Evolution Mining Limited

ABN 74 084 669 036

NOTICE OF ANNUAL GENERAL MEETING 2026

EXPLANATORY MEMORANDUM

SHAREHOLDER VOTING FORM

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Date of Annual General Meeting

Thursday 26 November 2026

Time of Annual General Meeting

11am (AEDT)

Venue of Annual General Meeting

The Mint

10 Macquarie Street

Sydney NSW 2000

Evolution Mining Limited

ABN 74 084 669 036

Sydney office
P +61 2 9696 2900
F +61 2 9696 2901
Level 26
85 Castlereagh Street
Sydney NSW 2000

www.evolutionmining.com

22 October 2026

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Dear Shareholder

On behalf of the Board of Directors, it is my pleasure to invite you to attend the 2026 Annual General Meeting (**AGM**) of Evolution Mining Limited (**Evolution** or **Company**). The AGM will be held as a physical meeting at The Mint, 10 Macquarie St, Sydney, commencing at 11am (AEDT) on Thursday 26 November 2026.

FY26 was a record year for Evolution, delivering outstanding results and creating substantial shareholder value. Our performance during the year underscored the quality of our portfolio and the strength of the strategy that has guided our business since inception 15 years ago.

Across our portfolio, we continue to see attractive organic opportunities capable of delivering long-term value for shareholders. We remain focused on disciplined investment and ensuring capital is allocated to the opportunities that generate the strongest returns.

Items of business

At the AGM, we will provide an overview of Evolution's performance during the financial year ended 30 June 2026 and share an update on the progress of our strategy.

The AGM also provides you with an opportunity to vote on matters important to you as a shareholder and ask questions.

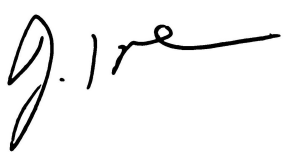
The resolutions for shareholders to consider and vote on are the following:

- the adoption of the FY26 Remuneration Report;
- the re-election of Peter Smith and Jacob (**Jake**) Klein as Directors of the Company;
- the refresh of the approval to issue securities under the Employee Share Option and Performance Rights Plan; and
- the granting of performance rights to Managing Director and CEO Lawrence (**Lawrie**) Conway.

The Evolution Board recommends shareholders vote in favour of all resolutions. Further detail on each of these resolutions is set out in the Notice of Meeting.

We look forward to your attendance and the opportunity to engage with you at our 2026 AGM.

Yours faithfully



Jake Klein
Chair

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IMPORTANT NOTICES

What you should do

STEP ONE – Read the meeting documentation

This is an important document. You should read the Notice of Annual General Meeting (AGM), Explanatory Memorandum and Shareholder Voting Form before deciding whether or not to vote in favour of any of the resolutions. If you do not understand any of the meeting documents, or are not sure what to do, please consult your legal or financial adviser immediately.

STEP TWO – Vote

If you are unable to attend the AGM in person, or if you would otherwise prefer to cast your vote before the Annual General Meeting, you should complete the Shareholder Voting Form (either by Direct Voting or by the appointment of a Proxy) and ensure that it (and any Power of Attorney under which it is signed) is received by the Company's share registry at the address given below not later than 11am (AEDT) on Tuesday 24 November 2026. Shareholder Voting Forms received after that time will be invalid.

Online: The Shareholder Voting Form can be lodged online by visiting https://au.investorcentre.mpms.mufg.com. You will need your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Shareholder Voting Form). You will be taken to have signed your Shareholder Voting Form if you lodge it in accordance with the instructions given on the website.

By mail:
Evolution Mining Limited
c/o MUFG Corporate Markets (AU) Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235 AUSTRALIA

By hand:
MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
PARRAMATTA NSW 2150 AUSTRALIA

** During business hours Monday to Friday (9am to 5pm)*

By fax: +61 2 9287 0309

For details on how to complete the Shareholder Voting Form, please refer to the instructions in the Notice of AGM and Shareholder Voting Form.

QUESTIONS

If you have any questions about any matter contained in this document, please contact the Company's share registry, MUFG Corporate Markets (AU) Limited, on +61 1300 554 474.

KEY DATES

Deadline for lodgement of Shareholder Voting Forms	11am (AEDT) on Tuesday 24 November 2026
Date and time for determining eligibility to vote	7pm (AEDT) on Tuesday 24 November 2026
Date and time of Annual General Meeting	11am (AEDT) on Thursday 26 November 2026

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*Notice is hereby given that the Annual General Meeting of Members of Evolution Mining Limited ABN 74 084 669 036 (**Evolution** or **Company**) will be held at The Mint, 10 Macquarie Street, Sydney NSW 2000 on Thursday 26 November 2026 at 11am (AEDT).*

AGENDA

BUSINESS

Annual Financial and Other Reports

To receive and consider the Annual Financial Report, the Sustainability Report, the Directors' Report and the Independent External Auditor's Reports of the Company for the financial year ended 30 June 2026.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report forming part of the Company's 2026 Annual Report for the year ended 30 June 2026 be adopted."

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-election of Mr Peter Smith as a Director of the Company

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

"That Mr Peter Smith, being a Director who retires in accordance with clause 8.1(d) of the Constitution of the Company and being eligible for re-election, is re-elected as a Director."

Resolution 3 – Re-election of Mr Jacob (Jake) Klein as a Director of the Company

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

"That Mr Jake Klein, being a Director who retires in accordance with clause 8.1(d) of the Constitution of the Company and being eligible for re-election, is re-elected as a Director."

