**MGX Resources Limited**
ABN 87 008 670 817

Level 2, 2 Kings Park Road
WEST PERTH 6005
Western Australia
PO Box 55
WEST PERTH 6872
Western Australia

Telephone: 61-8-9426 7500
Facsimile: 61-8-9485 2305
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16 October 2026

ASX Markets Announcements Office
Australian Securities Exchange Ltd

**MGX RESOURCES LIMITED – 2026 AGM NOTICE OF MEETING DOCUMENTS**

MGX Resources Limited (**ASX:MGX**) will be holding its Annual General Meeting in person at the Karri Room, Parmelia Hilton, 14 Mill Street, Perth, Western Australia at 10:30am (AWST) on Wednesday, 18 November 2026 ("**Meeting**").

Attached are the relevant meeting documents:

- Letter to shareholders
- Notice of Meeting
- Proxy form

**Authorised by:**

**David Stokes**
**Company Secretary**

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16 October 2026

Dear Shareholder,

**MGX RESOURCES LIMITED - ANNUAL GENERAL MEETING**

You are invited to attend the Annual General Meeting of MGX Resources Limited (**ASX:MGX**) to be held at the Karri Room, Parmelia Hilton, 14 Mill Street, Perth, Western Australia at **10:30am (AWST)** on **Wednesday, 18 November 2026** ("**Meeting**").

**In person**

The Meeting will be held in person. Shareholders will just receive this letter and a personalised Proxy form unless they have expressly requested hard copy Meeting documents.

The Meeting documentation will be available to view and download from the Company's website: *https://www.mgx.com.au/investors-and-media/2026-annual-general-meeting/*

All resolutions will be decided on a poll. There will be no online voting at this year's Meeting. Shareholders may vote in person or by proxy.

**Webcast**

The Meeting will be webcast. Shareholders may view the webcast to listen to the proceedings, view the CEO presentation and submit written questions to the Board. Shareholders viewing the webcast cannot vote through the webcast and will not be treated as attending the Meeting for quorum purposes.

Shareholders and visitors can join the webcast by their computer or mobile device by entering this link into their web browser: *https://loghic.eventsair.com/334156/352132/Site/Register.*

**Proxy voting**

Shareholders who are unable to attend the Meeting in person may appoint a proxy to attend and vote at the Meeting on their behalf. If you plan to view the webcast, you are encouraged to lodge your proxy vote before the Meeting at *www.investorvote.com.au*. To be effective, your proxy appointment must be received by 10:30am (AWST) on Monday, 16 November 2026.

If you would like to lodge any questions prior to the Meeting, or if you are unable to access the Meeting documents online or would like to specifically receive hard copy versions, please contact the Company Secretary on +61 8 9426 7500 or via email at admin@mgx.com.au.

Authorised by:
**David Stokes**
**Company Secretary**

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MGX Resources Limited

# MGX RESOURCES LIMITED

ACN 008 670 817

## NOTICE OF MEETING

**with**

## EXPLANATORY MEMORANDUM & VOTING INFORMATION STATEMENT

**FOR THE**
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**WEDNESDAY, 18 NOVEMBER 2026**

**TIME: 10:30am (AWST)**

**PLACE: KARRI ROOM, PARMELIA HILTON, 14 MILL STREET PERTH WESTERN AUSTRALIA**

**A proxy form is enclosed or has otherwise been provided to you**

Please read this Notice of Meeting and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the proxy form in accordance with the specified directions.

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## IMPORTANT INFORMATION

### (1) KEY DATES

| | |
|---|---|
| **Annual General Meeting** | 10:30am (AWST) on Wednesday, 18 November 2026 |
| **Deadline - Proxy form lodgment** | 10:30am (AWST) on Monday, 16 November 2026 |
| **Voting eligibility** | Registered Shareholders as at 4:00pm (AWST) on Monday, 16 November 2026 |

### (2) MEETING – IN PERSON

MGX Resources Limited ("**MGX**" or "**Company**") will be holding its Annual General Meeting in person at the Karri Room, Parmelia Hilton, 14 Mill Street Perth Western Australia at 10:30am (AWST) on Wednesday, 18 November 2026 ("**Meeting**").

