All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX/AIM Code: CLA
Email: hello@automicgroup.com.au

For personal use only

23 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Celsius Resources limited ACN 009 162 949 (ASX/AIM: CLA or "the **Company**"), advises the 2026 Annual General Meeting will be held virtually and in person at Suite 9, 110 Hay Street Subiaco WA 6008 on Thursday, 26 November 2026 at 4:00pm AWST (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://celsiusresources.com/announcements or the Company's ASX market announcements platform at www.asx.com.au (ASX: CLA).

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

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

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

Shareholder queries in relation to the Meeting

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

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

Authorised for ASX release by Managing Director, Bardin Davis.

For personal use only

Celsius Resources Limited
ACN 009 162 949

Notice of Annual General Meeting

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

Time and date:	4:00pm (AWST) on Thursday, 26 November 2026
In-person:	Suite 9, 110 Hay Street Subiaco WA 6008
Virtually:	via Microsoft Teams

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 (8) 9388 8290

Shareholders are urged to vote by lodging the Proxy Form

Celsius Resources Limited
ACN 009 162 949
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Celsius Resources Limited (**Company**) will be held at Suite 9, 110 Hay Street Subiaco WA 6008 on Thursday, 26 November 2026 at 4:00pm (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 24 November 2026 at 4:00pm (AWST).

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

For personal use only

Agenda

1 Annual Report

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

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

2 Resolutions

Resolution 1 – Remuneration Report

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

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

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

Resolution 2 – Spill Resolution

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

'That, in accordance with section 250V(1) of the Corporations Act and for all other purposes, Shareholders approve the following:

(a) *the Company holding another meeting of Shareholders within 90 days of this Meeting (**Spill Meeting**);*

(b) *all Vacating Directors cease to hold office immediately before the end of the Spill Meeting; and*

(c) *resolutions to appoint persons to offices that will be vacated pursuant to Resolution 2(b) being put to the vote at the Spill Meeting*,

on the terms and conditions in the Explanatory Memorandum.'

Note: If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw this Resolution.

Resolution 3 – Election of Director – Mr George Bujtor

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

'That, for the purposes of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr George Bujtor, a Director who was appointed as a Director by the Board on 14 July 2026, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Re-election of Director – Mr Paul Dudley

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

'That, Mr Paul Dudley, who retires in accordance with clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval of change of Auditor

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

'That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect from the conclusion of this Meeting, on the terms and conditions in the Explanatory Memorandum.'

For personal use only

Resolution 7 – Approval to issue Director ZEPOs

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

'That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 19,000,000 Director ZEPOs to Mr George Bujtor (or his nominee/s) under the Plan, on the terms and conditions in the Explanatory Memorandum.'

3 Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 2: In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 7: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on this Resolution if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

For personal use only

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

4 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 5:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and

(b) **Resolution 7:** by or on behalf of Mr George Bujtor (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

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

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

(b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

BY ORDER OF THE BOARD



Ian Hobson
Company Secretary
Celsius Resources Limited
Dated: 23 October 2026

For personal use only

Celsius Resources Limited
ACN 009 162 949
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 9, 110 Hay Street Subiaco WA 6008 on Thursday, 26 November 2026 at 4:00pm (AWST) (**Meeting**).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Spill Resolution
Section 6	Resolution 3 – Election of Director – Mr George Bujtor
Section 7	Resolution 4 – Re-election of Director – Mr Paul Dudley
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Approval of change of Auditor
Section 10	Resolution 7 – Approval to issue Director ZEPOs
Schedule 1	Definitions
Schedule 2	Nomination of Auditor
Schedule 3	Terms and conditions of Director ZEPOs
Schedule 4	Summary of material terms of the Plan
Schedule 5	Valuation of Director ZEPOs

A Proxy Form is made available with the Explanatory Memorandum.

For personal use only

For personal use only

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Attending the Meeting virtually

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

The technology used to hold the Meeting will be reasonable and, Shareholders entitled to attend and vote at the Meeting, will be able to:

(a) view the Meeting live;

(b) exercise a right, orally and in writing, to ask questions and make comments; and

(c) cast votes in real time on a poll during the Meeting.

