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Richmond Vanadium Technology Limited

ACN 617 799 738

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at Level 14, 167 Eagle Street, Brisbane, Queensland and online via the Computershare Meeting Platform on Thursday, 26 November 2026 at 1.00pm (AEST).

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

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by email at info@richmondvanadium.com.au.

Shareholders are urged to attend or vote by lodging the Proxy Form

Richmond Vanadium Technology Limited

ACN 617 799 738

(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of Richmond Vanadium Technology Limited (**Richmond Vanadium** or **Company**) will be held at Level 14, 167 Eagle Street, Brisbane, Queensland and online via the Computershare Meeting Platform on Thursday, 26 November 2026 at 1.00pm (AEST) (**Meeting**).

The Meeting will be held as a hybrid meeting (in person and online).

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

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders at 6.00pm (AEST) on Tuesday, 24 November 2026.

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

Agenda

1 Annual Report

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

2 Resolutions

Resolution 1 – Remuneration Report

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

'That 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.'

Voting prohibitions

A vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel (details of whose remuneration are included in the Remuneration Report) or a Closely Related Party of a member of Key Management Personnel, unless the vote is cast as proxy for a person entitled to vote on the Resolution, and the voter is:

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

(b) the Chair appointed pursuant to a proxy that does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

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Resolution 2 – Re-election of Director – Mr Xiang (Shawn) Lin

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

'That Mr Xiang (Shawn) Lin, being a Director of the Company, who retires as Director in accordance with clause 40.1(c) of the Constitution and Listing Rule 14.5, and being eligible for re-election, is re-elected as a Director.'

Resolution 3 – Issue of Tranche Two Shares to Brendon Grylls

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 750,000 Shares to Brendon Grylls (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion statement
The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Brendon Grylls (or his nominee); 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); and
- any Associate of Brendon Grylls, that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting restriction pursuant to section 250BD of the Corporations Act
As Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast by:

- any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- a Closely Related Party of such KMP,

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who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on Resolution 3.

However, the Company need not disregard a vote on this Resolution 3 if it is cast by the person Chairing the Meeting as proxy for a person who is entitled to vote and the Shareholder expressly authorises the person Chairing the Meeting to exercise the proxy even if Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP for the Company, or if the Company is part of a consolidated entity, for the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 3, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 4 – Issue of Shares to Jonathan Price

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

'That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000 Shares to Jonathan Price (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion statement
The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Jonathan Price (or his nominee); and
- 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); and
- any Associate of Jonathan Price, that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - 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 restriction pursuant to section 250BD of the Corporations Act
As Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by:

- any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- a Closely Related Party of such KMP,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on Resolution 4.

However, the Company need not disregard a vote on this Resolution 4 if it is cast by the person Chairing the Meeting as proxy for a person who is entitled to vote and the Shareholder expressly authorises the person Chairing the Meeting to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP for the Company, or if the Company is part of a consolidated entity, for the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 4, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 5 – Approval of 10% Placement Facility

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

'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issue capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.

Voting exclusion statement
The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any 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); and
- any Associate of that person or those persons.

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However, this does not apply to a vote cast in favour of this Resolution 5 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 6 – Issue of Consideration Shares to Boomarra Minerals Ltd

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

*'That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,684,211 Consideration Shares to Boomarra Minerals Ltd ACN 600 326 261(or its permitted nominee) (**Boomarra Minerals**) on the terms and conditions set out in the Explanatory Memorandum.'*

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Boomarra Minerals; and
- 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); and
- any Associate of Boomarra Minerals, that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 6 by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 6, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 7 – Approval to amend the Company's Constitution

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

'That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution in the manner set out in the Explanatory Memorandum, with effect from the close of this Meeting.'

BY ORDER OF THE BOARD



Monique Stevens
Company Secretary
Richmond Vanadium Technology Limited
Dated: 23 October 2026

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Richmond Vanadium Technology Limited

ACN 617 799 738

Explanatory memorandum

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 14, 167 Eagle Street, Brisbane, Queensland and online via the Computershare Meeting Platform on Thursday, 26 November 2026 at 1.00pm (AEST).

