Notice of 2026 Annual General Meeting

23 October 2026

Dear Shareholder

Meeka Metals Limited ("**Meeka**" or "**the Company**") advises that its annual general meeting ("**Meeting**") will be held in person at the offices of Steinepreis Paganin, level 14, QV1 Building, 250 St Georges Terrace, Perth, Western Australia, on Tuesday, 24 November 2026, at 11:00am (AWST).

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless a shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website https://meekametals.com.au/. Alternatively, a complete copy of the Meeting documents has been posted to the Company's ASX market announcements page. https://www2.asx.com.au/markets/company/mek.

Each resolution will be decided by poll based on proxy votes and by votes from shareholders in attendance at the Meeting. Shareholders are encouraged to vote by lodging the proxy form attached to this letter, in accordance with the instructions set out in the proxy form, by no later than 11:00am (AWST) on Sunday, 22 November 2026 (being at least 48 hours prior to the start of the Meeting).

This announcement has been authorised for release by the Board of Meeka Metals Limited.

Yours faithfully



Joseph Belladonna
Company Secretary

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MEEKA METALS LIMITED
ACN 080 939 135
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (WST)

DATE: Tuesday, 24 November 2026

PLACE: Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 11:00am (WST) on 22 November 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL CHAPMAN

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Paul Chapman, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DANIEL LOUGHER

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Daniel Lougher, a Director who was appointed as an additional Director on 1 May 2026, retires, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – ELECTION OF MR STEPHEN MAYNE WHO HAS NOMINATED HIMSELF FOR ELECTION (NOT BOARD ENDORSED)

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

"That, for the purpose of clause 15.3 of the Constitution, Listing Rule 14.3, and for all other purposes, Mr Stephen Mayne, having consented to act as a director of the Company, be appointed as a director of the Company."

Note: The Board unanimously recommends that Shareholders vote against this Resolution. The reasons for the Board's recommendation are set out in Section 5.1.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 329,815,836 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 93,784,164 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement."

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7. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR PAUL CHAPMAN

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 400,000 Shares to Mr Paul Chapman (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 117,804,881 Shares to MH Gold Pty Ltd on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE FURTHER SECURITIES UNDER THE COMPANY'S INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 100,000,000 further Securities under the Company's Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO MR DANIEL LOUGHER

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

"That, for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to $100,000 worth of Performance Rights based on the 5-day VWAP immediately prior to the date of issue to Mr Daniel Lougher (or his nominee(s)) under the Company's Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS TO MR TIM DAVIDSON

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 8,736,000 Performance Rights to Mr Tim Davidson (or his nominee(s)) under the Company's Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."

Dated: 23 October 2026

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter 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: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 9 – Approval to Issue Further Securities Under the Company's Incentive Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a 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 (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.
Resolution 10 – Issue of Performance Rights to Mr Daniel Lougher	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a 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 (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.
Resolution 11 – Issue of Performance Rights to Mr Tim Davidson	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a 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 (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.

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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 5 – Ratification of prior issue of Tranche 1 Placement Shares	A person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to Issue Tranche 2 Placement Shares	A person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Approval for Director Participation in Placement – Mr Paul Chapman	Mr Paul Chapman (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Consideration Shares under Listing Rule 7.1	MH Gold Pty Ltd or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 9 – Approval to Issue Further Securities Under the Company's Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 10 – Issue of Performance Rights to Mr Daniel Lougher	Mr Daniel Lougher (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 11 – Issue of Performance Rights to Mr Tim Davidson	Mr Tim Davidson (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

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

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

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

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

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

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Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but the Company will need to verify your identity.

Should you have any queries related to the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6388 2700.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://meekametals.com.au/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the directors' report contained in the annual financial report of the Company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

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3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL CHAPMAN

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Paul Chapman, having held office without re-election since 28 November 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Chapman is set out below.

Qualifications, experience and other material directorships	Mr Chapman is a chartered accountant with over thirty years' experience in the resources sector gained in Australia and the United States. Mr Chapman has experience across a range of commodity businesses including gold, rare earths, nickel, uranium, manganese, bauxite/alumina, oil and gas. Mr Chapman has held managing director and other senior management roles in public companies. He was a founding shareholder and/or director of the following ASX listed companies: Reliance Mining, Encounter Resources, Rex Minerals, Silver Lake Resources, Dreadnought Resources, Sunshine Gold, Black Cat Syndicate and Avanco Resources. Mr Chapman is currently a non-executive director of Black Cat Syndicate Limited (ASX:BC8), Dreadnought Resources Limited (ASX:DRE) and Encounter Resources Limited (ASX:ENR).
Term of office	Mr Chapman has served as a Director since 8 July 2022 and was last re-elected on 28 November 2023.
Independence	If re-elected, the Board does not consider that Mr Chapman will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Chapman that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Chapman since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Chapman) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Chapman will be re-elected to the Board as a non-executive Director.