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than 4:00pm (AWST) on 25 November 2026 the day prior to the day of the Meeting, by email to the Company Secretary at ian.hobson@celsiusresources.com.au including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to participate in the virtual Meeting via Teams (a web-based meeting portal).

2.3 Voting by poll

All votes taken at the Meeting will be conducted by way of a poll, taken both physically at the Meeting and electronically. Shareholders who wish to vote by poll during the virtual Meeting must first notify the Company of their intention by emailing the Company Secretary at ian.hobson@celsiusresources.com.au, by no later than 4:00pm (AWST) on 25 November 2026, the day prior to the Meeting.

Shareholders will be able to submit their email poll votes immediately after the Chair calls for a vote on each Resolution and up to a period of one hour after the Meeting ends. This means that the outcome of each Resolution will not be able to be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to count such poll votes submitted by email.

2.4 Voting by a corporation

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

2.5 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person or virtually, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement

of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person or virtually.

Please note that:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Your proxy voting instruction must be received by 4:00pm (AWST) on Tuesday, 24 November 2026 being not later than 48 hours before the commencement of the Meeting.

2.6 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 2 (inclusive) even though these Resolutions are connected directly or indirectly with the remuneration of the Company’s Key Management Personnel.

For personal use only

In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

2.7 Submitting questions

Shareholders are encouraged to submit any questions that they may wish to put to the Company during the Meeting in writing by email to the Company Secretary at ian.hobson@celsiusresources.com.au, by no later than 4:00pm (AWST) on 25 November 2026, the day prior to the Meeting.

Shareholders will also be able to ask questions during the Meeting using the web-based meeting portal, and Shareholders will be required to give their names when asking a question.

2.8 Depositary Interest holders

(a) **Persons entitled to vote**

The Form of Instruction (accompanying this Notice of Meeting) must be signed by the depositary interest holder or an attorney duly authorised in writing and deposited at the office of the Depositary, Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY by 4:00PM (UK Time) on 20th November 2026. Any Form of Instruction received after that time will not be valid for the Meeting.

(b) **CREST Voting**

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 4:00PM (UK Time) on 20th November 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

For personal use only

(c) **Attending Meeting**

Should the depositary interest holder, or a representative of that holder wish to attend the Meeting as a guest, they must notify the Depositary in writing or email at UKALLDITeam2@computershare.co.uk by on 20th November 2026 at 4:00PM (UK Time).

2.9 Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 9388 8290 if they have any queries in respect of the matters set out in this Notice or the Explanatory Memorandum.

3. Annual Report

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

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

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

(a) discuss the Annual Report which is available online at https://celsiusresources.com.au;

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

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

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

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

(b) the conduct of the audit;

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

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

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

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

4. Resolution 1 – Remuneration Report

4.1 General

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

For personal use only

executive Directors, specified executives and non-executive Directors.

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

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

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

The Company's Remuneration Report received a Strike at the 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that this may result in the re-election of the Board (excluding the Managing Director) pursuant to Resolution 2.

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

4.2 Additional information

Resolution 1 is an ordinary resolution.

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

5. Resolution 2 – Spill Resolution

5.1 General

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw this Resolution. Section 250V(1) of the Corporations Act requires Resolution 2 to be put to vote as set out in Section 4.1.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a Spill Meeting within 90 days of this Meeting. All of the Directors who were in office when the relevant Directors' Report was approved, other than the Managing Director, cease to hold office immediately before the end of the Spill Meeting. Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Shareholders should be aware that the convening of a spill meeting will result in the Company incurring material additional expense in conducting a meeting (including legal, printing, mail out and registry costs) as well as potential disruption to its focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources.

Moreover, Shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at any subsequent meeting of Shareholders. This would mean there is no barrier to the existing major Shareholders of the Company exercising their voting

For personal use only

rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

In the Board's view it would be inappropriate to remove all of the non-executive Directors in the circumstances. However, the Board recognises that Shareholders can remove a Director by a majority Shareholder vote at any time for any reason.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting, three Directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the Resolution for their appointment (even if less than half the votes cast on the Resolution were in favour of their appointment).

