June 2025. Resolution 9 seeks the approval of Shareholders to increase the NED Fee Pool to $500,000 per annum under and for the purposes of Listing Rule 10.17 and article 7.8 of the Constitution.

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If Resolution 9 is passed, the available NED Fee Pool will be increased to $500,000 per annum. The rationale for seeking this increase is detailed in Section 12.2 below. As also detailed below, the Company does not intend to fully utilise the entire increase in the NED Fee Pool in the short-term.

If Resolution 9 is not passed, the available NED Fee Pool will remain at $350,000 per annum. This may impact on the Company's ability to achieve the matters described in Section 12.2 below.

12.2 Rationale for the increase

The maximum aggregate amount of fees proposed to be paid to the Non-Executive Directors per annum has been determined after reviewing similar size mineral and exploration companies listed on ASX. The Directors believe that the proposed NED Fee Pool is in line with the aggregate remuneration of such companies.

The Board believes that the remuneration of the Directors must be maintained at a level consistent with similarly sized ASX listed companies, taking into account the time commitment of the role and Company performance.

The proposed level of fees does not mean that the Company must pay the entire amount approved as fees in each year, rather the increase in the proposed limit is requested to:

(a) create the capacity to allow for the appointment of additional Non-Executive Directors as and when determined appropriate;

(b) allow for overlapping tenures as part of the Board's orderly succession planning; and

(c) attract and retain Non-Executive Directors whose skills and qualifications are appropriate for the size and nature of the Company.

12.3 Specific information required by Listing Rule 10.17

Under and for the purposes of Listing Rule 10.17, the following information is provided in relation to the proposed increase in the NED Fee Pool:

(a) the Company is proposing to increase the total aggregate fixed sum per annum to be paid to the Non-Executive Directors by $150,000;

(b) the proposed maximum aggregate amount per annum to be paid to all Non-Executive Directors is $500,000 and includes superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine 'special exertion' fees paid in accordance with the Constitution, or securities issued to a Non-Executive Director under Listing Rules 10.11 or 10.14 with approval of Shareholders;

(c) in the past three years, the Company has issued Equity Securities to Non-Executive Directors, or their nominees, under and for the purposes of Listing Rules 10.11 and 10.14 as follows:

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Non-Executive Director	Shareholder approval	Equity Securities	Date of issue
Robert Jewson	Listing Rule 10.14: issue of Performance Rights	2,500,000 Performance Rights[1]	16 July 2026
Kevin Puil	Listing Rule 10.14: Issue of Performance Rights	2,500,000 Performance Rights[1]	16 July 2026

Notes:

1. The 5,000,000 Performance Rights issued to Messrs Jewson and Puil were issued on the terms and conditions set out in the Company's notice of general meeting announced to the ASX on 15 May 2026.

(d) a voting exclusion statement is included in the Notice.

12.4 Board recommendation

Resolution 9 is an ordinary resolution.

Given the interest of the Non-Executive Directors in this Resolution, the Non-Executive Directors make no recommendation to Shareholders regarding this Resolution.

Executive Director Ashley Pattison recommends that Shareholders vote in favour of 9.

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Schedule 1 Definitions

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

$ or A$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
Board	means the board of Directors.
Business Day	means a day other than a Saturday, Sunday, bank holiday or public holiday in Perth, Western Australia.
Camp Acquisition Agreement	has the meaning given in Section 9.1.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means PC Gold Ltd (ACN 609 609 047).
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Director Placement Shares	has the meaning given in Section 8.1.
Director Performance Rights	has the meaning given in Section 11.1.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Feasibility Study	means a feasibility study prepared in accordance with the JORC Code.
IRR	means internal rate of return.
Joint Lead Managers	has the meaning given in Section 8.1.

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JORC Code	means the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Mineral Resource Estimate	means a mineral resource estimate prepared in accordance with the JORC Code.
NED Fee Pool	has the meaning given in Section 12.1.
Notice	means this notice of annual general meeting.
NPV	means net present value.
Option	means an option to acquire a Share.
Participating Directors	has the meaning given in Section 11.1.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given in Section 8.1.
Placement Shares	has the meaning given in Section 8.1.
Plan	means the Company's Employee Securities Incentive Plan, a summary of which is in Schedule 2.
Proxy Form	means the proxy form made available with the Notice.

Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Camp Acquisition Shares	has the meaning given in Section 9.1.
Strike	has the meaning given in Section 4.1.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Vendor	has the meaning given in Section 9.1.
VWAP	means volume weighted average price.
WST or AWST	means Western Standard Time, being the time in Perth, Western Australia.