If this Resolution is not passed, Mr Chapman will not continue in his role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DANIEL LOUGHER

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Listing Rule 14.4 and clause 15.4 of the Constitution, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Daniel Lougher, having been appointed by the other Directors on 1 May 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Lougher is set out below.

Qualifications, experience and other material directorships	Mr Lougher is a mining engineer and public company director with more than 40 years' experience in the resources industry, spanning exploration, project development, underground and open pit mining operations and corporate leadership, in Australia, Africa, Europe and North America. Mr Lougher was most recently Managing Director/Chief Executive Officer of ASX listed gold producer St Barbara Limited (ASX: SBM) and, prior to that, Managing Director/Chief Executive Officer of ASX listed nickel producer Western Areas Limited (ASX: WSA) from 2012 to 2022. His experience includes mine development and expansion, feasibility studies, operational optimisation, offtake negotiations and strategic acquisitions. Mr Lougher holds a Bachelor of Science (Honours) in Mining Geology, a Graduate Diploma in Engineering (Mining) and a Master of Science in Engineering. He is a Fellow of the Australasian Institute of Mining and Metallurgy and holds a First Class Mine Manager's Certificate (Australia). Mr Lougher is currently a non-executive director of Perseus Mining Limited (ASX: PRU) and Alligator Energy Limited (ASX: AGE) and non-executive chairman of American West Metals Limited (ASX: AW1).
Term of office	Mr Lougher has served as a Director since 1 May 2026.
Independence	If re-elected, the Board considers that Mr Lougher will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Lougher that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Lougher since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Lougher) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Lougher will be elected to the Board as a non-executive Director.

If this Resolution is not passed, Mr Lougher will not continue in his role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – ELECTION OF MR STEPHEN MAYNE WHO HAS NOMINATED HIMSELF FOR ELECTION (NOT BOARD ENDORSED)

5.1 General

Pursuant to clause 15.3 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution. The Company received Mr Mayne's nomination for election and consent to act as a Director within the required time prescribed under the Constitution.

Mr Mayne, an external candidate, has nominated himself for election as a Director. The Board did not seek Mr Mayne's nomination and does not endorse it.

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Further information in relation to Mr Stephen Mayne is set out below.

Qualifications, experience and other material directorships	Mr Mayne has requested that the following information be included in this Notice. The information has been provided by Mr Mayne and has not been verified or endorsed by the Company: *"Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1,400 ASX listed company AGMs and EGMs since 1998.* *Stephen nominated for the Meeka Metals Ltd (MEK) board out of concern that it disenfranchises shareholders by holding inaccessible physical AGMs in Perth, which are difficult for interstate and offshore shareholders to participate in. Widely owned companies like Meeka Metals, which was capitalised at $313 million on October 5, should be offering hybrid AGMs with both a physical location and the ability for shareholders to vote online and ask questions live during proceedings. More than 200 ASX listed companies already do this. Mr Mayne is also concerned that Meeka Metals is a repeat offender when it comes to doing institutional placements without offering its 10,000-plus retail shareholders an opportunity to participate on the same terms through a Share Purchase Plan (SPP). It did a $35m placement at 7c in November 2024, a $60m placement at 15c in June 2025 and, most recently, a $30m placement at 10c in September 2026, none of which were accompanied by an SPP. Mr Mayne believes Meeka should immediately offer retail shareholders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price and that electing Stephen to the board will reduce the prospect of such poor treatment being repeated in the future. Contact Stephen by email at Stephen@maynereport.com of via www.maynereport.com."*
Independence	If elected, the Board considers that Mr Mayne will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company was not able to undertake these checks prior to issuing this Notice. To the best of the Company's knowledge, as at the date of this Notice, Mr Mayne holds 5,000 Shares.
Board recommendation	The Board has considered Mr Mayne's nomination against the skills and experience required by the Board, his reasons for nomination and the information provided by him set out above. The Company is aware that Mr Mayne has nominated himself for election as a director of at least seven other ASX-listed companies in 2026 and at least thirteen other ASX-listed companies in 2025, in each case unsuccessfully. The reasons given by Mr Mayne in respect of the Company, being physical-only general meetings and placements without an accompanying share purchase plan, are substantially the same as those he has given in respect of a number of those other companies which, in the Board's view, suggests that Mr Mayne has not given due consideration to the current

	circumstances of the Company or to how he could make a meaningful contribution to the decision-making processes of the Board. Based on the information available, the Board does not consider that Mr Mayne has skills or experience that are not otherwise provided by the existing Directors or that would add value to the Board. In particular, Mr Mayne does not have the requisite mining industry experience to be an effective Director and would not add to discussions around the Company's ongoing growth and future planning. Accordingly, the Board does not consider that Mr Mayne's election is in the best interests of the Company and its Shareholders. **For these reasons, the Directors unanimously recommend that Shareholders vote against this Resolution. The Chair intends to vote all available undirected proxies against this Resolution.**

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Mayne will be elected to the Board as an independent Director with effect from the end of the Meeting.

If this Resolution is not passed, Mr Mayne will not join the Board as a Director.