Resolution 4 - Approval to issue securities under the Employee Share Option and Performance Rights Plan

To consider and, if thought fit, to pass the following as an ordinary resolution: "That the issue of securities under the Evolution Mining Limited Employee Share Option and Performance Rights Plan (as adopted by the Board on 18 August 2026) be approved for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, on the terms set out in the Explanatory Memorandum."

Resolution 5 – Issue of Performance Rights to Mr Lawrence (Lawrie) Conway

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

"That the issue of 285,468 Performance Rights to Mr Lawrence (Lawrie) Conway under the Evolution Mining Limited Employee Share Option and Performance Rights Plan be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes, on the terms set out in the Explanatory Memorandum."

ENTITLEMENT TO VOTE

Snapshot date

It has been determined that under regulation 7.11.37 of the Corporations Regulations, for the purposes of the AGM, shares in the Company will be taken to be held by the persons who are the registered holders at 7pm (AEDT) on Tuesday 24 November 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING EXCLUSION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

a. A member of the key management personnel (**KMP**) whose remuneration details are included in the 2026 Remuneration Report; or
b. A closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

a. The proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against) on the resolution; or
b. The vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
    i. Does not specify the way the proxy is to vote on the resolution; and
    ii. Expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with

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the remuneration of a member of the KMP.

In addition, in accordance with section 250BD of the Corporations Act 2001 (Cth) (**Corporations Act**), a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of such a person, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

Resolution 4 – Approval to issue securities under the Employee Share Option and Performance Rights Plan

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by any person who is eligible to participate in the Plan and their associates. Only Executive Directors are eligible to participate in the Employee Share Option and Performance Rights Plan (**Plan)**, so therefore Mr Conway, being the only Executive Director, and his associates will be excluded from voting on Resolution 4.

The Company will therefore disregard any votes cast in favour of the resolution by or on behalf of:

a. Mr Conway; or
b. An associate of Mr Conway.

However, this does not apply to a vote cast in favour of the 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; or
b. The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair 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.

In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 5 – Issue of Performance Rights to Mr Lawrence (Lawrie) Conway

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any Director of the Company who is eligible to participate in the (**Plan**) and their associates. Only Executive Directors are eligible to participate in the Plan so therefore Mr Conway, being the only Executive Director and his associates will be excluded from voting on Resolution 5.

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

a. Mr Conway; or

b. An associate of Mr Conway.

However, this does not apply to a vote cast in favour of the 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; or

b. The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

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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.

In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of such a person, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

DIRECT VOTING AND PROXIES

In the event that a shareholder of the Company (**Member**) entitled to attend and to vote at the AGM is unable to attend, the Member can vote either by:

- Direct Voting; or
- the appointment of a proxy to attend and vote.

DIRECT VOTING

If a direct vote is elected to be cast, shares are being voted directly and not through the appointment of a third party such as a proxy to act on behalf of a Member. Any vote must be cast either "for" or "against" each item of business on the Shareholder Voting Form – if the "abstain' box is marked, the vote for that item will be invalid.

PROXIES

A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and to vote instead of the Member. The proxy need not be a Member and can be an individual or a body corporate.

If a Member appoints a body corporate as a proxy, that body corporate will need to ensure that it:

a. Appoints an individual as its corporate representative to exercise its powers at the Annual General Meeting, in accordance with section 250D of the Corporations Act; and
b. Provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.

If such evidence is not received before the AGM, then the body corporate (through its representative) will not be permitted to act as a proxy.

Members are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Member's voting rights. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes. On a show of hands, neither proxy may vote if more than one proxy attends.

Any directed proxies that are not voted on any poll at the AGM by a Member's appointed proxy will automatically default to the Chair of the Annual General Meeting, who is required to vote proxies as directed on a poll.

The Corporations Act prohibits members of the KMP of the Company (which includes each of the Directors of the Company) from voting on the Remuneration Report (**Resolution 1**) and remuneration related resolutions (**Resolutions 4 and 5**) in certain circumstances. Where a member of the KMP is appointed as a proxy, that person must be directed as proxy how to vote on Resolutions 1, 4 and 5 (inclusive) (i.e. directed to vote 'for', 'against' or 'abstain'). Undirected proxy votes on Resolutions 1, 4 and 5 (inclusive) cannot be voted by a member of the KMP and will be treated as invalid by the Company. If you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on Resolutions 1, 4 and 5 (inclusive) by marking either the 'for', 'against' or 'abstain' box for each of Resolutions 1, 4 and 5 (inclusive).

The exception to the above prohibition is in the instance of the Chair of the Meeting who, under the Corporations Act, can vote undirected proxies where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with

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the remuneration of a member of the KMP. The Shareholder Voting Form accompanying this Notice of Meeting provides this express authorisation.

The Chair intends to vote undirected proxies on, and in favour of, each of the proposed resolutions.

A proxy must be signed by the Member or their attorney duly authorised in writing or, if the Member is a corporation, in accordance with the Corporations Act.

RETURNING THE SHAREHOLDER VOTING FORM

The Shareholder Voting Form and the Power of Attorney or other authority (if any) under which the Shareholder Voting Form is signed, or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, must be returned to the Company's share registry at an address given below by no later than 11am (AEDT) on Tuesday 24 November 2026:

Online: The Shareholder Voting Form can be lodged online by visiting https://au.investorcentre.mpms.mufg.com You will need your Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) (shown on the front of your Shareholder Voting Form). You will be taken to have signed your Shareholder Voting Form if you lodge it in accordance with the instructions given on the website.