Shareholders are encouraged to monitor the Company's website at *www.mgx.com.au* and the Company's announcements platform on the ASX at *www.asx.com.au* for any updates in relation to arrangements for the Meeting.

### (3) VOTING IN PERSON (OR BY ATTORNEY OR CORPORATE REPRESENTATIVE)

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

Shareholders, or their attorneys or corporate representatives, who plan to attend the Meeting are asked to arrive at the venue 20 minutes prior to the time designated for the Meeting, if possible, so that the Shareholders' holding may be checked against the Company's share register and their attendance recorded.

In the case of an attorney, to be effective a certified copy of the power of attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

In the case of a corporate representative, the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting. Certificates of appointment of corporate representative are available at *www.investorcentre.com* or on request by contacting Computershare Investor Services on telephone number 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

### (4) PLEASE READ THE NOTICE OF MEETING

This is an important document that should be read in its entirety. If you do not understand it, or any part of it, you should consult with your professional advisers without delay.

You are encouraged to participate in person (including by your attorney or corporate representative), but if you cannot, please lodge a directed proxy vote online at *www.investorvote.com.au* or complete and return the enclosed proxy form to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001 or by facsimile on: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) by the deadline above.

## (5) LIVE WEBCAST

MGX Shareholders and attorneys, corporate representatives and proxy holders who would prefer not to attend in person may choose to view a live webcast of the Meeting (webcast link: *https://loghic.eventsair.com/334156/352132/Site/Register*). The webcast will provide a facility to ask questions but not vote, and viewers will not count for the purposes of a quorum.

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## NOTICE OF THE ANNUAL GENERAL MEETING
## MGX RESOURCES LIMITED
## ACN 008 670 817

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held in person at the Karri Room, Parmelia Hilton, 14 Mill Street Perth Western Australia at 10:30am (AWST) on Wednesday, 18 November 2026.

### ORDINARY BUSINESS

### FINANCIAL REPORTS

To receive and consider the financial report, the Directors' report and Auditor's report for the year ended 30 June 2026.

### RESOLUTION 1 - Re-election of Director – Alan Jones

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

*"That Alan Jones, being a Director who retires by rotation in accordance with Rule 8.1(d) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company."*

### RESOLUTION 2 - Re-election of Director – Evian Delfabbro

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

*"That Evian Delfabbro, being a Director who retires by rotation in accordance with Rule 8.1(d) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company."*

### RESOLUTION 3 - Non-binding resolution to adopt the 2026 Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding** resolution:

*"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the Company for the financial year ended 30 June 2026 as set out in the Annual Report, be adopted."*

**Note:** Under the Corporations Act, the vote on this resolution is advisory only and will not bind MGX or the Directors. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 3, and a vote must not be cast (in any capacity):

- by or on behalf of a member of the Key Management Personnel named in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Key Management Personnel at the date of the Meeting or their Closely Related Parties,

unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 3:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- by the Chair pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though Resolution 3 is connected with the remuneration of Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 3.

### RESOLUTION 4 - Amendment to Constitution to adopt Proportional Takeover provisions

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

*"That pursuant to and in accordance with section 648G of the Corporations Act and for all other purposes, the Constitution of the Company be amended, with immediate effect, in the manner outlined in the Explanatory Memorandum and as set out in Schedule 1 of the Notice of Meeting."*

## OTHER BUSINESS

**To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

Relevant terms in each of the above Resolutions are defined in the Definitions section of the Explanatory Memorandum.

For further information, Shareholders are referred to the Explanatory Memorandum, Voting Information Statement, and proxy form included with the Meeting documentation provided to Shareholders. The Meeting documentation can also be located on the Company's website: *https://www.mgx.com.au/investors-and-media/2026-annual-general-meeting/*.