6. BACKGROUND TO RESOLUTIONS 5 TO 7 – PLACEMENT

6.1 Placement

On 25 September 2026, the Company announced that it had received firm commitments from existing institutional Shareholders and new domestic and international institutional investors for a two-tranche placement of 424,000,000 Shares at an issue price of $0.10 per Share to raise $42,400,000 (before costs) (**Placement**).

The Placement comprises:

(a) 329,815,836 Shares (**Tranche 1 Placement Shares**) to raise approximately $32,981,584, which were issued on 1 October 2026 pursuant to the Company's placement capacity under Listing Rule 7.1; and

(b) 94,184,164 Shares (**Tranche 2 Placement Shares**) to raise approximately $9,418,416, the issue of which is subject to Shareholder approval, comprising:

  (i) 93,784,164 Tranche 2 Placement Shares to be issued to professional and sophisticated investors who are not related parties of the Company, subject to Shareholder approval under Resolution 6; and

  (ii) 400,000 Tranche 2 Placement Shares to be issued to Mr Paul Chapman, a Director (or his nominee(s)), subject to Shareholder approval under Resolution 7.

All Shares issued under the Placement rank, or will rank, equally with the existing Shares on issue.

6.2 Lead Manager

Petra Capital Pty Ltd (**Lead Manager**) acted as sole lead manager and sole bookrunner to the Placement. The Company has agreed to pay the Lead Manager a fee equal to 6% of the gross proceeds of the Placement (being approximately $2,544,000, assuming all of the Tranche 2 Placement Shares are issued).

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6.3 Use of funds

The Company intends to apply the funds raised under the Placement towards:

(a) the deferred consideration payable for the acquisition of the Mt Holland South Project (as summarised in Section 10.1);

(b) development of the new Turnberry underground mine at the Company's Murchison Gold Project;

(c) additional growth drilling;

(d) working capital; and

(e) the costs of the Placement (including the Lead Manager's fees).

7. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

7.1 General

As set out in Section 6.1, on 1 October 2026, the Company issued 329,815,836 Tranche 1 Placement Shares to professional and sophisticated investors at an issue price of $0.10 per Share to raise approximately $32,981,584. The Tranche 1 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

7.2 Listing Rule 7.1

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

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

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7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	329,815,836 Shares were issued.
Terms of Securities	The Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	1 October 2026.
Price or other consideration the Company received for the Securities	$0.10 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply in the manner set out in Section 6.3.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

8. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

8.1 General

As set out in Section 6.1, the Company has agreed, subject to obtaining Shareholder approval, to issue up to 93,784,164 Tranche 2 Placement Shares to professional and sophisticated investors at an issue price of $0.10 per Share to raise up to approximately $9,378,416.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of those Tranche 2 Placement Shares.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise approximately $9,378,416 (before costs). In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not receive the approximately $9,378,416 (before costs) that would otherwise be raised. In that case, the Company may need to reduce or defer the expenditure described in Section 6.3 or seek alternative sources of funding.

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8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 93,784,164 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares on or about 1 December 2026. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.10 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply in the manner set out in Section 6.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR PAUL CHAPMAN

9.1 General

As set out in Section 6.1, Mr Paul Chapman, a Director, wishes to participate in the Placement by subscribing for 400,000 Tranche 2 Placement Shares at an issue price of $0.10 per Share (being $40,000).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 400,000 Shares to Mr Chapman (or his nominee(s)), to enable his participation in the Placement on the same terms as unrelated participants.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

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

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

The issue constitutes giving a financial benefit and Mr Chapman is a related party of the Company by virtue of being a Director.

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The Directors (other than Mr Chapman who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Chapman (or his nominee(s)) on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

9.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

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

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

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds of $40,000 which will be used in the manner set out in Section 6.3. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue to Mr Chapman and will not receive the $40,000 that would otherwise be raised from his participation in the Placement.

9.5 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Paul Chapman (or his nominee(s)).
Categorisation under Listing Rule 10.11	Mr Chapman falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Chapman who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	400,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

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REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares on or about 1 December 2026, being the date on which the Tranche 2 Placement Shares are expected to be issued to unrelated participants. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.10 per Share, being the same issue price as all other Shares issued under the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to enable Mr Chapman to participate in the Placement on the same terms as unrelated participants and to raise $40,000, which the Company intends to apply in the manner set out in Section 6.3. The issue is not intended to remunerate or incentivise Mr Chapman.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES UNDER LISTING RULE 7.1

10.1 Background to Share issue

On 24 April 2026, the Company announced that its wholly owned subsidiary Forrestania Mining Pty Ltd (ACN 697 071 748) (**Forrestania**), had entered into a sale and purchase agreement dated 23 April 2026, with MH Gold Pty Ltd (ACN 608 814 204) (**MH Gold**), and Montague Resources Australia Pty Ltd (ACN 097 875 619) (**Montague**) to acquire MH Gold and Montague's interests in the tenements comprising the Mt Holland South Project (being, exploration licences E77/2080, E77/2188 and E77/2011 and prospecting licence P77/4485 from MH Gold, and exploration licence E77/2244 and mining leases M77/1067 and M77/1068 from Montague, in each case together with related mining information and rights under associated agreements) (**Sale Agreement**). The Company is a party to the Sale Agreement as guarantor of Forrestania's obligations and as the issuer of the Consideration Shares.