By mail: Evolution Mining Limited
c/o MUFG Corporate Markets (AU) Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235
AUSTRALIA

By hand: MUFG Corporate Markets (AU) Limited *
Parramatta Square, Level 22, Tower 6
10 Darcy Street
PARRAMATTA NSW 2150 AUSTRALIA
** During business hours Monday to Friday (9am to 5pm).*

By fax: +61 2 9287 0309

To be valid, a Shareholder Voting Form and the Power of Attorney under which it is signed or proof thereof must be to the satisfaction of the Directors of the Company.

The Company reserves the right to declare invalid any proxy not received in this manner.

QUESTIONS AT THE AGM

Discussion will take place on all items of business to be considered at the Annual General Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the Annual General Meeting. During the Annual General Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following protocols:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Shareholders may submit questions prior to the AGM via the MUFG Corporate Markets (AU) Limited website (https://au.investorcentre.mpms.mufg.com) and by following the instructions or submitting the enclosed AGM Question Form by 5pm (AEDT) on Thursday 19 November 2026.

Listing Rule 15.1.4

Evolution Mining Limited confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. On the basis of this confirmation, ASX has not objected to this document under Listing Rule 15.1.4

By order of the Board



Evan Elstein
Company Secretary

Dated: 22 October 2026

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum is for the information of Members in connection with resolutions to be considered at the AGM of the Company to be held on Thursday 26 November 2026 at 11am (AEDT).

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolutions 2, 3, 4 and 5 are ordinary resolutions, which require a simple majority of votes cast by shareholders entitled to vote on the resolution.

BUSINESS

Annual Financial Report and Other Reports

The Corporations Act requires the Directors of the Company to lay before the AGM, the Company's Financial Report, the Sustainability Report, the Directors' Report and the Auditor's Reports for the financial year ended 30 June 2026. No formal resolution is required in respect of those reports.

The Annual Financial Report for the financial year ended 30 June 2026 has been prepared in accordance with Chapter 2M of the Corporations Act and comprises the financial statements, notes to the financial statements and the Directors' declaration, in compliance with the Australian Accounting Standards (section 295 of the Corporations Act).

The Sustainability Report for the financial year ended 30 June 2026 has been prepared in accordance with section 292A of the Corporations Act, and forms part of the Annual Financial Report. The Sustainability Report contains the climate-related financial disclosures required under the Corporations Act and the Australian Sustainability Reporting Standards (**AASB**), including AASB S2 Climate-related Disclosures. The Sustainability Report contains additional voluntary sustainability-related disclosures.

Provision will be made at the AGM for Members as a whole to ask questions or make comments in respect of the Company's Financial Report, the Sustainability Report, the Directors' Report and the management of the Company. Members may also ask the Company's auditor questions regarding the conduct of the audit, the independence of the auditor, the preparation and content of the reports and the accounting policies adopted by the Company in preparing the Financial Report, the Sustainability Report and the policies adopted by the Company in preparation of the Reports.

The Company's 2026 Annual Report, including the Financial Report and the Sustainability Report are available on the Company's website at www.evolutionmining.com.au/Reports/.

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Members the Remuneration Report as disclosed in the Company's 2026 Annual Report.

The vote is advisory only and is not binding on the Directors or the Company. A reasonable opportunity will be given to Members as a whole to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is also available on the Company's website at www.evolutionmining.com.au/Reports/.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to the Company's key management personnel (**KMP**) (including the Directors of the Company), sets out details of the remuneration and service agreement for each member of the KMP and sets out the details of any share-based compensation.

Under the Corporations Act, if at least 25% of the votes cast on the relevant resolution are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to Members at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the CEO, who for the purposes of clauses 8.1(c), (d) and (f) and 9.1 of the Constitution of the Company serves as the Managing Director) must retire unless they are re-elected at that meeting (**Spill Resolution**).

The Company did not receive a vote greater than 25% against the adoption of the Remuneration Report at the 2025 AGM and, as such, this 2026 Notice of Meeting does not contain a Spill Resolution.

For the voting exclusions applicable to this Resolution 1, please refer to the 'Voting Exclusion Statements' section of the Notice of Annual General Meeting.

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Board recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote in favour of this Resolution.

Note – The Chair of the AGM intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Peter Smith as a Director of the Company



The ASX Listing Rules require that the Company must hold an election of Directors each year and that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or three years, whichever is longer. Mr Smith was last re-elected by the Members at the Company's AGM held in 2023.

In accordance with clause 8.1(d) of the Constitution, Mr Smith will retire from office at the conclusion of the AGM and being eligible, has offered himself for re-election as a Director of the Company.

Mr Smith is a senior executive with 50 years' experience, primarily in the resources industry, working in the gold, coal, metals, and fertilisers sectors. He has held senior positions with Kestrel Coal Resources, Israel Chemical Limited, Newcrest Mining, Lihir Gold, WMC Resources, Western Metals, and Rio Tinto.

Mr Smith was formerly a Non-Executive Director of NSW Minerals Council, Iluka Resources Limited and Evolution Mining, Commissioner of PT NHM Indonesia, and Executive Director and Chairman of Western Metals Limited. He is currently a Non-Executive Director of Yancoal Australia Ltd.