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Schedule 2 – Summary of material terms of the Plan

The following is a summary of the material terms and conditions of the Plan:

1. (**Eligible Participant**): A person is eligible to participate in the Plan (Eligible Participant) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

   This relevantly includes, amongst others:

   (a) an employee or director of the Company or an individual who provides services to the Company;

   (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

   (c) a prospective person to whom paragraphs (a) or (b) apply;

   (d) a person prescribed by the relevant regulations for such purposes; or

   (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. (**Maximum allocation**):

   (a) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

      (i) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus

      (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

   would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

   The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 is 28,063,096 (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

   The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

3. (**Purpose**): The purpose of the Plan is to:

   (a) assist in the reward, retention and motivation of Eligible Participants;

   (b) link the reward of Eligible Participants to Shareholder value creation; and

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(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion

5. (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

   On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

   A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7. (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

   Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

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At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

    Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

    Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. (**Disposal restrictions on Securities**): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

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15. (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

    If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

    No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants

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Schedule 3 Terms and conditions of Director Performance Rights

The Director Performance Rights (in this Schedule, the **Performance Rights**) are subject to the terms and conditions set out below:

1. (**Entitlement**): Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

2. (**Issue Price**): The Performance Rights are issued for nil cash consideration.

3. (**Vesting Conditions**): Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Class	Number of Performance Rights	Vesting Condition
Class A	333,332	The Company's VWAP being at least $1.75 per Share over 60 consecutive trading days on which the Company's Shares have traded on the ASX.
Class B	333,334	The Company announcing to ASX a Mineral Resource Estimate at the Company's Spring Hill Gold Project of at least a 2.5Moz Au at a minimum cut-off grade of 0.4g/t Au.
Class C	333,334	The Company announcing to ASX the completion of a Feasibility Study at the Company's Spring Hill Gold Project with a NPV greater than $1 billion, calculated using a 5% discount rate and an IRR of greater than 20%.

For the purposes of this clause 3, the following definitions apply:

Feasibility Study *means a feasibility study prepared in accordance with the JORC Code.*

IRR *means internal rate of return.*

JORC Code *means the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.*

Mineral Resource Estimate *means a mineral resource estimate prepared in accordance with the JORC Code.*

NPV *means net present value.*

VWAP *means the daily volume weighted average price per Share traded on the ASX.*

If there is any reorganisation of the issued share capital of the Company, the VWAP specified in the Vesting Conditions above will be varied to reflect the reorganisation.

4. (**Vesting**): Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) as soon as reasonably practicable upon becoming aware that the relevant Vesting Condition has been satisfied.

5. (**Expiry Date**): The Performance Rights will expire and lapse on the first to occur of the following:

   (a) the cessation of employment or other engagement of the holder with the Company (or any of its subsidiary entities) (subject to the exercise of the Board's discretion); and

   (b) 5.00pm (AWST) on the date which is 4 years after the date of issue of the Performance Rights,

   (**Expiry Date**).

6. (**Exercise**):

   (a) At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the Holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary (**Notice of Exercise**).

   (b) In the Notice of Exercise, the Holder may nominate another entity to receive the Shares (if the Performance Rights are Equity Settled), or cash amount (if the Performance Rights are Cash Settled) to be issued or paid in accordance with these terms and conditions.

   (c) The Holder is not required to pay a fee to exercise the Performance Rights.

7. (**Equity or Cash Settlement**):

   (a) Upon receipt of a valid Notice of Exercise, the Board will have the discretion to determine whether the Company will, with respect to each vested Performance Right being exercised:

      (i) issue one Share to the Holder (**Equity Settled** or **Equity Settlement**); or

      (ii) pay a cash amount to the Holder equivalent to the value of a Share as at the date of the Notice of Exercise, in accordance with the calculation in clause 8 (**Cash Settled** or **Cash Settlement**).

   (b) If the Equity Settlement of a Performance Right would result in any person being in breach of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), that Performance Right must be Cash Settled.

8. (**Cash Settlement**):

   (a) Where Performance Rights are to be Cash Settled, the cash payment to be made to the Holder will be equal to 98% of the aggregate Market Value of the Shares which would otherwise have been issued to the Holder if the Performance Rights had been Equity Settled.

   (b) That amount will be paid in cash to or on behalf of the Holder less any tax required to be withheld and inclusive of any superannuation contribution required to meet the minimum amount required to be contributed by the Company or its related bodies corporate (together, **Group**) under applicable law to avoid the imposition of a superannuation guarantee charge (**Super Amount**). Any superannuation contributions deducted from all or part of any cash payment will be paid into an

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eligible fund of the Holder, or the default fund of the relevant Group entity where the Holder has not nominated an eligible fund.

For the purposes of this clause 8:

Market Value *means the daily volume weighted average price per Share traded on the ASX over the five trading days immediately preceding but excluding the date the Notice of Exercise is provided to the Company.*

9. (**Equity Settlement**) Where Performance Rights are to be Equity Settled, the Company may, at the election of the Board:

   (a) require the Holder to reimburse the Company for any tax which the Group is required to withhold or any Super Amount which the Group is required to withhold;

   (b) Cash Settle that number of Performance Rights required to provide the funds required to be withheld on account of tax or a Super Amount;

   (c) sell on behalf of the Holder that number of Shares required to provide the funds required to be withheld on account of tax or a Super Amount which would otherwise have been issued to the Holder on the exercise of the Performance Rights if the Performance Rights had been Equity Settled; or

   (d) raise the amount required to be withheld on account of tax or a Super Amount through any combination of the methods in clauses 9(a) to (c) (inclusive).