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

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

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Xiang (Shawn) Lin
Section 6	Resolution 3 – Issue of Tranche Two Shares to Brendon Grylls
Section 7	Resolution 4 – Issue of Shares to Jonathan Price
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Issue of Consideration Shares to Boomarra Minerals
Section 10	Resolution 7 – Approval to amend the Company's Constitution
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2 Voting and attendance information

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

a. Attending in person

Shareholders and proxyholders are welcome to attend and participate in person at the Meeting. Registration for the Meeting will be available from 12:30pm(AEST).

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Instructions on how Shareholders and proxyholders can vote and ask questions in person will be provided during the Meeting.

b. Attending online

Shareholders and proxyholders can watch and participate in the Meeting online via the Computershare Meeting Platform. This enables Shareholders and proxyholders to view the Meeting live, ask questions and cast their votes during the Meeting.

To participate in the Meeting online, please visit: https://meetnow.global/MG9F2VR

Online registration will be available from 12.30pm (AEST) on Thursday, 26 November 2026. The Company recommends that participants register at least 15 minutes prior to the time designated for the commencement of the Meeting.

Shareholder login details:

You will need the following details to log in:

- SRN/HIN; and
- Postcode of your registered address (or Country of Residence if you reside outside Australia).

Proxyholder login details:

Proxyholders will receive their login credentials as part of the meeting materials distributed prior to the Meeting. Proxyholders who have not received their login details should contact the Company or the Share Registry, Computershare, before the Meeting to obtain access instructions.

Further instructions on how to participate virtually, ask questions and vote during the Meeting are set out in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

c. Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

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

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia)

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	+61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code in your Proxy Form and follow the prompts
Custodial voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by 1.00pm (AEST) on Tuesday, 24 November 2026. Proxies received after this time will be invalid.

A member of the Company who is entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote for the member at the Meeting. If a member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

d. Chair's voting intentions

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

If the Chair is appointed as your proxy (or the Chair is appointed by default) and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3 Annual Report

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

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

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

(a) discuss the 2026 Annual Report which is available online at the Company's Website;

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

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

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

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

(b) the conduct of the audit;

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

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

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

4 Resolution 1 – Remuneration Report

a. General

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

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Directors take the discussion at the Meeting and the outcome of the vote into account when considering the Company's remuneration.

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

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, Shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the directors must stand for re-election.

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

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolution 1 is an ordinary resolution.

5 Resolution 2 – Re-election of Director – Mr Xiang (Shawn) Lin

a. General

Clause 40.1(c) of the Constitution and Listing Rule 14.5 both provide that at least one Director must stand for election or re-election at each annual general meeting.

Clause 40.8 of the Constitution provides that a Director who retires in accordance with clause 40.1 is eligible for re-election.

The Director to retire pursuant to clause 40.1(c) of the Constitution shall be determined according to the length of time each Director has spent in office, with those having spent the longest time in office retiring. Under clause 40.4 of the Constitution, where two or more Directors have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by lot.

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Mr Xiang (Shawn) Lin and Mr Brendon Grylls were most recently re-elected on 22 November 2024 and are the Directors that have spent the equal longest time in office (without re-election). Mr Lin by agreement retires at this Meeting and being eligible, seeks re-election pursuant to Resolution 2.

The Board Considers that, if re-elected, Mr Lin will continue to be classified as an independent Director.

b. Xiang (Shawn) Lin

Shawn holds a Bachelor of Commerce (Honours), majoring in accounting and economics from Carleton University. Shawn began his career at KPMG as a Senior Auditor, progressing to be Investment Manager at Sinocap Investment Holdings Ltd and then as the head of Financial Investment, within the Department of Culture Landmark Investment Ltd. He was then promoted to Executive Director of associated companies, Champion Technology Holdings Ltd and Kantone Holdings Ltd in 2017. Since then, he has undertaken the Chief Investment Officer and Chief Financial Officer positions within his family office.

c. Board recommendation

The Board considers that Mr Lin has made and continues to make a significant and valuable contribution to the Company, particularly with his extensive expertise in investment and a strong background in international markets. The Board believes that the skill set and experience of Mr Lin will continue to enhance the Board's ability to perform its role.