**If you wish to discuss any aspect of the Meeting documentation with the Company, please contact the Company Secretary, David Stokes, by telephone on +61 8 9426 7500.**

**BY ORDER OF THE BOARD**

**David Stokes**

**Company Secretary**

DATED: 16 October 2026

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## VOTING INFORMATION STATEMENT

### REQUIRED MAJORITY

Resolutions 1 and 2 are ordinary resolutions and each will be passed if at least 50% of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the Resolution. The vote on Resolution 3 is advisory only and does not bind the Directors or the Company. Resolution 4 is a special resolution and will be passed if at least 75% of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the Resolution.

### ENTITLEMENT TO VOTE

The Company has determined that for the purposes of the Corporations Act, Shareholders eligible to vote at the Meeting will be taken to be those registered holders of the Company's shares at **4:00pm (AWST) on Monday, 16 November 2026**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### PROXIES

*Appointing a proxy*

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy does not need to be a Shareholder and can be either an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the number or percentage of votes each proxy is to exercise. If no number or percentage is specified, each proxy may exercise half the Shareholder's votes.

*Voting by proxy*

A Shareholder may direct their proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions section of the proxy form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should any Resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which may apply to one or more of the proposed Resolutions. These rules are explained in this Notice.

*Voting restrictions that may affect your proxy appointment - Resolution 3*

- *Key Management Personnel (other than Chair) as proxy*

  Due to the voting exclusions that apply to Resolution 3, Key Management Personnel and their Closely Related Parties will generally not be able to vote your proxy on Resolution 3 unless you are eligible to vote, and you have specifically directed them how to vote.

- *Chair as proxy*

  If the Chair is to act as your proxy in relation to Resolution 3, and you have not given the Chair directions on how to vote by marking the appropriate box in the voting directions section of the proxy form, the proxy form expressly directs and authorises the Chair to cast your vote 'for' Resolution 3.

*Signing instructions – Proxy form*

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy holder may, but need not, be a Shareholder. In the case of Shares jointly held by two or more persons, both holders must sign the proxy form.

Where the appointment of a proxy is signed by the Shareholder's attorney, a certified copy of the power of attorney, or the power of attorney itself, must be received by the Company at the above address, or by facsimile, and by 10:30am (AWST) on Monday, 16 November 2026. If facsimile transmission is used, the power of attorney must be certified.

*Return of Proxy form*

To vote by proxy, please complete and sign the proxy form and return to the Company, as detailed below, by no later than 10:30am (AWST) on Monday, 16 November 2026:

| | |
|---|---|
| Online: | Submit proxy voting instructions online at *www.investorvote.com.au*. |
| | Please refer to the enclosed proxy form for more information about submitting the proxy online. |
| By Mail: | c/- Computershare, GPO Box 242, Melbourne, Victoria 3001 |
| In person: | MGX Resources Limited, Level 2, 2 Kings Park Road, West Perth, Western Australia |
| By facsimile: | 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) |

**CUSTODIAN VOTING**

For Intermediary Online subscribers only (custodians) please visit *www.intermediaryonline.com* to submit your voting intentions.

**CHAIRMAN'S VOTING INTENTIONS**

The Chairman intends to vote all available proxies in favour of each of the proposed Resolutions.

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**EXPLANATORY MEMORANDUM**

**MGX RESOURCES LIMITED**

**ACN 008 670 817**

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming Annual General Meeting.

## 1. ORDINARY BUSINESS

### FINANCIAL REPORTS

The Corporations Act requires:

- the reports of the Directors and Auditor; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2026,

to be laid before the Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company at the Meeting.

A reasonable opportunity will be given to Shareholders who are entitled to vote at the Meeting to ask the Company's external auditor, Ernst & Young ("**EY**"), questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders who are entitled to vote at the Meeting may also submit a written question to EY (via the Company) if the question is relevant to:

- the content of EY's audit report; or
- the conduct of its audit of the Company's annual financial reports for the year ended 30 June 2026.