The material terms of the Sale Agreement are as follows:

(a) **Consideration**: total consideration of $40 million, comprising:

(i) $20 million in cash ($10 million at completion and $10 million by no later than 3 months after completion); and

(ii) 117,804,881 Shares (**Consideration Shares**),

together with the assumption by Forrestania of liabilities relating to the tenements from completion;

(b) **Conditions precedent**: completion was conditional on, among other things, the assignment to Forrestania of a lithium rights agreement, a gold production royalty deed, an access agreement and two heritage protection agreements, Ministerial consent under the Mining Act to the transfer of the mining leases, the consents of SQM Australia Pty Ltd (ACN 621 414 659) and Covalent Lithium Pty Ltd (ACN 623 090 139), and ASX not having indicated that it would not grant Official Quotation of the Consideration Shares. Completion occurred, and the Consideration Shares were issued on 13 August 2026;

(c) **Escrow**: the Consideration Shares are subject to voluntary escrow for 12 months from the date of issue, and otherwise rank equally with existing Shares;

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(d) **Second cash instalment**: Forrestania's rights in respect of a proposed new mining lease over part of M77/1065 (which is retained by Montague) are conditional on payment of the second $10 million instalment when due. If that amount is not paid, those rights terminate immediately for nil consideration, Montague may withdraw the application for the new mining lease, and the parties must unwind that part of the transaction at Forrestania's cost;

(e) **New mining lease**: part of the area acquired is a new mining lease to be applied for by Montague over part of M77/1065, which Montague retains and will partially surrender for that purpose, and transferred to Forrestania on grant for no additional consideration. Forrestania's rights in the area are conditional on payment of the second $10 million instalment when due;

(f) **Lithium rights**: the tenements are acquired subject to a lithium rights agreement originally dated 21 December 2017 (as amended) between Montague, MH Gold and SQM Australia Pty Ltd, under which the lithium rights in the tenements are held by MH Gold and SQM Australia Pty Ltd as joint venturers, and Forrestania's rights in the tenements remain subject to those rights;

(g) **Gold production royalty**: Forrestania has assumed the obligations of payer under a gold production royalty deed dated 7 December 2018, now held by U Minerals Pty Limited (ACN 671 955 963), being a royalty of $25 per ounce of gold produced and sold from the tenements and, once granted, the new mining lease. The Company has guaranteed Forrestania's performance of those obligations; and

(h) **Authorisations and heritage**: no authorisations to conduct mining or related activities on the tenements are in force, and Forrestania is responsible at its cost for obtaining them and for negotiating any native title or Aboriginal cultural heritage agreements it requires. Forrestania has granted Montague access to a cleared area within E77/2244 to complete outstanding clearing permit obligations.

The Sale Agreement otherwise contains terms which are standard for an agreement of its nature.

10.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 117,804,881 Consideration Shares to MH Gold. The Consideration Shares were issued pursuant to the Company's capacity under Listing Rule 7.1.

10.3 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Sections 7.2 and 7.3 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

10.4 Technical information required by Listing Rule 14.1A

If this Resolutions is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolutions is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

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10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	MH Gold
Number and class of Securities issued	117,804,881 Shares
Terms of Securities	The Consideration Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Consideration Shares are escrowed for 12 months from the issue date.
Date(s) on or by which the Securities were issued	13 August 2026.
Price or other consideration the Company received for the Securities	The Consideration Shares were issued as part consideration for the acquisition of the Mt Holland South Project under the Sale Agreement, at a deemed issue price $0.1698 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 10.1 for details.
Summary of material terms of agreement to issue	The Shares were issued under the Sale Agreement, a summary of the material terms of which is set out in Section 10.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issues did not breach Listing Rule 7.1.

11. RESOLUTION 9 – APPROVAL TO ISSUE FURTHER SECURITIES UNDER THE COMPANY'S INCENTIVE PLAN

11.1 General

The Company uses Performance Rights for both short term and long term incentive awards, as a mechanism to limit cash expenditure related to the short-term incentive program. At the Company's annual general meeting held on 25 November 2025 (**2025 AGM**), the Company received approval to issue 70,000,000 securities, pursuant to Listing Rule 7.2 (Exception 13(b)) under its Employee Incentive Securities Plan (**Plan**).