The Board (with Mr Lin abstaining) support the re-election of Mr Lin and recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

6 Resolution 3 – Issue of Tranche Two Shares to Brendon Grylls

a. Background

The Company has agreed, subject to obtaining Shareholder approval pursuant to Resolution 3, to issue up to 750,000 Shares (**Tranche Two Shares**) to Brendon Grylls (or his nominee) (**Grylls Recipient**) on the terms and conditions set out below.

The Tranche Two Shares comprise the second tranche of two tranches of Shares proposed to be issued to the Grylls Recipient, as originally disclosed in the Company's announcement and Appendix 3B both released to the ASX on 23 June 2025, and Appendix 2A released on 5 December 2025.

Subject to Shareholder approval, Mr Grylls (or his nominee) will be issued up to 750,000 Tranche Two Shares.

Resolution 3 seeks Shareholder approval for the issue of the Tranche Two Shares to the Grylls Recipient.

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b. Listing Rule 10.11

The Company is proposing to issue up to 750,000 Shares to Mr Grylls (and/or his nominee) as an equity bonus.

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 of Tranche Two Shares 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 the Company's Shareholders under Listing Rule 10.11.

To this end, Resolution 3 seeks the required Shareholder approval for the issue of the Tranche Two Shares under and for the purposes of Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche Two Shares to the Grylls Recipient, as incentive-based remuneration, 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).

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche Two Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Tranche Two Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche Two Shares and the Company may consider alternative methods for incentivising the Grylls Recipient (which may be increased cash-based remuneration packages or alternative short-term incentive arrangements which may be cash or equity based).

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c. Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, 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 must:

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

ii. give the benefit within 15 months following such approval,

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

The proposed issue of Tranche Two Shares to the Grylls Recipient constitutes giving a financial benefit and the Grylls Recipient is a Related Party of the Company by virtue of being a Director of the Company.

Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E of the Corporations Act in relation to the convening of that meeting have been met or where the financial benefit constitutes objectively reasonable remuneration.

The Board (excluding Mr Grylls) considers that the financial benefit proposed to be given by way of the Tranche Two Shares to the Grylls Recipient is reasonable remuneration for the purposes of section 211 of the Corporations Act and therefore shareholder approval under Chapter 2E of the Corporations Act is not required.

d. Listing Rule 10.13

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

i. Listing Rule 10.13.1 – the name of the person

The Tranche Two Shares are proposed to be issued to Brendon Grylls (or his nominee) pursuant to Resolution 3.

ii. Listing Rule 10.13.2 - which category in rules 10.11.1-10.11.5 the person falls in and why

Brendon Grylls falls within the category of Listing Rule 10.11.1 by virtue of being a current Director of the Company. A nominee of Mr Grylls (if applicable) would fall under Listing Rule 10.11.4 as Mr Grylls' associate.

iii. Listing Rule 10.13.3 - the number and class of Securities to be issued to the person

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The Tranche Two Shares are fully paid ordinary Shares in the Company. The maximum number of Tranche Two Shares to be issued to the Grylls Recipient is up to 750,000 Tranche Two Shares, comprising up to 750,000 Tranche Two Shares to Brendon Grylls (or his nominee), pursuant to Resolution 3.

iv. Listing Rule 10.13.4 - if the Securities are not fully paid ordinary Securities, a summary of the material terms of the Securities

The Tranche Two Shares are fully paid ordinary Shares in the Company.

v. Listing Rule 10.13.5 - the date or dates on or by which the entity will issue the Securities, which must not be more than 1 month after the date of the meeting

The Tranche Two Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

vi. Listing Rule 10.13.6 - the price or other consideration the entity will receive for the issue

The issue price of the Tranche Two Shares will be nil. The Company will not receive any other consideration in respect of the issue of the Tranche Two Shares.

vii. Listing Rule 10.13.7 - the purpose of the issue, including the intended use of any funds raised by the issue