10. (**Issue of Shares**): As soon as practicable after the valid exercise of a vested Performance Right, and in any event within 5 business days of the valid exercise, the Company will:

   (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the Holder is entitled;

   (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the Holder;

   (c) if required, and subject to clause 11, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

   (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

11. (**Restrictions on transfer of Shares**): If the Company is required but unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the Holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

12. (**Ranking**): All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.

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13. (**Transferability of the Performance Rights**): The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.

14. (**Change of Control**): The Performance Rights automatically vest and are automatically exercised into Shares on an Equity Settlement basis upon a Change of Control occurring before the Expiry Date.

    For the purposes of this clause 14, ***Change of Control*** has the meaning given in the Company's employee securities incentive plan.

15. (**Dividend rights**): A Performance Right does not entitle the Holder to any dividends.

16. (**Voting rights**): A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

17. (**Quotation of the Performance Rights**) The Company will not apply for quotation of the Performance Rights on any securities exchange.

18. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights Holder will be varied in accordance with the Listing Rules.

19. (**Entitlements and bonus issues**): Subject to the rights under clause 20, the Holder will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

20. (**Bonus issues**): If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Performance Right before the record date for the bonus issue.

21. (**Return of capital rights**): The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

22. (**Rights on winding up**): The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

23. (**Takeovers prohibition**):

    (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

    (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.

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24. (**No other rights**) A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

25. (**Amendments required by ASX**) The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.

26. (**Plan**) The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.

27. (**Constitution**) Upon the issue of the Shares on exercise of the Performance Rights, the Holder will be bound by the Company's Constitution.

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Schedule 4 – Valuation of Director Performance Rights

The Director Performance Rights to be issued pursuant to Resolution 8(a) and (b) have been valued by internal management. Using the Monte Carlo Method for performance rights given share price hurdles, and based on the assumptions set out below, the Director Performance Rights were ascribed the following value:

Assumptions	Tranche A	Tranche B	Tranche C
Deemed grant date	18-09-2026	18-09-2026	18-09-2026
Market price of Shares	$1.03	$1.03	$1.03
Vesting hurdle (volume weighted average price over 60 consecutive trading days)	$1.75 VWAP over 60 consecutive trading days	2.5Moz Au MRE at minimum 0.4g/t Au cut-off	Feasibility Study: NPV >$1.0bn at 5% discount rate and IRR >20%
Vesting deadline (four years from issue date)	18-09-2030	18-09-2030	18-09-2030
Expiry date (length of time from issue)	4 years	4 years	4 years
Risk free interest rate	4.96%	4.96%	4.96%
Volatility	100%	100%	100%
Valuation per Performance Right	**$0.3503**	**$0.3891**	**$0.3891**

Director	Tranche A		Tranche B		Tranche C		TOTAL	
	Number	Valuation	Number	Valuation	Number	Valuation	Number	Valuation
Matthew Scully (Resolution 8(a))	166,666	$58,383	166,667	$64,850	166,667	$64,850	500,000	**$188,083**
Richard Clark (Resolution 8(b))	166,666	$58,383	166,667	$64,850	166,667	$64,850	500,000	**$188,083**
TOTAL	**333,332**	**$116,766**	**333,334**	**$129,700**	**333,334**	**$129,700**	**1,000,000**	**$376,167**

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PC GOLD

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ACN 609 609 047

XCEND
INVESTOR SUPPORT

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meetings@xcend.co

Your Annual General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Monday, 9 November 2026 at 10:00am (AWST)
Location	Level 1, 38/460 Stirling Highway, Peppermint Grove, WA 6011
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: PC Gold Ltd
Enter HIN/SRN:
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Saturday, 7 November 2026 at 10:00am (AWST)
(48 hours before the meeting)

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SRN/HIN:

Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - PC Gold Ltd
Annual General Meeting November 2026

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Appointment of Proxy

I/We, being member(s) of PC Gold Ltd ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Monday, 9 November 2026 at 10:00am (AWST) at Level 1, 38/460 Stirling Highway, Peppermint Grove, WA 6011 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy (or where the Chair of the Meeting becomes proxy by default), I/we give the Chair of the Meeting express authority to vote on Resolutions 8(a) and 8(b), even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Director – Robert Jewson			
3	Election of Director – Matthew Scully			
4	Election of Director – Richard Clark			
5(a)	Ratification of prior issue of 40,100,991 Placement Shares under Listing Rule 7.1			
5(b)	Ratification of prior issue of 31,327,580 Placement Shares under Listing Rule 7.1A			
6	Ratification of prior issue of Camp Acquisition Shares			
7	Approval to issue Director Placement Shares			
8(a)	Approval to issue up to 500,000 Director Performance Rights to Matthew Scully (or his nominee/s)			
8(b)	Approval to issue up to 500,000 Director Performance Rights to Richard Clark (or his nominee/s)			
9	Approval to increase Non-Executive Directors' fee pool			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address	Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.