Mr Smith was reappointed to the Evolution Mining Board on 1 April 2020 and is Lead Independent Director and Chair of the Risk and Sustainability Committee.

Mr Smith is considered by the Board to be Independent.

Prior to submitting himself for re-election, Mr Smith has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

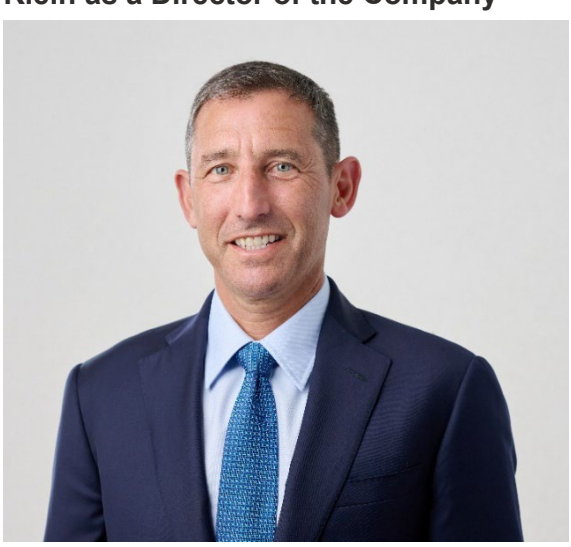
Board recommendation

Having reviewed Mr Smith's performance, the Board considers that he continues to make a valuable contribution to the Board. Mr Smith brings to the Board extensive experience in resources, international business activity, sustainability and governance across a range of resources related companies. His contribution in his role as Chair of the Risk and Sustainability Committee is particularly valued by the Board.

The Board, with Mr Smith abstaining, unanimously recommends that Members vote to approve Resolution 2.

Note – The Chair intends to vote all available proxies in favour of Resolution 2.

Resolution 3 – Re-election of Mr Jacob (Jake) Klein as a Director of the Company



The ASX Listing Rules require that the Company must hold an election of Directors each year. Mr Klein was last re-elected by the Members at the Company's AGM held in 2023.

In accordance with clause 8.1(d) of the Constitution, Mr Klein will retire from office at the conclusion of the

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AGM and being eligible, has offered himself for re-election as a Director of the Company.

Mr Klein was appointed Executive Chair in October 2011, following the merger of Conquest Mining Limited and Catalpa Resources Limited. Effective 1 July 2025, he transitioned to Non-Executive Chair. Previously he served as Executive Chair of Conquest Mining.

Prior to that, Mr Klein was President and CEO of Sino Gold Mining Limited, where he managed the development of that company into the largest foreign participant in the Chinese gold industry. Sino Gold was listed on the ASX in 2002 with a market capitalisation of A$100 million and was purchased by Eldorado Gold Corporation in late 2009 for more than A$2 billion. It became an ASX/S&P 100 Company, operating two award-winning gold mines and engaging more than 2,000 employees and contractors in China.

Prior to joining Sino Gold (and its predecessor) in 1995, Mr Klein was employed at Macquarie Bank and PwC.

Mr Klein is Executive Chair of Endura Mining (formerly Federation Mining), an unlisted mining company with a gold asset under development in New Zealand. Mr Klein is considered by the Board not to be independent.

Prior to submitting himself for re-election, Mr Klein has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Board recommendation

Having reviewed Mr Klein's performance, the Board considers that he continues to make a valuable contribution to the Board. Mr Klein brings extensive and unparalleled leadership, executive and operational gold mining experience to the Board as well as corporate and operational governance.

The Board, with Mr Klein abstaining, unanimously recommends that Members vote to approve Resolution 3.

Note – The Chair intends to vote all available proxies in favour of Resolution 3.

** Given Mr Klein's interest in this resolution, he will not chair the meeting for the consideration of Resolution 3. For the duration of this Resolution, the meeting will be chaired by a Non-Executive Director nominated by Mr Klein, pursuant to clause 7.5(d) of the Constitution.*

Resolution 4 – Approval to issue securities under the Employee Share Option and Performance Rights Plan

The Company seeks Member approval for the issue of equity securities under the Employee Share Option and Performance Rights Plan (**Plan**) under ASX Listing Rule 7.2, Exception 13(b) and Member approval of the Plan for the purposes of section 260C(4) of the Corporations Act.

ASX Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue securities if the number of securities issued or agreed to be issued, or when aggregated with the number of Shares issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of Shares on issue at the start of that 12 month period.

Listing Rule 7.2, exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue under an employee incentive scheme is not calculated as part of the 15% limitation if, within three years before the issue date, ordinary shareholders approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules.

Senior executive remuneration at Evolution Mining Limited (Evolution Mining or the Company) is determined by the non-executive members of the board of Evolution Mining (the Board), having consideration of relevant market practices and the circumstances of the Company on an annual basis. It is the view of the non-executive members of the Board that it is in the interests of shareholders for selected executives (the Participants) to receive part of their total remuneration (TR) in the form of at-risk securities that will vest based on performance against indicators that are aligned with shareholder expectations (Vesting Conditions).

The Plan is therefore designed to form a significant component of variable remuneration and to create alignment between shareholder benefit and the remuneration of Participants. If approved, grants under the Plan will facilitate Evolution Mining providing appropriate, competitive and performance-linked remuneration to the executives of the Company. The non-executive members of the Board seek to ensure that grants to executives are made at a level that will appropriately position their TR in the market, in accordance with the Company's remuneration policies. The Board regularly reviews

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market positioning, the elements and mix of remuneration for executives to ensure remuneration remains reasonable, within the range of market practices, and is appropriate to the circumstances of the Company.