The Tranche Two Shares are being issued in recognition of services rendered by Mr Grylls and to preserve Company cash. The purpose of the issue is to provide an equity sign-on and retention bonus to Mr Grylls as Executive Chair in lieu of a cash bonus and not under an employee incentive scheme, as a means of aligning his interests with Shareholder interests (by linking his rewards to ongoing Company performance and knowledge retention).

viii. Listing Rule 10.13.8 - if the person is (i) a director and therefore a Related Party under rule 10.11.1, or (ii) an associate of, or a person connected with, a director under rules 10.11.4 or 10.14.5, and the issue is intended to remunerate or incentivise the director, details (including the amount) of the director's current remuneration package

The Tranche Two Shares are intended to remunerate and incentivise Mr Grylls.

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Details of Mr Grylls' total remuneration package for the previous financial year (ended 30 June 2026) and proposed total remuneration package for the current financial year (ending 30 June 2027) are set out below:

Short-term benefits (cash salary and fees) ($)	Post-employment benefits (superannuation) ($)	Share-based payments (equity-settled) ($)	Total ($)
FY26[1]			
150,000	18,000	197,310	365,310
FY27[2]			
150,000	18,000	213,440[3]	381,440

Notes:

1. These figures are audited figures, as disclosed in the Company's 2026 Annual Report. Excludes non-monetary benefits valued at $10,338, and long service leave valued at $2,800 as disclosed in the Company's 2026 Annual Report.
2. The FY27 cash salary and superannuation amounts reflect Mr Grylls' existing remuneration arrangements.
3. The FY27 share-based payments comprise an estimated $138,440 expense relating to previously granted ZEPOs, together with indicative values of $75,000 for the 750,000 Tranche Two Shares proposed under Resolution 3. The indicative share values are calculated using the Company's closing Share price of $0.10 on 19 October 2026. The final accounting expense will depend on the applicable grant date, fair value and any relevant vesting conditions under AASB 2, subject to auditor confirmation and the relevant approvals.

ix. Listing Rule 10.13.9 - if the Securities are issued under an agreement, a summary of any other material terms of the agreement

The Tranche Two Shares are not proposed to be issued under an agreement.

x. Listing Rule 10.13.10 – a voting exclusion statement

A voting exclusion statement in respect of Resolution 3 is included in the Notice.

e. Board recommendation

The Board (with Mr Grylls abstaining) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

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7 Resolution 4 – Issue of Shares to Jonathan Price

a. Background

The Company has agreed, subject to obtaining Shareholder approval pursuant to Resolution 4, to issue up to 500,000 Shares (**Price Shares**) to Jonathan Price (or his nominee) (**Price Recipient**) on the terms and conditions set out below. The Price Shares comprise the second tranche of two tranches of Shares proposed to be issued to the Price Recipient, as originally disclosed in the Company's announcement and Appendix 3B both released to the ASX on 23 June 2025, and Appendix 2A released on 5 December 2025.

Subject to Shareholder approval, Mr Price (or his nominee) will be issued up to 500,000 Price Shares.

Resolution 4 seeks Shareholder approval for the issue of the Price Shares to the Price Recipient.

b. Listing Rule 7.1

The Company is proposing to issue up to 500,000 Shares to Mr Price (and/or his nominee) as an equity bonus.

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 months period to 15% of the fully paid ordinary shares it had on issue at the start of that period (adjusted for certain events over that 12-month period) (**15% Capacity**).

The issue of the Price Shares to the Price Recipient falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rule 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.

To this end, Resolution 4 seeks shareholder approval to the issue of the Price Shares to the Price Recipient under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the issue of the Price Shares to the Price Recipient can proceed, as incentive-based remuneration, within 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). In addition, the issue of the Price Shares 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 Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Price Shares to the Price Recipient (including as an issue under its 15%

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Capacity) and may consider alternative methods of remunerating or incentivising Mr Price (including cash remuneration).

c. Listing Rule 7.3

Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Price Shares to the Price Recipient:

i. Listing Rule 7.3.1 – the name of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

The Price Shares are proposed to be issued to Jonathan Price (or his nominee) pursuant to Resolution 4.

ii. Listing Rule 7.3.2 – the number and class of securities the entity will issue