Relevant questions for EY must be received no later than 5:00pm (AWST), Wednesday 11 November 2026. EY will either answer the relevant questions at the Meeting or table written answers at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting, on the Company's website: *https://www.mgx.com.au/investors-and-media/2026-annual-general-meeting/*

Please send any relevant questions for EY by 5:00pm (AWST), Wednesday 11 November 2026 to the Company at Level 2, 2 Kings Park Road, West Perth, Western Australia, or by email – admin@mgx.com.au, marked for the attention of the Company Secretary, David Stokes.

The following details should be included with written questions:

– the Shareholder's name; and

– either the Shareholder's SRN or HIN.

## 2. RESOLUTION 1 - Re-election of Alan Jones

Mr Jones was last re-elected as a Director at the Company's annual general meeting on 15 November 2023. Pursuant to Rule 8.1(d) of the Constitution and Listing Rule 14.4, Mr Jones, being a Director, retires by rotation and, being eligible, offers himself for re-election as a Director.

Rule 8.1(d) of the Constitution provides that a Director (who is not the Managing Director, if any) must not hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 provides that

a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Mr Jones was appointed as an Independent Non-Executive Director on 28 July 2006 and is the current Chairman of the Nomination, Remuneration and Governance Committee. Mr Jones is a Chartered Accountant with extensive senior management and board experience in listed and unlisted Australian public companies, particularly in the construction, engineering, finance and investment industries. Mr Jones has been involved in the successful merger and acquisition of a number of public companies in Australia and internationally. He is an independent Non-Executive Director of Mulpha Australia Ltd, Sun Hung Kai & Co Ltd (Hong Kong), Allied Group Ltd (Hong Kong), and Air Change International Limited.

The Board considers that Mr Jones, if re-elected, will continue to be classified as an independent director.

Based on Mr Jones' relevant experience and qualifications, the Board (excluding Mr Jones) recommends that Shareholders vote in favour of the re-election of Mr Jones.

**RESOLUTION 2 - Re-election of Evian Delfabbro**

Ms Delfabbro was elected as a Director at the Company's annual general meeting on 15 November 2023. Pursuant to Rule 8.1(d) of the Constitution and Listing Rule 14.4, Ms Delfabbro, being a Director, retires by rotation and, being eligible, offers herself for re-election as a Director.

Rule 8.1(d) of the Constitution provides that a Director (who is not the Managing Director, if any) must not hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

As a civil engineer and lawyer, Ms Delfabbro has over two decades of experience in the commercial property, mining and construction sectors. She is currently a director of a boutique Sydney property company and a Queensland hard-rock quarrying business. She has previously held senior management roles with former ASX-listed commercial property company FKP Ltd, Port Bouvard Ltd and Thakral Holdings. Ms Delfabbro holds a Diploma of Law, Bachelor of Civil Engineering and Bachelor of Commerce from the University of Sydney.

The Board considers that Ms Delfabbro, if re-elected, will continue to be classified as an independent director.

Based on Ms Delfabbro's relevant experience and qualifications, the Board (excluding Ms Delfabbro) recommends that Shareholders vote in favour of the re-election of Ms Delfabbro.

**3. RESOLUTION 3 - Non-binding resolution to adopt the 2026 Remuneration Report**

The Remuneration Report sets out the Company's remuneration arrangements for Directors and senior management and is set out in the Directors' Report section in the Company's Annual Report, which is available on the Company's website (www.mgx.com.au).

Section 250R(2) of the Corporations Act requires companies to put a resolution to their Shareholders that the Remuneration Report be adopted. The Remuneration Report is set out in the Company's Annual Report and is also available on the Company's website at *www.mgx.com.au*.

Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

The Company's remuneration report for the financial year ended 30 June 2025 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 12 November 2025. Accordingly, if at least 25% of the votes cast on this Resolution 3



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are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution (defined below) to Shareholders for this Meeting.

Under the Corporations Act, if 25% or more of votes cast on Resolution 3 at the Meeting were against the adoption of the Remuneration Report, and this occurred again at the Company's 2027 Annual General Meeting in relation to the remuneration report considered at that meeting, the following sequence of events would occur:

- The Company would be required to put to Shareholders at the 2027 Annual General Meeting a resolution ("**Spill Resolution**") proposing the calling of a general meeting to consider the appointment of Directors of the Company.
- If more than 50% of Shareholders voted in favour of the Spill Resolution, the Company would be required to convene the general meeting ("**Spill Meeting**") within 90 days after the 2027 Annual General Meeting.
- All of the Directors who were in office when the 2027 Directors' Report was approved by the Board, other than the Managing Director of the Company (if any), would cease to hold office immediately before the end of the Spill Meeting but could stand for re-election at the Spill Meeting.
- Following the Spill Meeting those persons whose election or re-election as Directors was approved at the Spill Meeting would be the Directors of the Company.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting. The Board will consider the outcome of the vote on Resolution 3 and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policy.

Note that a voting exclusion applies to this Resolution 3. Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

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

**4. RESOLUTION 4 - Amendment to Constitution to adopt Proportional Takeover provisions**

The Corporations Act permits a company to include in its constitution provisions (called **takeover approval provisions**) requiring that a proportional or partial takeover offer (ie an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed. In effect, the approval of Resolution 4 will enable the Company to refuse to register transfers of Shares acquired under a proportional takeover bid unless the bid is approved by a majority of shareholders.

Rule 6 of the Company's existing Constitution currently contains provisions dealing with proportional takeover bids for the Company's shares. These provisions are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act and rule 6.4 of the Constitution, the provisions must be renewed every three years or they cease to have effect. The current provisions were last renewed by special resolution of Shareholders at the 2023 Annual General Meeting held on 15 November 2023 and, under section 648G(3) of the Corporations Act and rule 6.4 of the Constitution, will cease to have effect and be omitted from the Constitution three years after that date, being 15 November 2026 (before the date of the Meeting).

Because the existing provisions will have ceased to have effect before the Meeting, they cannot be renewed at the Meeting. The Directors consider that it is in the interests of Shareholders for the Company to reinsert the takeover provisions into the Constitution. Approval is therefore being sought to amend the Constitution to reinsert the takeover provisions as rules 6.1 to 6.4, in the form set out in Schedule 1.



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Resolution 4 is a special resolution and therefore requires the approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Section 648G of the Corporations Act requires the Company to provide the following information to Shareholders when they consider the adoption of takeover approval provisions in a constitution.

**(a) What are the takeover approval provisions?**

A proportional takeover bid is one where the offer made to each Shareholder is only for a proportion of that Shareholder's shares.

This means that control of the Company may pass without Shareholders having the chance to sell all their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

To deal with this possibility, the takeover provisions proposed to be reinserted as rules 6.1 to 6.4 (as set out in Schedule 1) provide that, if a proportional takeover bid is made for shares in the Company, Shareholders must vote on whether to accept or reject the offer and that decision will be binding on all the Shareholders.

**(b) What is the effect of the proportional takeover approval provisions?**

If rules 6.1 to 6.4 of the Constitution are reinserted and a proportional takeover bid is made, the Directors must hold a meeting of the Shareholders entitled to vote for the purpose of considering, and if thought fit, passing a resolution to approve the proportional takeover bid. In other words, the registration of a transfer of Shares acquired under a proportional takeover bid will be prohibited unless the Shareholders approve of the proportional takeover bid in the manner provided for in rules 6.1 to 6.4 of the Constitution.

Shareholders must vote on the resolution to approve the bid more than 14 days before the bid period closes. The vote is decided on a simple majority. The Shareholder approval can be obtained at a general meeting of Shareholders.