The Existing Plan was last approved by shareholders on 23 November 2023 (Existing Plan). Following a review of the Existing Plan and market practice, the Board adopted a New Employee Share Option and Performance Rights Plan on 18 August 2026 (New Plan). The New Plan replaces the Existing Plan. No further grants will be made under the Existing Plan following shareholder approval of the New Plan, however awards previously granted under the Existing Plan will continue to be governed by the Existing Plan rules.

No securities have been issued under the New Plan as at the date of this Notice of Meeting.

The maximum number of equity securities proposed to be issued under the Plan within the three-year period from the date of the passing of Resolution 4 (subject to shareholder approval) is 30 million Performance Rights representing 1% of the undiluted Shares in the Company as at 30 September 2026. This number is proposed based on the number of Performance Rights issued in FY26 under the Existing Plan (being 7,975,769), extrapolated this over a three-year period. The maximum number is not intended to be a prediction of the actual number of securities to be issued under the Plan, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

If shareholders approve Resolution 4, any issue of securities under the Plan during the three-year period after the AGM will not use up any of the Company's 15% capacity on issuing equity securities without shareholder approval. However, exception 13 does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.

If shareholders do not approve Resolution 4, the issue of securities under the Plan will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue of the securities.

Background

In line with Company's remuneration philosophy, the Board believes that an equity-based incentive is a key component of the "at-risk" remuneration arrangements for employees. As such the Directors of the Company seek authorisation to issue Plan Interests (as defined below) under the Plan in accordance with ASX Listing Rule 7.2, Exception 13(b) so that any securities issued under the Plan will be excluded from the maximum number of new securities that may be issued by the Company in any 12-month period for a period of three years from the date of approval. The Board considers it desirable to maintain this flexibility so that it may access capital under ASX Listing Rule 7.1 through subsequent issues should they be required.

The Company is also seeking Member approval of the Plan in order that it may obtain the benefit of the exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme approved by Members.

A copy of the terms and conditions of the New Plan is available on the Company's website.

A summary of the terms of the Plan is set out in Appendix A.

Board recommendation

The Directors unanimously recommend that Members vote to approve Resolution 4.

Note – The Chair intends to vote all available proxies in favour of Resolution 4.

Resolution 5 – Issue of Performance Rights to Mr Lawrence (Lawrie) Conway under the Employee Share Option and Performance Rights Plan

ASX Listing Rule 10.14 requires member approval for the acquisition of securities by a director under an employee incentive scheme. If approved, the approval applies to the issue of the Performance Rights and the issue of ordinary fully paid shares (Shares) (if any) on the vesting of the Performance Rights.

Resolution 5 is seeking Member approval for the grant of 285,468 Performance Rights to Mr Conway under the Company's New Plan (as set out in Resolution 4 above) Employee Share Option and Performance Rights Plan (Plan)).

The number of Performance Rights proposed to be issued to Mr Conway is the maximum amount of Performance Rights that will vest if they satisfy what the Board considers exceptional performance achievement, as described below. The number of Performance Rights available for vesting at each level

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of performance is listed below including the percentage of Mr Conway's TFR

Level of performance achieved	Number of Performance Rights Vesting	% of TFR
Threshold	95,428	117%
Target	190,853	234%
Exceptional	285,468	350%

The vesting of the Performance Rights incorporates performance conditions which trigger vesting at 'threshold', 'target' and 'exceptional' performance levels and the vesting scales have been designed appropriately to reward within these ranges based on the Company performance.

The Performance Rights will be issued in accordance with the rules of the Plan and in a single tranche to be performance tested at the end of a three-year period ending 30 June 2029. Subject to the satisfaction of the performance conditions described below and to any adjustment in accordance with the rules of the Plan (e.g. upon a reconstruction of securities), Mr Conway will receive one share in the Company for each Vested Performance Right granted to him.

Approval of Resolution 5 will result in the grant of Performance Rights within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of Performance Rights to Mr Conway will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1. The issue of Shares in the Company on the vesting of the Performance Rights will also be excluded from ASX Listing Rule 7.1.

If Resolution 5 is not approved by shareholders, the Company will not grant Performance Rights to Mr Conway. This may impact the Company's ability to incentivise Mr Conway and align his remuneration arrangements in the best long-term interests of shareholders. Instead, the Board will need to consider alternative remuneration arrangements, which may be contrary to the Company's remuneration philosophy and framework, including higher cash components of the remuneration for Mr Conway.

Performance Conditions of Performance Rights

Upon the Vesting Conditions having been satisfied (as determined and ratified by the Board) (**Vesting Date**), Mr Conway will be allocated Shares. This is conditional on Mr Conway remaining as an employee of the Company up to and including the Vesting Date.

The number of Performance Rights which vest on the Vesting Date will depend on the extent to which the Vesting Conditions have been satisfied for the measurement period.