5.2 Additional information

Resolution 2 is an ordinary resolution.

Managing Director Mr Bardin Davis being the only Director without an interest in the outcome of this Resolution recommends that Shareholders vote **AGAINST** this Resolution 2.

6. Resolution 3 – Election of Director – Mr George Bujtor

6.1 General

Clause 15.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 15.4 and Listing Rule 14.4 both require that a Director appointed as a casual vacancy or as an addition to the existing Board must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment and is eligible for re-election at the annual general meeting.

Mr George Bujtor was appointed by the Board as a Director on 14 July 2026. Accordingly, Mr Bujtor retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

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

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

6.2 Mr George Bujtor

Qualifications: Bachelor of Applied Science (Geology & Mining Engineering), Master of Mineral Economics, Master of Engineering Science in Mining Engineering and a Master of Business Administration.

Mr Bujtor is a highly distinguished mining executive with over 50 years of technical, commercial and leadership experience across the global resources sector.

Mr Bujtor spent over 25 years with Rio Tinto, holding senior technical, development, and commercial roles in Australia. He has been predominantly based in the Philippines since 2005

For personal use only

and has held a series of senior roles within the Philippine mining sector, including as Managing Director of both Toledo Mining Corporation plc and Carmen Copper Corporation. During his time with Toledo Mining, Mr Bujtor oversaw the successful funding and development of the Berong Nickel Laterite Project. As Managing Director of Carmen Copper, he led the ramp-up to full production of the rehabilitated Carmen Copper Project, the optimisation of by-product production and a US$300 million financing.

Mr Bujtor does not hold any material directorships other than as stated in this Notice.

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

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

The Company confirms that it undertook appropriate checks into Mr Bujtor's background and experience prior to his appointment to the Board and that these checks did not identify any information of concern.

6.3 Board recommendation

The Board (other than Mr Bujtor who abstains from making a recommendation given his personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 3 for the following reasons:

(a) Mr Bujtor's strong technical expertise, senior leadership and governance experience will assist the Company in achieving its strategic objectives in the short and medium term; and

(b) Mr Bujtor has a proven track record in successfully funding, developing and operating Philippine mining projects.

6.4 Additional information

Resolution 3 is an ordinary resolution.

7. Resolution 4 – Re-election of Director – Mr Paul Dudley

7.1 General

Clause 15.2 of the Constitution requires that one-third of the Directors shall retire from office, provided that no Director except a Managing Director shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. A Director who retires in accordance with clause 15.2 of the Constitution is eligible for re-election.

As at the date of this Notice, the Company has three Directors (not including Mr Bujtor, who seeks election pursuant to Resolution 3, and the Managing Director) and accordingly, one Director must retire.

For personal use only

Mr Paul Dudley has held office the longest since last being elected by Shareholders. Accordingly, Mr Dudley retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 4.

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

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

7.2 Mr Paul Dudley

Qualifications: Bachelor of Science (Honours), FCA, MSI.

Mr Dudley has over 25 years' business experience, working across various sectors including within natural resources, corporate finance, regulatory and financial services.

Mr Dudley is a Fellow of the Chartered Institute of Accountants of England and Wales and a Member of the UK's Chartered Institute of Securities and Investment. He qualified as a Chartered Accountant at PwC and whilst at WH Ireland plc, he worked as a Qualified Executive for the purposes of the AIM Rules, acting as a Nominated Adviser from 2004 to 2007. In addition, he has worked at various significant investment companies including Gresham House plc, Sigma Capital Group plc and the London Stock Exchange.

Mr Dudley is currently a director of Pyne Gould Corporation Ltd, Watercycle Technologies Ltd and Rockwood Strategic Plc, a UK listed Investment Trust. He is also the founder of Aer Ventures Limited, a business advisory company.

Mr Dudley does not hold any material directorships other than as stated in this Notice.