Since this approval at the 2025 AGM, the Company has issued the following securities under the Plan:

(a) 5,991,044FY25 STI Performance Rights and 19,970,150 FY25 LTI Performance Rights issued to various eligible participants under the Plan (not including any Directors) on 26 November 2025 (under Listing Rule 7.2 (Exception 13));

(b) 1,321,038 Performance Rights to Directors on 26 November 2025 (approved by Shareholders under Listing Rule 10.14 at the 2025 AGM and issued under Listing Rule 7.2 (Exception 14));

(c) 4,228,964, FY26 STI Performance Rights and 14,096,551 FY26 LTI Performance Rights issued to various eligible participants under the Plan (not including any Directors) on 11 February 2026 (under Listing Rule 7.2 (Exception 13)), and

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(d) 4,898,433, FY27 LTI Performance Rights issued to various eligible participants under the Plan (not including any Directors) on 1 September 2026 (under Listing Rule 7.2 (Exception 13)),

meaning that the capacity to issue securities under the Plan approved at the 2025 AGM has been significantly utilised.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of a further 100,000,000 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

11.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 11.1 above and Section 11.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

11.3 Technical information required by Listing Rule 7.2 (Exception 13)

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Terms of the Plan</td><td>A summary of the material terms and conditions of the Plan is set out in Schedule 1.</td></tr>
<tr><td>Number of Securities previously issued under the Plan</td><td>As noted above, the Company has issued an aggregate of 50,506,180 Securities under the Plan since the Plan was last approved by Shareholders on 25 November 2025, comprising:
<table>
<tr><th>NUMBER</th><th>APPLICABLE LISTING RULES</th><th>DATE OF ISSUE</th></tr>
<tr><td>5,991,044 FY25 STI Performance Rights</td><td>Listing Rule 7.2 (Exception 13).</td><td>26 November 2025</td></tr>
</table></td></tr>
</table>

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REQUIRED INFORMATION	DETAILS		
	19,970,150 FY25 LTI Performance Rights		
	1,321,038 Performance Rights	Listing Rule 7.2 (Exception 14).	26 November 2025
	4,228,964 FY26 STI Performance Rights 14,096,551 FY26 LTI Performance Rights	Listing Rule 7.2 (Exception 13).	11 February 2026
	FY27 4,898,433 LTI Performance Rights	Listing Rule 7.2 (Exception 13).	1 September 2026
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13), following Shareholder approval at this Meeting, is 100,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.		
Voting exclusion statement	A voting exclusion statement applies to this Resolution.		
Voting prohibition statement	A voting prohibition statement applies to this Resolution.		

12. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO MR DANIEL LOUGHER

12.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to $100,000 worth of Class A Performance Rights based on the 5-day VWAP immediately prior to the date of issue to Mr Daniel Lougher (or his nominee(s)), pursuant to the Plan, on the terms and conditions set out below.

The Company notes that there is no certainty that these Performance Rights will ever vest. These Performance Rights will only vest if the relevant vesting conditions set out below have been met at the determination of the Board.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	VESTING CONDITION	EXPIRY DATE
Up to $100,000 worth of Performance Rights based on the 5-day VWAP immediately prior to the date of issue.	Mr Lougher (or his nominee(s))	The extent to which the Performance Rights will vest will depend on the Company's total Shareholder return (**TSR**) for the period between 1 July 2026 and 30 June 2029 (the **Vesting Period**) compared to that of a Comparator Group over the same period, assessed on a percentile ranking basis and determined as follows: (a) if the Company ranks below the 50th percentile, none of the Performance Rights will vest; (b) if the Company ranks at the 50th percentile, 50% of the Performance Rights will vest; and (c) for each 1% ranking above the 50th percentile, an additional 2% of the Performance Rights will vest, with 100% vesting where the Company ranks at or above the 75th percentile.	The Performance Rights will expire at 5:00 pm (WST) on: (a) for unvested Performance Rights, the date that is three months from the expiry of the Vesting Period; and (b) for vested Performance Rights, the date that is five years from the date of issue of the Performance Rights.

Resolution 10 is conditional on Resolution 3 being passed. If Resolution 3 is not passed, Mr Lougher will not be a Director and Resolution 10 will not be put to the Meeting.

12.2 Director Recommendation

Each of the Directors (other than Mr Lougher) recommends that Shareholders vote in favour of Resolution 10.

Mr Lougher has a material personal interest in the outcome of Resolution 10, as the Performance Rights the subject of that Resolution are proposed to be issued to him, and accordingly declines to make a recommendation in relation to Resolution 10.

The Chair intends to exercise all available proxies in favour of Resolution 10.

The Directors acknowledge that the issue of Performance Rights to Mr Lougher is contrary to Recommendation 8.2 of the ASX CGPR. However, the issue of the Performance Rights is considered reasonable and appropriate in the circumstances for the reasons set out in Section 12.6 below.

12.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

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

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

The issue constitutes giving a financial benefit and Mr Lougher is a related party of the Company by virtue of being a Director.

The Directors other than Mr Lougher, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Lougher, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

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12.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

12.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue. The Company may seek to identify alternative methods of remunerating its Directors for their services, such as cash incentives.