The Vesting Conditions will be based on:

Measure	Weighting
The Company's relative total shareholder return (**TSR**) measured against the TSR for a peer group of comparator gold mining companies (**Peer Group Companies**) (**Relative TSR Performance Rights**)	25%
The Company's absolute TSR return (**Absolute TSR Performance Rights**)	25%
The Company's relative AISC performance measured against the AISC cost performance for the Peer Group Companies. (**AISC Performance Rights**)	25%
Growth in Ore Reserves Per Share (**Ore Reserves Performance Rights**)	25%

The Peer Group Companies for the FY27 Performance Rights comprise the following:

FY27 Peer Group Companies	
Alamos Gold Inc	AngloGold Ashanti Limited
B2Gold Corp	Centerra Gold Inc
Eldorado Gold	Endeavour Mining
Equinox Gold Corp	Genesis Minerals
Gold Fields Limited	Kinross Gold Corporation Ltd
Northern Star Resources	Oceana Gold
Ramelius Resources	Regis Resources
Westgold Resources	

The Board has the discretion to adjust the composition and number of the Peer Group Companies on an annual basis for each year's Performance Rights grant, to take into account events including, but not limited to, takeovers, mergers and de-mergers that might occur during the relevant period. Any adjustments made to the Peer Group Companies will be disclosed in the Company's remuneration report.

The effective testing date for the Performance Rights is 30 June 2029 with the testing to occur within 90 days after that date. Performance Rights will lapse after testing if they do not vest. There is no re-testing.

Relative TSR Performance Rights

25% of the Performance Rights will be tested against the Company's TSR performance ranking relative to the Peer Group Companies (**Relative TSR**

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Performance Rights). The Company's TSR performance will be based on the percentage by which its 30-day volume weighted average share price on ASX (**VWAP**) at the close of trade on 30 June 2029 (plus the value of any dividends paid during the performance period) (**2029 Evolution TSR**) has increased over the company's 30-day VWAP at the close of trade on the 30 June 2026.

The TSR for each Peer Group Company will be based on the percentage by which each Peer Group Company's 30-day VWAP at the close of trade on 30 June 2029 (plus the value of any dividends paid during the performance period) (each a **2029 Peer Group TSR**) has increased over that company's 30-day VWAP at the close of trade on 30 June 2026.

The proportion of the TSR Performance Rights that will vest will be based on the 2029 Evolution TSR as compared to the 2029 Peer Group TSRs and will be determined as follows:

Level of performance achieved	2029 Evolution Relative TSR performance as compared to the 2029 Peer Group TSRs	% of Relative TSR Performance Rights vesting
Threshold	Below 9th ranking	0%
	9th ranking	33%
Target	8th ranking	50%
	4th to 7th ranking	Straight-line pro-rata between 50% and 100%
Exceptional	Top 3 ranking	100%

Absolute TSR Performance Rights

25% of the Performance Rights will be tested against the Company's absolute TSR performance relative to the 2026 Evolution VWAP (**Absolute TSR Performance Rights**), measured as the cumulative annual TSR over the three-year performance period ending 30 June 2029.

The proportion of the Absolute TSR Performance Rights that will vest will be determined by the Company's Absolute TSR Performance as follows:

Level of performance achieved	2029 Company Absolute TSR Performance	% of Absolute TSR Performance Rights vesting
Threshold	10% Per Annum Return	33%
	Above 10% Per Annum Return and below 12.5% Per Annum Return	Straight-line pro-rata between 33%and 66%
Target	12.5% Per Annum Return	66%
	Above 12.5% Per Annum Return and below 15% Per Annum Return	Straight-line pro-rata between 66% and 100%
Exceptional	15% Per Annum Return or above	100%

Relative AISC Performance Rights

25% of the Performance Rights will be tested against the Company's relative ranking of its All In Sustainable Cost (**AISC**) per ounce performance for the 12-month period ending 30 June 2029 (**Evolution AISC**) compared to the AISC per ounce performance ranking of the Peer Group Companies for the same period (**Peer Group AISC**). The proportion of the AISC Performance Rights that will vest will be determined as follows:

Level of performance achieved	2029 Evolution AISC per ounce performance as compared to the Peer Group AISC	% of AISC per ounce Performance Rights vesting
Threshold	Below 9th ranking	0%
	9th ranking	33%
Target	8th ranking	50%
	4th to 7th ranking	Straight-line pro-rata between 50% and 100%
Exceptional	Top 3 ranking	100%

Growth in Ore Reserves Per Share

The remaining 25% of the Performance Rights will be tested against the Company's growth in Ore Reserves Per Share, calculated by measuring the growth over the three year performance period by comparing the baseline measure of the Ore Reserves as at 31 December 2025 (**Baseline Ore Reserves**) to the Ore Reserves as at 31 December 2028 on a per Share basis, based on the number of Shares on issue at that date (being 31 December for each measurement year) with testing to be performed at 30 June 2029. The proportion of the Growth in Ore Reserves Per Share Performance Rights that will vest will be determined as follows:

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Level of performance achieved	2029 Company Ore Reserves Per Share Performance	% of Ore Reserves Per Share Performance Rights vesting
Threshold	90% of Baseline Ore Reserves	33%
	Above 90% of Baseline Ore Reserves but below 100% of Baseline Ore Reserves	Straight-line pro-rata between 33% and 66%
Target	100% of Baseline Ore Reserves	66%
	Above 100% of Baseline Ore Reserves and below 120% of Baseline Ore Reserves	Straight-line pro-rata between 66% and 100%
Exceptional	120% and above of Baseline Ore Reserves	100%

Disclosure for the purposes of ASX Listing Rule 10.15 regarding Resolution 5

To enable Member approval to be effectively obtained under ASX Listing Rule 10.14, the following disclosures are made pursuant to ASX Listing Rule 10.15:

1. Mr Conway is a Director of the Company and therefore falls within ASX Listing Rule 10.14.1 such that shareholder approval is required for Mr Conway to acquire securities under an employee incentive scheme.
2. The maximum number of Performance Rights that can be granted to Mr Conway under this approval is 285,468.
3. There is no loan proposed in relation to the proposed award of Performance Rights to Mr Conway.
4. The Performance Rights that are to be awarded to Mr Conway are intended to be awarded as soon as practicable after the 2026 AGM and in any event will not be awarded later than 12 months after the 2026 Annual General Meeting.
5. Vested Performance Rights will convert to Shares on a one-for-one basis.
6. The price payable on the issue or exercise of each Performance Right is nil.
7. The details of Mr Conway's current remuneration package are set out below:

Remuneration component	Amount
Total Fixed Remuneration (including superannuation) (TFR)	$1,245,000
Short Term Incentive (STI) (% of TFR (on a face value basis))	75% at Target 112.5% at Stretch
Long Term Incentive (LTI) (% of TFR (on a face value basis))	117% at Threshold 234% at Target 350% at Exceptional

8. Mr Conway currently holds (directly and indirectly) 1,437,750 Performance Rights issued under the Existing Plan. The number of securities previously issued to Mr Conway under the Plan is 6,301,852 Performance Rights, each for a nil acquisition price. The number of Performance Rights that have been converted to Shares is 4,026,306. No Performance Rights have been issued to Mr Conway under the New Plan as at the date of this Notice of Meeting.
9. Details pursuant to ASX Listing Rule 10.15.6 with respect to the value of the Performance Right and the basis for that value is set out in the table below. The Company commissioned an independent valuation in respect of the amounts set out below and which used a Black-Scholes model to value the Performance Rights.

Proposed Grant	Face value	Fair value
FY27 Performance Rights	$4,357,500[1]	$ 4,005,116 [2]

10. A summary of the material terms of the Plan can be found in Appendix A.
11. The Company uses Performance Rights to incentivise Mr Conway to deliver the Company's growth strategy and financial performance in the interests of shareholders and because:
    - they are unquoted, therefore their grant has no immediate dilutionary impact on shareholders;
    - their issue will align the interests of Mr Conway with those of shareholders;

[1] The face value has been calculated based on the volume weighted average price (VWAP) of shares traded on the ASX over the 10-trading day period following the release of full year financial results, commencing on 20 August 2026.

[2]. The fair value has been calculated using the Black-Scholes model, having regard to these inputs: the annual dividend for FY26 of 41 cents per share and the 10-day VWAP of $15.26.

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- their issue is a reasonable and appropriate method to provide cost effective remuneration, as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Conway as part of his LTI; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting Performance Rights on the terms proposed.

12. The Executive Director, being Mr Conway, is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the Plan.
13. For the voting exclusions applicable to Resolution 5, please refer to the 'Voting Exclusion Statements'' section of the Notice of Annual General Meeting.
14. Member approval for Resolution 5 is sought under ASX Listing Rule 10.14 and is not required under ASX Listing Rule 7.1.
15. Details of any Performance Rights issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Board recommendation

The Board, with Mr Conway abstaining, unanimously recommends that Members vote to approve Resolution 5.

Note – The Chair intends to vote all available proxies in favour of Resolution 5.

Appendix A: Key Terms of the Employee Share Option and Performance Rights Plan

The Board is empowered under the Plan terms and conditions to determine the key terms of any Options or Performance Rights (**Plan Interests**) allocated under the Plan.

Instrument

If this resolution is approved, eligible employees will be invited to receive Rights. These Rights may vest when performance-based/service-based Vesting Conditions are satisfied. The Rights are indeterminate Rights which may be settled either in cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be settled in Shares (including Restricted Shares, which are Shares subject to a disposal restriction).

The value that may be realised is a function of performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercising Rights. The type of equity proposed to be granted has been selected because it creates a strong link between performance and reward.

Eligibility

The Plan is open to eligible employees, namely the Managing Director and Chief Executive Officer or any employee who directly reports to the Managing Director and Chief Executive Officer of the Company (or any Group Company) or any other person who is declared by the Board to be eligible to be granted a Right or Option under the Plan from time to time (**Eligible Employees**).

Participation

Each Eligible Employee who acquires a legal or beneficial interest in a Plan Interest (including the legal personal representative of the person) becomes a 'Participant' in the Plan.

Notification

Eligible Employees will be notified by the Board of their entitlement to acquire a Plan Interest and become a Participant in the Plan in such form and subject to such conditions as the Board determines.

The notification will specify the terms attaching to the offer, including each of the following (as applicable):

- The number and type of Plan Interests to which the notification relates
- The date of the notification
- The date by which Participants are required to opt out if they do not wish to become Plan Participants
- Any application price (if any) by Eligible Employees to acquire the Plan Interests
- Any exercise price payable by Participants (if any)

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- The date which unvested Plan Interests will lapse or expire (**Expiry Date**)
- Any conditions that must be satisfied in relation to a Participant's and/or the Company's performance during a specified period (**Performance Conditions**)
- Any requirements additional to the Performance Conditions that must be met to release Plan Interests from the Plan (and deliver Shares to Participants) (**Vesting Conditions**); and
- Any conditions that will result in a Plan Interest lapsing (**Lapsing Conditions**).

Term

Each Right has a Term of 15 years from the Grant Date. If not exercised within that Term the Rights will lapse.