Each person who, as at the end of the day on which the first offer under the bid was made, is recorded on the register of members as holding bid class securities is entitled to vote at the general meeting, but the bidder and its associates are not allowed to vote.

The resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval. If no such resolution has been voted on at least 14 days before the last day of the bid period then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If the resolution to approve the bid is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Company's Constitution.

The Directors are required under the Corporations Act to ensure the resolution is voted on within the required time period. If this does not occur, and the resolution is not voted on by the deadline, the bid will be taken to have been approved.

The takeover provisions do not apply to full takeover bids and only apply for three years after their adoption. If rules 6.1 to 6.4 are reinserted, they will apply for a three year period

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commencing on the date of the Meeting, being 18 November 2026, unless Shareholders renew them by special resolution before the end of that period.

**(c) No knowledge of any acquisition proposals**

At the date of this Notice, no Director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

**(d) Review of takeover approval provisions**

In the period during which the takeover provisions in rules 6.1 to 6.4 of the Constitution were in effect, there were no full or proportional takeover bids for the Company. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of those provisions for the Directors and the Shareholders, respectively, during that period.

The Directors are not aware of any potential takeover bid that was discouraged by rule 6.

**(e) Potential advantages and disadvantages**

The Directors consider that the proposed reinsertion of the takeover provisions into the Constitution has the following potential advantages or potential disadvantages for Directors:

- If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders before the bidder can succeed;

- On the other hand, under the takeover approval provisions, if a proportional takeover bid is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted;

- At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the takeover approval provisions the most effective view on a proportional bid will become the view expressed by the vote of the Shareholders themselves, at the general meeting; and

- The takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

The potential **advantages** of the proposed reinsertion of the proportional takeover provisions for Shareholders are:

- The takeover approval provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept through concern that a significant number of other Shareholders will accept;

- They give Shareholders their say in determining by majority vote whether an offer under a proportional takeover bid should proceed;

- They may assist Shareholders avoid being locked in as a minority;

- The takeover approval provisions may provide Shareholders with protection against being coerced into accepting a partial bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price. This puts pressure on Shareholders to accept the initial bid in order to maximise their returns;

- If a partial bid is made, the takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders;

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- The takeover approval provisions may make it more probable that any takeover offer will be a full bid for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion; and

- Knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and deciding whether to accept or reject that offer for their shares.

The potential **disadvantages** of the proposed reinsertion of the proportional takeover provisions for Shareholders are:

- By placing obstacles in the way of partial offers, proportional takeover bids for shares in the Company may be discouraged, thus reducing the opportunity for Shareholders to sell a portion of their holding;

- Shareholders may lose an opportunity to sell some of their shares at a premium;

- The likelihood of a proportional takeover being successful may be reduced;

- An individual Shareholder who wishes to accept a proportional offer will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover bid (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares);

- It is possible that the existence of the takeover approval provisions might have an adverse effect on the market value of the Company's Shares by making a partial offer less likely thus reducing any takeover speculation element in the Share price; and

- If a proportional takeover bid is made, the Company will incur the cost of calling a meeting of Shareholders.

The Directors consider that the potential advantages for Shareholders of the proportional takeover provisions outweigh the potential disadvantages, particularly in light of the fact that Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

**(f) Recommendation**

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution 4 to Shareholders to give Shareholders an opportunity to take advantage of the protections which the takeover approval provisions offer, if a proportional takeover bid is made.

The Directors recommend that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

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***Definitions***

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Annual General Meeting or Meeting** means the annual general meeting of MGX Resources Limited to be held on 18 November 2026.

**2023 Annual General Meeting** means the annual general meeting of Mount Gibson Iron Limited (now MGX Resources Limited) held on 15 November 2023.