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

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

7.3 Board recommendation

The Board (other than Mr Dudley who abstains from making a recommendation given his personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 4 for the following reasons:

(a) Mr Dudley's financial services experience in the resources industry will continue to enhance the Board's ability to perform its role; and

(b) Mr Dudley has an in-depth knowledge and understanding of the Company and its business which will be instrumental in the growth of the Company moving forward.

7.4 Additional information

Resolution 4 is an ordinary resolution.

For personal use only

For personal use only

8. Resolution 5 – Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

8.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $14.89 million, based on the closing price of Shares ($0.004) on 12 October 2026.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue two quoted classes of Equity Securities, being Shares and Options.

(c) **What Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

For personal use only

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 8.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

(g) **What is the effect of Resolution 5?**

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 8.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

For personal use only

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 8.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	**Dilution**			
	Issue price per Share	**$0.0020** **50% decrease in Current Market Price**	**$0.004** **Current Market Price**	**$0.01** **100% increase in Current Market Price**
3,724,664,005	10% Voting Dilution	372,466,401	372,466,401	372,466,401
Variable A Shares	Funds raised	$744,933	$1,489,866	$2,979,731
5,586,996,008	10% Voting Dilution	558,699,601	558,699,601	558,699,601
50% increase in Variable A Shares	Funds raised	$1,117,399	$2,234,798	$4,469,597
7,449,328,010	10% Voting Dilution	744,932,801	744,932,801	744,932,801
100% increase in Variable A Shares	Funds raised	$1,489,866	$2,979,731	$5,959,462

Notes:

1. The table has been prepared on the following assumptions:
   (a) The issue price is the current market price ($0.004), being the closing price of the Shares on ASX on 12 October 2026, being the latest practicable date before this Notice was signed.
   (b) Variable A comprises of 3,724,664,005 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
   (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
   (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
   (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed

For personal use only

that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company did not obtain Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 26 November 2025. In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8.4 Additional information

Resolution 5 is a **special** resolution and therefore requires approval of 75% of the votes cast by

For personal use only

Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 5.

9. Resolution 6 – Approval of change of Auditor

9.1 General

The Board resolved to appoint Grant Thornton Audit Pty Ltd (**Grant Thornton**) as the Company's auditor based on the firm's reputation and experience. Grant Thornton is a registered company auditor, has had previous experience in conducting audits of public companies (listed and unlisted), and is a well-known and respected firm.

The appointment followed the resignation of RSM Australia Partners and ASIC's consent to the resignation in accordance with section 329(5) of the Corporations Act.

Pursuant to section 329(8) of the Corporations Act and in accordance with Regulatory Guide 26 issued by the ASIC, the resignation, and replacement appointment, took effect immediately on 20 April 2026.

Grant Thornton has been partly paid for its audit services provided to the Company in respect of the audit work for the financial year ended 30 June 2026.

9.2 Corporations Act

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor to fill the vacancy in the office of auditor at this annual general meeting pursuant to section 327B(1)(b) of the Corporations Act.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

Grant Thornton has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act. As at the date of this Notice, Grant Thornton has not withdrawn that consent.

The Company has received written notice of nomination from a member of the Company for Grant Thornton to be appointed as the Company's auditor, in accordance with section 328B of the Corporations Act. A copy of the notice of nomination is attached to this Notice at Schedule 2.

Accordingly, Resolution 6 seeks the approval of Shareholders to appoint Grant Thornton as the Company's auditor.

9.3 Additional information

Resolution 6 is an ordinary resolution.

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

For personal use only

10. Resolution 7 – Approval to issue Director ZEPOs

10.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 19,000,000 ZEPOs (**Director ZEPOs**) to Mr Bujtor (or his nominee/s) under the Plan as follows:

Tranche	Number of Director ZEPOs	Vesting Condition	Expiry Date
A	6,333,333	Mr Bujtor remaining employed or engaged by the Company from the date of issue for a continuous period up to and including 14 July 2027.	14 July 2029
B	6,333,333	Mr Bujtor remaining employed or engaged by the Company from the date of issue for a continuous period up to and including 14 July 2028.	14 July 2030
C	6,333,334	Mr Bujtor remaining employed or engaged by the Company from the date of issue for a continuous period up to and including 14 July 2029.	14 July 2031
Total	**19,000,000**		

The Director ZEPOs are to be issued under the Plan on the terms and conditions in Schedule 3. A summary of the material terms of the Plan is in Schedule 4.