The Price Shares are fully paid ordinary Shares in the Company. The maximum number of Price Shares to be issued to the Price Recipient is up to 500,000 Price Shares, comprising up to 500,000 Price Shares to Jonathan Price (or his nominee), pursuant to Resolution 4.

iii. Listing Rule 7.3.3 - if the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Price Shares are fully paid ordinary Shares in the Company.

iv. Listing Rule 7.3.4 - the date or dates on or by which the entity will issue the securities

The Price Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

v. Listing Rule 7.3.5 - the price or other consideration the entity will receive for the securities

The issue price of the Price Shares will be nil. The Company will not receive any other consideration in respect of the issue of the Price Shares.

vi. Listing Rule 7.3.6 - the purpose of the issue, including the intended use of any funds raised by the issue

The Price Shares are being issued in recognition of services rendered by Mr Price and to preserve Company cash. The purpose of the issue is to provide an equity sign-on and retention bonus to Mr Price as an employed Strategic Advisor in lieu of a cash bonus and not under an employee

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incentive scheme, as a means of aligning his interests with Shareholder interests (by linking his rewards to ongoing Company performance and knowledge retention).

vii. Listing Rule 7.3.7 - if the securities are being issued under an agreement, a summary of any other material terms of the agreement

The Price Shares are not proposed to be issued under an agreement.

viii. Listing Rule 7.3.8 - if the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover

The Price Shares are not being issued under, or to fund, a reverse takeover.

ix. Listing Rule 7.3.9 – a voting exclusion statement

A voting exclusion statement in respect of Resolution 4 is included in the Notice.

d. Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

8 Resolution 5 – Approval of 10% Placement Facility

a. Background

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 securities it had on issue at the start of the period (adjusted for certain events over that 12-month period).

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

An "eligible entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes as at the date of this Notice. If, on the date of the Meeting, the Company is not an eligible entity under the Listing Rules for the purposes of Listing Rule 7.1A, then Resolution 5 will be withdrawn.

Resolution 5 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. The exact number of

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Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 5 is passed, the Company will be able to issue Equity Securities under the 10% Placement Facility without any further Shareholder approval, provided that the issue complies with the requirements of Listing Rule 7.1A regarding, among other things, minimum issue price and the issue being made for cash consideration (**LR 7.1A Requirements**). The Company's ability to place Equity Securities under the 10% Placement Facility will be in addition to the Company's 15% placement capacity available under Listing Rule 7.1, which is not subject to the LR 7.1A Requirements.

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

b. Specific information required by Listing Rule 7.3A

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

i. Listing Rule 7.3A.1 - Period for which the approval will be valid

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained, and expires on the first to occur of the following:

1. the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

2. the time and date of the Company's next annual general meeting; or

3. the time and date of the approval by the Company's Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

The Company will only issue and allot the Equity Securities pursuant to the 10% Placement Facility during the 10% Placement Period.

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ii. Listing Rule 7.3A.2 – Minimum price at which the Equity Securities may be issued

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the relevant class of the Company's Equity Securities over the 15 Trading Days in which trades in the class were recorded immediately before:

1. the date on which the price at which the Equity Securities are to be issued is agreed; or
2. if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

iii. Listing Rule 7.3A.3 – Purposes for which the funds raised by issue of Equity Securities may be used

The Company may seek to issue Equity Securities under the 10% Placement Facility to raise funds to support its existing exploration and development activities, advance its projects and strategic objectives, pursue potential acquisition and investment opportunities, and provide general working capital.