**Annual Report** means the annual report of the Company for the year ended 30 June 2026.

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

**AWST** means Australian Western Standard Time.

**Board** means the Directors.

**Chair** means the individual elected to chair any meeting of the Company from time to time.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means MGX Resources Limited (ACN 008 670 817).

**Constitution** means the Company's constitution.

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

**Directors** means the directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Key Management Personnel** has the same meaning as in the Accounting Standards published by the Australian Accounting Standards Board and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the ASX Listing Rules.

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

**Remuneration Report** means the remuneration report set out in the Directors' Report section of the Annual Report for the year ended 30 June 2026.

**Resolution** means a resolution contained in the Notice.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Spill Meeting** has the meaning set out on page 11.

**Spill Resolution** has the meaning set out on page 11.

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# SCHEDULE 1 – Proposed Rules 6.1 – 6.4 of the Constitution

Resolution 4 seeks Shareholder approval to adopt the amendments to the Constitution set out below.

**6. Plebiscite to approve proportional takeover bids**

6.1 Definitions

The meanings of the terms used in this rule 6 are set out below.

| Term | Meaning |
|---|---|
| Approving Resolution | in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 6.3. |
| Approving Resolution Deadline | in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission. |
| Proportional Takeover Bid | a takeover bid that is made or purports to be made under section 618(1)(b) of the Act in respect of securities included in a class of securities in the company. |
| Relevant Class | in relation to a Proportional Takeover Bid, means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid. |

6.2 Transfers not to be registered

Despite rules 5.1(c) and 5.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 6.3.

6.3 Approving Resolution

(a) Where offers have been made under a Proportional Takeover Bid, the directors must:

(1) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and

(2) ensure that the resolution is voted on in accordance with this rule 6.3,

before the Approving Resolution Deadline.



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(b) The provisions of this constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 6.3(a), as if that meeting were a general meeting of the company.

(c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.

(d) Subject to rule 6.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.

(e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

(f) If an Approving Resolution has not been voted on in accordance with this rule 6.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution will be taken to have been passed in accordance with this rule 6.3 on the Approving Resolution Deadline.

6.4 Sunset

Rules 6.1, 6.2 and 6.3, cease to have effect at the end of 3 years beginning:

(a) where those rules have not been renewed in accordance with the Act, on the date that those rules were adopted by the company; or

(b) where those rules have been renewed in accordance with the Act, on the date those rules were last renewed.

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MGX Resources Limited

ABN 87 008 670 817

## Need assistance?

**Phone:**
1300 139 262 (within Australia)
+61 3 9415 4381 (outside Australia)

**Online:**
www.investorcentre.com/contact

## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AWST) on Monday, 16 November 2026.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

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

## Lodge your Proxy Form:

### Online:

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

Your secure access information is

**Control Number: 189099**

**SRN/HIN:**

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

### By Mail:

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

### By Fax:

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

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

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

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

# Proxy Form

**Please mark ☒ to indicate your directions**

## Step 1 Appoint a Proxy to Vote on Your Behalf

**I/We being a member/s of MGX Resources Limited hereby appoint**

☐ **the Chair of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MGX Resources Limited to be held at the Karri Room, Parmelia Hilton,14 Mill Street, Perth, Western Australia 6000 on Wednesday, 18 November 2026 at 10:30am (AWST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

| | | For | Against | Abstain |
|---|---|---|---|---|
| Resolution 1 | Re-election of Director – Alan Jones | ☐ | ☐ | ☐ |
| Resolution 2 | Re-election of Director – Evian Delfabbro | ☐ | ☐ | ☐ |
| Resolution 3 | Non-binding resolution to adopt the 2026 Remuneration Report | ☐ | ☐ | ☐ |
| Resolution 4 | Amendment to Constitution to adopt Proportional Takeover provisions | ☐ | ☐ | ☐ |

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

## Step 3 Signature of Securityholder(s)

*This section must be completed.*

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

**Update your communication details** *(Optional)*

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

| Mobile Number | Email Address |
|---|---|
| | |

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