12.6 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Performance Rights will be issued to Mr Lougher (or his nominee(s)).
Categorisation under Listing Rule 10.14	Mr Lougher falls within the category set out in Listing Rule 10.14.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Lougher who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued to Mr Lougher pursuant to Resolution 10 will be determined by dividing $100,000 by the 5-day VWAP immediately prior to the date of issue of the Performance Rights, as set out in the table included in Section 12.1 above.
Securities previously issued to the recipient/(s) under the Plan	The Company has not previously issued any Securities to Mr Lougher under the Plan.
Terms of Securities	The Performance Rights under this Resolution will be issued on the Class A terms and conditions set out in Schedule 2.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Mr Lougher will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form

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<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Lougher; and

it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.</td></tr>
<tr><td>Remuneration package</td><td>The current total remuneration package for Mr Lougher is $95,200, comprising of directors' fees of $85,000, and a superannuation payment of $10,200.</td></tr>
<tr><td>Valuation</td><td>The Company values the Performance Rights at an aggregate of $100,000, based on the value of the Performance Rights to be issued to Mr Lougher. The quantum of the Performance Rights to be issued to Mr Lougher will be determined by dividing $100,000 by the 5-day VWAP immediately prior to the date of issue of the Performance Rights as noted above.

Set out below is a worked example of the number of Performance Rights that may be issued under Resolution 10 based on the assumed closing price of Shares on the ASX on 10 September 2026 ($0.125), and the prices which are 50% higher and 50% lower than that price.
<table>
<tr><th>ASSUMED PRICE</th><th>MAXIMUM NUMBER OF PERFORMANCE RIGHTS WHICH MAY BE ISSUED[1]</th><th>CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE[2]</th><th>DILUTION EFFECT ON EXISTING SHAREHOLDERS IF PERFORMANCE RIGHTS CONVERT</th></tr>
<tr><td>$0.188</td><td>533,333</td><td>3,101,943,073</td><td>0.017%</td></tr>
<tr><td>$0.125</td><td>800,000</td><td>3,101,943,073</td><td>0.026%</td></tr>
<tr><td>$0.083</td><td>1,200,000</td><td>3,101,943,073</td><td>0.039%</td></tr>
</table>
Notes:
1. Rounded to the nearest whole number.
2. The Company notes that the above workings are an example only and the VWAP used to determine the quantum of the Performance Rights may differ. This will result in the maximum number of Performance Rights to be issued and the dilution percentage to also differ.
3. As the number of Performance Rights to be issued under this Resolution is linked to the 5-day VWAP, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

Assuming 800,000 Performance Rights are issued to Mr Lougher (calculated by dividing $100,000 by the closing price of Shares on the ASX on 10 September 2026 of $0.125), if the Performance Rights issued under this Resolution have their milestones met and are converted, a total of 800,000 Shares would be issued.

Shareholders should note that the value of each Performance Right is subject to change based on the VWAP determined at the time of issue of the Performance Rights. Therefore, the total number of Performance Rights to be issued under this Resolution could increase or decrease from the Performance Rights noted in the table above. Accordingly, the effect of the dilution of the issue on the shareholding of existing Shareholders may vary. For the avoidance of doubt, the aggregate value of the Performance Rights will not exceed $100,000.</td></tr>
</table>

REQUIRED INFORMATION	DETAILS
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than 3 years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue Price pf Securities	The Performance Rights will be issued at a nil issue price.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statements	A voting exclusion statement applies to this Resolution.
Voting prohibition statements	A voting prohibition statement applies to this Resolution.

13. RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS TO MR TIM DAVIDSON

13.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to an aggregate of 8,736,000 Performance Rights to Mr Tim Davidson (or his nominee(s)) pursuant to the Employee Incentive Securities Plan (**Plan**) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

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CLASS	QUANTUM	RECIPIENT	VESTING CONDITION	EXPIRY DATE
A	2,016,000	Mr Davidson (or his nominee(s))	Upon the satisfaction of various operational focussed KPI targets (including gold production, cost of production, cashflow generation and safety metrics) and TSR over FY27. 70% of the Performance Rights are tested against the operational metrics and 30% are tested against the TSR.	The date that is five (5) years from the date of issue.
B	6,720,000		The extent to which the Performance Rights will vest will depend on the Company's total Shareholder return (**TSR**) for the Vesting Period compared to that of a Comparator Group over the same period, assessed on a percentile ranking basis and determined as follows: (a) if the Company ranks below the 50th percentile, none of the Performance Rights will vest; (b) if the Company ranks at the 50th percentile, 50% of the Performance Rights will vest; and (c) for each 1% ranking above the 50th percentile, an additional 2% of the Performance Rights will vest, with 100% vesting where the Company ranks at or above the 75th percentile.	

13.2 Director Recommendation

Each of the Directors (other than Mr Davidson) recommend that Shareholders vote in favour of Resolution 11.

Mr Davidson has a material personal interest in the outcome of Resolution 11 as the Performance Rights the subject of that Resolution are proposed to be issued to him, and accordingly declines to make a recommendation in relation to Resolution 11.