The funds may be applied towards the Company's ongoing operational, corporate and project development requirements, consistent with its business activities and strategic priorities as described in its Annual Report.

iv. Listing Rule 7.3A.4 – Risk of economic and voting dilution to existing shareholders

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

1. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the meeting; and

2. the Equity Securities may be issued at a price that is at a discount to the market price for the relevant class of the Company's Equity Securities on the issue date,

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

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary

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securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

1. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

2. two examples: one where the issue price of ordinary securities is decreased by 50% and the other where the issue price of ordinary securities is increased by 100% relative to the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.050 50% decrease in Issue Price	\$0.100 Issue Price (current share price)	\$0.200 100% increase in Issue Price
Current Variable A 220,315,100 Shares	10% voting dilution	22,031,510 Shares		
	Funds raised	\$1,101,575.50	\$2,203,151.00	\$4,406,302.00
50% increase in current Variable A 330,472,650 Shares	10% voting dilution	33,047,265 Shares		
	Funds raised	\$1,652,363.25	\$3,304,726.50	\$6,609,453.00
100% increase in current Variable A 440,630,200 Shares	10% voting dilution	44,063,020 Shares		
	Funds raised	\$2,203,151.00	\$4,406,302.00	\$8,812,604.00

The table has been prepared on the following assumptions:

1. Shareholders approve Resolution 5.
2. The Company issues, in a single allotment, the maximum number of Equity Securities available under the 10% Placement Facility.
3. No existing convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.

4. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
6. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
7. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities under the 10% Placement Facility includes convertible securities, it is assumed that those convertible securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
8. The Issue Price is $0.1000 being the closing price of Shares on the ASX on 19 October 2026.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.

v. Listing Rule 7.3A.5 – Details of the Company's allocation policy

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

1. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
2. the effect of the issue of the Equity Securities on the control of the Company;
3. the financial situation and solvency of the Company; and
4. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a Related Party or an Associate of a Related Party of the Company.

vi. Listing Rule 7.3A.6 – Details of any Equity Securities issued, or agreed to be issued, under Listing Rule 7.1A.2

The Company has not previously sought Shareholder approval under Listing Rule 7.1A and consequently has not issued or agreed to issue any

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Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

vii. Listing Rule 7.3A.7 – Any proposal to issue Equity Securities under Listing Rule 7.1A.2

At the date of the Notice, the Company has no intention of making an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in any such issue.

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

c. Board recommendation

The Directors consider that the passing of this Resolution 5 will provide the Company with greater flexibility when considering future capital raising opportunities by increasing the Company's ability to issue new Shares permitted by the Listing Rules without requiring Shareholder approval.

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

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

9 Resolution 6 – Issue of Consideration Shares to Boomarra Minerals Ltd

a. Background

On 22 October 2026, the Company executed a binding term sheet (**Term Sheet**) with Boomarra Minerals Ltd ACN 600 326 261 to acquire 100% of EPM 28573 and certain related mining information (**Acquisition**).

On completion of the Acquisition, in consideration for acquiring 100% of EPM 28573 and certain related mining information, the Company has agreed to issue up to 1,684,211 Shares at a deemed price of $0.095 per Share for a total consideration value of $160,000 to Boomarra Minerals (or its permitted nominee) (**Consideration Shares**).

The Acquisition is conditional on shareholder approval being obtained for the issue of the Consideration Shares to Boomarra Minerals (or its permitted nominee) under and for the purposes of Listing Rule 7.1 (and for all other purposes), being the approval sought under Resolution 6.

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In addition, the Acquisition under the Term Sheet is subject to a number of further conditions precedent, including that the Company be satisfied with its due diligence investigations, that the Company obtain all other required approvals and consents, that the final Acquisition terms be formalised via definitive documents (**Transaction Documents**), and that the final transaction terms not be materially different from those approved by the Company Board. The Parties have agreed that these conditions must be satisfied or waived (to the extent permitted) by 31 January 2027, unless the Company and Boomarra agree otherwise in writing (**Long Stop Date**).

Separately, the Parties may terminate the Term Sheet if the Transaction Documents are not executed within the period commencing on the signing of the Term Sheet and ending on the earlier of one month from signing the Term Sheet.

As set out in the Company's announcement dated 22 October 2026, EPM 28573 comprises 100 sub-blocks approximately 60km north-west of Richmond and immediately north of the Company's Lilyvale project area, including a portion of which overlaps the Company's mining lease application in respect of EPM 25164 (being MLA 100408). Under the Term Sheet, Boomarra has also agreed to provide the Company with its written consent to MLX 100408 in accordance with section 248(2) of the *Mineral Resources Act 1989* (Qld) upon completion.