The Company is at an important stage of development with significant opportunities and challenges in both the near and long term, and the proposed issue of Director ZEPOs aims to align the efforts of Mr Bujtor with the other Directors in the creation of Shareholder value. The Board believes that the issue of these Director ZEPOs will align the interests of Mr Bujtor with those of the Company and its Shareholders. In addition, the Board also believes that incentivising Mr Bujtor with ZEPOs is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director ZEPOs to continue to attract and maintain highly experienced and qualified board members in a competitive market.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Director ZEPOs to Mr Bujtor (or his nominee/s) under the Plan.

10.2 Listing Rule 10.14

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

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

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

(c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3).

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director ZEPOs as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director ZEPOs to Mr Bujtor (or his nominee/s) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

For personal use only

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue the Director ZEPOs to Mr Bujtor (or his nominee/s).

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Director ZEPOs to Mr Bujtor (or his nominee/s) and the Company will have to consider alternative commercial means to incentivise Mr Bujtor, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

10.3 Specific information required by Listing Rule 10.15

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

(a) The Director ZEPOs will be issued under the Plan to Mr Bujtor (or his nominee/s).

(b) Mr Bujtor falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company. In the event that the Director ZEPOs are issued to a nominee of Mr Bujtor, that person will fall into a category stipulated by Listing Rule 10.14.2.

(c) A maximum of 19,000,000 Director ZEPOs will be issued.

(d) The current total annual remuneration package for Mr Bujtor is $100,000 per annum (inclusive of superannuation).

(e) The Company has not previously issued any Equity Securities under the Plan to Mr Bujtor.

(f) The Director ZEPOs will be issued on the terms and conditions set out in Schedule 3.

(g) The proposed issue of Director ZEPOs aims to align the efforts of Mr Bujtor with the other Directors in the creation of Shareholder value. The Board believes that the issue of these Director ZEPOs will align the interests of Mr Bujtor with those of the Company and its Shareholders. In addition, the Board also believes that incentivising Mr Bujtor with ZEPOs is a prudent means of conserving the Company's available cash reserves.

(h) The valuation of the Director ZEPOs is summarised below. A detailed overview of the valuation is in Schedule 5.

Tranche	Number of Director ZEPOs	Valuation
A	6,333,333	$25,333.33
B	6,333,333	$25,333.33
C	6,333,334	$25,333.34
Total	**19,000,000**	**$76,000**

(i) The Director ZEPOs will be issued to Mr Bujtor (or his nominee/s) as soon as practicable following the Meeting and in any event, no later than 3 years following the Meeting.

(j) The Director ZEPOs will be issued for nil cash consideration and will be provided as an incentive component to Mr Bujtor's remuneration package.

(k) A summary of the material terms of the Plan is in Schedule 4.

(l) No loan will be provided to Mr Bujtor in relation to the issue of the Director ZEPOs.

For personal use only

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

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

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

10.4 Chapter 2E of the Corporations Act

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

(a) obtain shareholder approval in the manner set out in sections 210 to 216 of the Corporations Act; and

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

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

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

The Board (with Mr Bujtor abstaining due to his personal interest in the outcome of this Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director ZEPOs, because the issue of the Director ZEPOs constitutes reasonable remuneration payable to Mr Bujtor and therefore falls within the exception stipulated by section 211 of the Corporations Act.

10.5 Additional information

Resolution 7 is an ordinary resolution.

The Board (with Mr Bujtor abstaining due to his personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 7.