The Chair intends to exercise all available proxies in favour of Resolution 11.

13.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 12.3 above.

The Directors (other than Mr Davidson) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Davidson, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

13.4 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 12.4 above.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

13.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within three years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may seek to remunerate Mr Davidson via alternative means.

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13.6 Technical information required by Listing Rule 10.15

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Name of the person to whom Securities will be issued</td><td>Mr Tim Davidson (or his nominee(s))</td></tr>
<tr><td>Categorisation under Listing Rule 10.14</td><td>Mr Davidson falls within the category set out in Listing Rule 10.14.1 as he is a related party of the Company by virtue of being a Director.

Any nominee(s) of Mr Davidson who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.</td></tr>
<tr><td>Number of Securities and class to be issued</td><td>Up to 8,736,000 Performance Rights will be issued.</td></tr>
<tr><td>Remuneration Package</td><td>Mr Davidson's current total annual remuneration package is $638,400 comprised of base salary of $570,000 and superannuation payments of $68,400.

Mr Davidson will not receive any benefit from the issue of the Performance Rights unless and until the relevant vesting conditions have been satisfied, at which time the value of the benefit received will depend on the prevailing market price for Shares</td></tr>
<tr><td>Valuation</td><td>The Company values the Performance Rights based on the valuation methodologies listed below, being an aggregate value of $905,399, where 8,736,000 Performance Rights are issued, as follows:
<table>
<tr><th></th><th>Tranche 1</th><th>Tranche 2</th><th>Tranche 2</th></tr>
<tr><td>Assumed grant date</td><td>3/11/2026</td><td>3/11/2026</td><td>3/11/2026</td></tr>
<tr><td>Assumed expiry date</td><td>3/11/2031</td><td>3/11/2031</td><td>3/11/2031</td></tr>
<tr><td>Valuation date</td><td>8/09/2026</td><td>8/09/2026</td><td>8/09/2026</td></tr>
<tr><td>Valuation Methodology</td><td>Black & Scholes</td><td>Monte Carlo</td><td>Monte Carlo</td></tr>
<tr><td>Share price at assumed grant date ($)</td><td>0.12</td><td>0.12</td><td>0.12</td></tr>
<tr><td>Exercise price ($)</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Risk-free rate (%)</td><td>4.718</td><td>4.718</td><td>4.599</td></tr>
<tr><td>Volatility (%)</td><td>80</td><td>80</td><td>80</td></tr>
<tr><td>Dividend yield (%)</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Fair value per security ($)</td><td>0.12</td><td>0.0848</td><td>0.1019</td></tr>
<tr><td>Number</td><td>1,411,200</td><td>604,800</td><td>6,720,000</td></tr>
<tr><td>Total fair value ($)</td><td>169,344</td><td>51,287</td><td>684,768</td></tr>
</table></td></tr>
</table>

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Securities previously issued to the recipient/(s) under the Plan	60,000,000 Performance Rights have previously been issued to Mr Davidson for nil cash consideration under the Plan.
Terms of Securities	The Performance Rights under this Resolution will be issued on the terms and conditions set out in Schedule 2.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue Price of the Securities	The Performance Rights will be issued at a nil issue price.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders; (b) the milestones attaching to the Performance Rights will align the interests of the Executive Directors with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Executive Directors; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statements	A voting exclusion statement applies to this Resolution.
Voting prohibition statements	A voting prohibition statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

(f) a person prescribed by *the Corporations Regulations 2001 (Cth)* for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Meeka Metals Limited (ACN 080 939 135).

Comparator Group means a group of 12 ASX-listed resource exploration and development companies of comparable size and stage to the Company.

Consideration Shares has the meaning given in Section 10.1.

Constitution means the Company's constitution.

Conversion Notice has the meaning given in Schedule 2.

Conversion Period has the meaning given in Schedule 2.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager has the meaning given in Section 6.2.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

MH Gold means MH Gold Pty Ltd (ACN 608 814 204).

Montague means Montague Resources Australia Pty Ltd (ACN 097 875 619).

Mt Holland South Project has the meaning given in Section 10.1.

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Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 6.1.

Plan means the Company's Employee Incentive Securities Plan.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2026.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Sale Agreement has the meaning given in Section 10.1.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right or (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares has the meaning given in Section 6.1.

Tranche 2 Placement Shares has the meaning given in Section 6.1.

TSR means total shareholder return.

VWAP means the volume weighted average price of Shares calculated over a specified period on the ASX, being the average of the daily volume weighted average market prices of the Shares traded on ASX during that period

WST means Western Standard Time as observed in Perth, Western Australia.

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SCHEDULE 1 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Plan is set out below.

Eligible Participant	**Eligible Participant** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
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 Plan Share, Option, Performance Right or other convertible security (**Securities**).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 9 and Section 11.3. The maximum number of Equity Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 100,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
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 (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
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 any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. 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.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

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Rights attaching to Convertible Securities	A **Convertible Security** represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Participation in entitlements and bonus issues section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the 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 security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**), unless the Board in its discretion decides otherwise; (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.