Dividend Equivalents

Once Rights vest, Participants will be entitled to Dividend Equivalent payments at the same time as when cash dividends are paid in respect of Shares. Entitlement to Dividend Equivalents will cease when the Participant ceases to be an employee of the Group. Dividend Equivalents will be calculated as the sum of cash dividends and franking credits per Share multiplied by the number of vested Rights held by the Participant at the time a cash dividend is paid by the Company.

Disposal restrictions

All Shares acquired by participants or held by the trustee of the Employee Share Trust (EST) for the benefit of participants as a consequence of the exercise of rights are generally initially restricted Shares, and shall be subject to a disposal restriction being that such Shares may not be sold or disposed of in any way until their sale would not breach either:

a) the Company's share trading policy, or

b) Division 3 of Part 7.10 of the Corporations Act (insider trading restrictions which in essence make it an offense to sell shares when you hold price sensitive information not available to the public), and

c) following expiry of the specified disposal restriction, if any, applicable to the restricted Shares.

Evolution Mining will ensure that such restrictions are enforced due to the presence of CHESS holding locks or alternatively by any trustee of an employee share trust that may be engaged in connection with the Plan.

Disposal and exercise restriction Release at taxing point

In the event that a taxing point arises in relation to restricted rights or restricted Shares and the exercise restrictions or specified disposal restrictions have not elapsed then they will cease to apply to 50% of the taxable rights and Shares. This ensures that unreasonable tax outcomes are avoided.

Cost of Rights and exercise price

No amount is payable by Participants for Rights.

No amount will be payable by Participants to exercise Rights.

The value of the Rights forms part of the remuneration of the Participants.

Rights of Participants

Unless Lapsing Conditions are triggered or the Expiry Date reached, Plan Interests remain subject to the terms and conditions of the Plan until all applicable Performance Conditions and Vesting Conditions are achieved. Upon vesting and exercise of Plan Interests (as applicable), Participants will receive Shares (which are no longer held under the Plan). Shares delivered by the Company upon vesting of Plan Interests will rank equally with all other Shares in the Company.

A holder of Plan Interests is not entitled to participate in a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Options or Performance Rights.

The Company will apply for quotation on the official list of the ASX of the Shares (as the case may be) or upon the exercise of an Option issued or a vested Performance Right that vests under the Plan. The Company will not seek official quotation by ASX of any Options or Performance Rights.

Change of Control

In the event of a Change of Control, the Board will apply its discretion for the treatment of awards.

Discretion to make cash payment

The Board may determine that the Company will satisfy its obligations under the Plan by making a cash payment to the Participant in lieu of allocating Shares to the Participant.

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Board discretion and preventing inappropriate benefits

The Board has sole discretion to determine that some or all rights held by a participant that are unvested rights or vested rights which are subject to an exercise restriction period, will lapse on a specified date if allowing the rights to be retained or exercised by the participant would, in the opinion of the board, result in an inappropriate benefit to the participant. Such circumstances include but are not limited to if:

a) A participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board, including bringing the Company into disrepute.

b) The Board determines that a participant or participants took actions that caused harm or are expected to cause harm to the Company's stakeholders.

c) The Board forms the view that a participant or participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company.

d) The Board forms the view that participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety.

e) A participant becomes the employee of a competitor or provides services to a competitor, either directly or indirectly, (as determined by the Board and unless otherwise determined by the Board).

f) There has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of rights previously vested than should have, in light of the corrected information.

g) The Board determines that unacceptable "ESG" (environmental, social and governance) outcomes have been identified.

h) The participant has committed an act of fraud dishonesty, defalcation or gross misconduct.

i) The participant is terminated for cause.

j) The participant is in breach of their individual obligations to the Company (including any Company policy applicable to them).

k) The Board determines that the participant has not adhered to the Company's values or risk framework to an unacceptable extent.

l) The participant has engaged in activities with the aim of achieving the goals outlined to them in a manner which is unsustainable or likely to detract from long term value of the Group.

Bonus issues, Rights issues, voting and dividend entitlements

The number of rights held by participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the participant. Right holders will not participate in shareholder rights issues.

Rights do not carry voting or dividend entitlements. Shares (including restricted shares) issued when rights are exercised carry all entitlements of shares, including voting and dividend entitlements.

Hedging

The Company prohibits the hedging of rights or shares subject to disposal restrictions by specified participants.

Assignment

Plan Interests issued under the Plan are not transferable or assignable.

Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable Listing Rules) in addition to those set out in the Plan.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board, but any such suspension or termination will not affect nor prejudice rights of any Participant holding Plan Interests at that time. The Plan may be amended at any time by the Board.

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Evolution MINING

ACN 084 669 036

LODGE YOUR VOTE

ONLINE
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X99999999999

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VOTING FORM

I/We being a member(s) of Evolution Mining Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

☐ **elect to lodge my/our vote(s) directly (mark box)**

in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 26 November 2026,** and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 26 November 2026 at The Mint, 10 Macquarie St, Sydney** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-election of Mr Peter Smith as a Director of the Company	☐	☐	☐
3 Re-election of Mr Jacob (Jake) Klein as a Director of the Company	☐	☐	☐
4 Approval to issue securities under the Employee Share Option and Performance Rights Plan	☐	☐	☐
5 Issue of Performance Rights to Mr Lawrence (Lawrie) Conway	☐	☐	☐

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SAMPLE

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lo

dge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Tuesday, 24 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Evolution Mining Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

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BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only

SAMPLE