For personal use only

Schedule 1 Definitions

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

10% Placement Facility	has the meaning given in Section 8.1.
10% Placement Period	has the meaning given in Section 8.2(f).
$ or A$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
ASX	means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Celsius Resources Limited (ACN 009 162 949).
Constitution	means the Constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Director ZEPOs	Means the Zero Exercise Price Options to be issued to The Director (or nominee) the terms of which are summarised in Schedule 3.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Grant Thornton	means Grant Thornton Audit Pty Ltd (ACN 130 913 594).
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a

For personal use only

	consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 8.2(e).
Notice	means this notice of annual general meeting.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Plan	means the employee securities incentive plan of the Company, a summary of the material terms of which is in Schedule 4.
Proxy Form	means the proxy form made available with this Notice.
Remuneration Report	means the remuneration report of the Company contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a Section of this Notice.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Warrants).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Spill Meeting	means, subject to the Remuneration Report receiving a Strike at this Meeting, the meeting of Shareholders to be held within 90 days of this Meeting.
Strike	has the meaning in Section 4.1.
VWAP	has the meaning given to the term 'volume weighted average market price' in the Listing Rules.
ZEPOS	Means Zero Exercise Price Options.

For personal use only

Schedule 2 Nomination of Auditor

12 October 2026

The Board of Directors
Celsius Resources Limited
Level 5, 191 St Georges Terrace
Perth WA 6000

Dear Directors

Nomination of Auditor

In accordance with the provision of Section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), I, Bardin Davis, Director of Baromoda Holdings Pty Ltd <Bardin and Robyn Family A/C>, being a Shareholder of Celsius Resources Limited (ACN 009 162 949) (**Company**), hereby nominate Grant Thornton Audit Pty Ltd (ACN 130 913 594) for appointment as auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely



Bardin Davis
Director
Baromoda Holdings Pty Ltd <Bardin and Robyn Family A/C>

For personal use only

For personal use only

Schedule 3 Terms and conditions of Director ZEPOs

A summary of the terms and conditions of the Director ZEPOs (referred to as "**ZEPOs**" in this Schedule) is below:

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

(b) (**Issue Price**): The ZEPOs are issued for nil cash consideration.

(c) (**Vesting Condition**): Subject to the terms and conditions set out below, the ZEPOs will be subject to the following vesting conditions (the **Vesting Conditions**):

Tranche	Number of Director ZEPOs	Vesting Condition	Expiry Date
A	6,333,333	Mr Bujtor remaining employed or engaged by the Company from the date of issue for a continuous period up to and including 14 July 2027.	14 July 2029
B	6,333,333	Mr Bujtor remaining employed or engaged by the Company from the date of issue for a continuous period up to and including 14 July 2028.	14 July 2030
C	6,333,334	Mr Bujtor remaining employed or engaged by the Company from the date of issue for a continuous period up to and including 14 July 2029.	14 July 2031
Total	**19,000,000**		

(d) (**Vesting**): Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 10 Business Days of becoming aware that the Vesting Condition has been satisfied.

(e) (**Expiry Date**): Each tranche of the ZEPOs will expire and lapse at 5.00pm (AWST) on the date set out in paragraph (c), or as otherwise provided for under the terms of the Plan (**Expiry Date**). Any vested ZEPO not exercised on or before the Expiry Date will immediately lapse.

(f) (**Exercise**): At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph (e) above), the holder may apply to exercise ZEPOs by delivering a signed notice of exercise to the Company Secretary (**Notice of Exercise**). The holder is not required to pay a fee to exercise the ZEPOs.

(g) (**Issue of Shares**): As soon as practicable after the valid exercise of a vested ZEPO, the Company will:

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

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

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

(iv) issue a substitute certificate for any remaining unexercised ZEPOs held by the holder.

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

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

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

(k) (**Dividend rights**): A ZEPO does not entitle the holder to any dividends.

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

(m) (**Quotation of the ZEPOs**): The Company will not apply for quotation of the ZEPOs on any securities exchange.

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

(o) (**Entitlements and bonus issues**): Subject to the rights under paragraph (p), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

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

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

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

(s) (**Takeovers prohibition**):

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

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

(t) (**Change of control events**): If an event occurs that the Board reasonably believes may lead to a Change of Control Event, the Board may determine the treatment and the timing of such treatment of any unvested or unexercised ZEPOs and will procure any relevant approvals. If a Change of Control Event occurs and the Board hasn't made such a determination, all of the unvested ZEPOs automatically vest and are deemed to have been exercised, together with any previously vested but unexercised ZEPOs, on the occurrence of the Change of Control Event.