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Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, 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. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise 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.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security 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. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities 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; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, any vested but unexercised or any unvested Convertible Securities must be exercised within 30 days of the change of control event. Any unexercised Convertible Securities will lapse. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary

	depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	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 Participant is entitled, upon exercise of the Convertible Securities, to receive an issue 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.
Reorganisation	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 ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
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.
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.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>2.</td><td>Plan</td><td>The Performance Rights are granted under the Company's Plan.

Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</td></tr>
<tr><td>3.</td><td>Consideration</td><td>Nil consideration is payable for the Performance Rights.</td></tr>
<tr><td>4.</td><td>Vesting Conditions</td><td>The Performance Rights shall vest as follows:
<table>
<tr><th>CLASS</th><th>VESTING CONDITION</th></tr>
<tr><td>A</td><td>Upon the satisfaction of various operational focussed KPI targets (including gold production, cost of production, cashflow generation and safety metrics) and TSR over FY27. 70% of the Performance Rights are tested against the operational metrics and 30% are tested against the TSR.</td></tr>
<tr><td>B</td><td>The extent to which the Performance Rights will vest will depend on the Company's TSR for the Vesting Period compared to that of a Comparator Group over the same period, assessed on a percentile ranking basis and determined as follows:

(a) if the Company ranks below the 50th percentile, none of the Performance Rights will vest;

(b) if the Company ranks at the 50th percentile, 50% of the Performance Rights will vest; and

for each 1% ranking above the 50th percentile, an additional 2% of the Performance Rights will vest, with 100% vesting where the Company ranks at or above the 75th percentile.</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Expiry Date</td><td>Each Performance Right will expire on the earlier to occur of:

(a) the Performance Rights lapsing and being forfeited under the Plan; and

(b) at 5:00 pm (WST) on:
<table>
<tr><th>CLASS</th><th>EXPIRY DATE</th></tr>
<tr><td>A</td><td>(a) For unvested Performance Rights, the date that is three months from the expiry of the Vesting Period; and

(b) for vested Performance Rights, the date that is five years from the date of issue of the Performance Rights.</td></tr>
<tr><td>B</td><td>The date that is 5 years from the date of issue.</td></tr>
<tr><td>C</td><td>The date that is 5 years from the date of issue.</td></tr>
</table>
(Expiry Date).

For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</td></tr>
</table>

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6.	**Rights attaching to Performance Rights**	Prior to a Performance Right being converted, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to section 16 below).
7.	**Restrictions on dealing with Performance Rights**	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.
8.	**Cessation of Employment**	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
9.	**Forfeiture Conditions**	Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Performance Rights held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
10.	**Conversion**	The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date (**Conversion Period**).
11.	**Conversion Notice**	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (**Conversion Notice**).
12.	**Timing of issue of Shares and quotation of Shares on conversion**	Within five Business Days after the issue of a Conversion Notice by the holder, the Company will: (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder.

		Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.
13.	**Restrictions on transfer of Shares on conversion**	Shares issued on conversion of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
14.	**Rights attaching to Shares on conversion**	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
15.	**Change of Control**	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), or the Board determines that such an event is likely to occur, any vested but unconverted or any unvested Performance Rights must be converted within 30 days of the Change of Control Event. Any unconverted Performance Rights will lapse.
16.	**Participation in new issues**	Subject always to the rights under paragraphs 17 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
17.	**Adjustment for bonus issue**	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 Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue 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 Performance Rights are converted.
18.	**Reorganisation**	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 holder holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
19.	**Buy-Back**	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Plan.

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Meeka Metals

Meeka Metals Limited | ABN 23 080 939 135

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AWST) on Sunday, 22 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.

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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 Meeka Metals Limited, to be held at **11:00am (AWST) on Tuesday, 24 November 2026 at Level 14, QV1 Building, 250 St Georges Terrace, Perth WA 6000** 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 4 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, 9, 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 9, 10 and 11 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	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – MR PAUL CHAPMAN	☐	☐	☐
3	ELECTION OF DIRECTOR – MR DANIEL LOUGHER	☐	☐	☐
4	ELECTION OF MR STEPHEN MAYNE WHO HAS NOMINATED HIMSELF FOR ELECTION **(NOT BOARD ENDORSED)**	☐	☐	☐
5	RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES	☐	☐	☐
6	APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES	☐	☐	☐
7	APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR PAUL CHAPMAN	☐	☐	☐
8	RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES UNDER LISTING RULE 7.1	☐	☐	☐
9	APPROVAL TO ISSUE FURTHER SECURITIES UNDER THE COMPANY'S INCENTIVE PLAN	☐	☐	☐
10	ISSUE OF PERFORMANCE RIGHTS TO MR DANIEL LOUGHER	☐	☐	☐
11	ISSUE OF PERFORMANCE RIGHTS TO MR TIM DAVIDSON	☐	☐	☐

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).

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