For personal use only

A Change of Control Event includes:

(i) a takeover bid that is or becomes free of any defeating conditions where an offeror who previously had voting power of less than 50% in the Company obtains voting power of more than 50%;

(ii) shareholders of the Company approving a proposed compromise or arrangement for the reconstruction of the Company or its amalgamation with any other company or companies at a meeting convened by the Court pursuant to section 411(4)(a) of the Corporations Act;

(iii) any person becoming bound or entitled to acquire shares in the Company under section 414 (compulsory acquisition following a scheme or contract) or Chapter 6A (compulsory acquisition of securities) of the Corporations Act;

(iv) a selective capital reduction being announced in respect of the Company which results in a person who previously had voting power of less than 50% in the Company obtaining voting power of more than 50%; or

(v) in any other case, a person becomes the legal or the beneficial owner of, or has a Relevant Interest (as defined in the Corporations Act) in, more than 50% of the Company's issued share capital.

(u) (**No other rights**): A ZEPO does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

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

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

(x) (**Constitution**): Upon the issue of the Shares on exercise of the ZEPOs, the holder will be bound by the Company's Constitution.

(y) (**Shareholder approval**): The issue of the ZEPOs is conditional on the prior receipt of Shareholder approval.

For personal use only

Schedule 4 Summary of material terms of the Plan

1. (**Eligible Participant**): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

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

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

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

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

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

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

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

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

   would exceed 10% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

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

   The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

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

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

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

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

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

For personal use only

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

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

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

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

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

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

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

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

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

   Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

   A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

For personal use only

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

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

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

    Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

    (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

    (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. (**Change of control**): If an event occurs that the Board reasonably believes may lead to a Change of Control Event, the Board may determine the treatment and the timing of such treatment of any unvested or unexercised Convertible Securities. If a Change of Control Event occurs and the Board hasn't made such a determination, all of the unvested Convertible Securities automatically vest, on the occurrence of the Change of Control Event.

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

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

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

    If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

    Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

For personal use only

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

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

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

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

    If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

For personal use only

Schedule 5 Valuation of Director ZEPOs

The Director ZEPOs proposed to be issued to Mr Bujtor (or his nominee/s) pursuant to Resolution 7 have been valued by internal management of the Company using the direct method which references the share price at the date of grant (referred to as "**ZEPOs**" in this Schedule). The assumptions and value ascribed are set out below:

	Tranche A	Tranche B	Tranche C
Valuation methodology	Direct Method	Direct Method	Direct Method
Valuation date	5 October 2026	5 October 2026	5 October 2026
Expiry date	14 July 2029	14 July 2030	14 July 2031
Underlying share price	$0.004	$0.004	$0.004
Exercise price	Nil	Nil	Nil
Dividend yield	N/A	N/A	N/A
Volatility	N/A	N/A	N/A
Risk free rate	N/A	N/A	N/A
Fair value per Director ZEPO	$0.004	$0.004	$0.004
Value	$25,333.33	$25,333.33	$25,333.34

For personal use only

Proxy Voting Form

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

Celsius Resources Limited | ABN 95 009 162 949

Your proxy voting instruction must be received by **4:00pm (AWST) on Tuesday, 24 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

For personal use only

SUBMIT YOUR PROXY

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

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

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

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

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

Lodging your Proxy Voting Form:

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

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Celsius Resources Limited, to be held at **4:00pm (AWST) on Thursday, 26 November 2026 at Suite 9, 110 Hay Street, Subiaco WA 6008 and virtually via Microsoft Teams** hereby:

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

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote except for Resolution 2 in which the Chair will vote AGAINST.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Spill Resolution	☐	☐	☐
3	Election of Director – Mr George Bujtor	☐	☐	☐
4	Re-election of Director – Mr Paul Dudley	☐	☐	☐
5	Approval of 10% Placement Facility	☐	☐	☐
6	Approval of change of Auditor	☐	☐	☐
7	Approval to issue Director ZEPOs	☐	☐	☐

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

For personal use only

AUTOMIC

CLA