The Term Sheet otherwise contains provisions considered customary for a transaction of this nature.

Resolution 6 seeks Shareholder approval for the issue of the Consideration Shares to Boomarra Minerals.

b. Listing Rule 7.1

The Company is proposing to issue up to 1,684,211 Consideration Shares to Boomarra Minerals (or its permitted nominee) as consideration for the Acquisition pursuant to Resolution 6.

A summary of Listing Rule 7.1 is set out in section 7b of the Explanatory Memorandum.

The issue of the Consideration Shares to Boomarra Minerals (or its permitted nominee) falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rule 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.

To this end, Resolution 6 seeks shareholder approval to the issue of the Consideration Shares to Boomarra Minerals (or its permitted nominee) under and for the purposes of Listing Rule 7.1.

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If Resolution 6 is passed, the issue of the Consideration Shares to Boomarra Minerals (or its permitted nominee) can proceed under the Term Sheet. In addition, the issue of the Consideration Shares 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 Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and will not be able to satisfy the relevant condition precedent under the Term Sheet. In such circumstances the Company may not be able to proceed with the Acquisition or may need to renegotiate the terms of the Term Sheet. Such terms may be less favourable to the Company and Shareholders.

c. Listing Rule 7.3

Pursuant to and in accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Shares to Boomarra Minerals (or its permitted nominee):

i. Listing Rule 7.3.1 – the name of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

The Consideration Shares are proposed to be issued to Boomarra Minerals (or its permitted nominee) pursuant to Resolution 6.

ii. Listing Rule 7.3.2 – the number and class of securities the entity will issue

The Consideration Shares are fully paid ordinary Shares in the Company. The maximum number of Consideration Shares to be issued to Boomarra Minerals (or its permitted nominee) is up to 1,684,211 Consideration Shares pursuant to Resolution 6.

iii. Listing Rule 7.3.3 - if the securities are not fully paid ordinary securities, a summary of the material terms of the securities

The Consideration Shares are fully paid ordinary Shares in the Company.

iv. Listing Rule 7.3.4 - the date or dates on or by which the entity will issue the securities

The Consideration Shares will be issued by the Long Stop Date, and in any case no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

v. Listing Rule 7.3.5 - the price or other consideration the entity will receive for the securities

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The deemed issue price of the Consideration Shares will be 9.5 cents (but no cash), in consideration for 100% of EPM 28573 and certain related mining information under the Acquisition.

vi. Listing Rule 7.3.6 - the purpose of the issue, including the intended use of any funds raised by the issue

The purpose of the issue of the Consideration Shares is set out in section 9a above, being to satisfy the Company's obligations under the Term Sheet.

vii. Listing Rule 7.3.7 - if the securities are being issued under an agreement, a summary of any other material terms of the agreement

The Consideration Shares are being issued to Boomarra Minerals (or its permitted nominee) under the Term Sheet. A summary of the material terms of the Term Sheet is as set out in section 9a of the Explanatory Memorandum above.

viii. Listing Rule 7.3.8 - if the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover

The Consideration Shares are not being issued under, or to fund, a reverse takeover.

ix. Listing Rule 7.3.9 – a voting exclusion statement

A voting exclusion statement in respect of Resolution 6 is included in the Notice.

d. Board recommendation

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

Resolution 6 is an ordinary resolution.

10 Resolution 7 – Approval to amend the Company's Constitution

a. Background

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution, by special resolution. This requires approval by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

The Company proposes to amend its Constitution to remove references to cheques and facilitate the payment of distributions and other amounts to Shareholders by electronic means, including mandatory direct credit arrangements. These amendments reflect the ongoing transition away from

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cheque payments in Australia and the Company's share registry's intention to cease issuing Australian dollar cheques by the end of 2026.

The Company also proposes to amend the definition of "State" from Western Australia to Queensland to reflect the relocation of its registered office to Brisbane, as announced on 25 March 2026, and to correct a minor typographical error.

The proposed amendments affect Rules 2.1, 59, 63.13, 63.16 and 80.15 of the Constitution and are detailed below.

A copy of the proposed amended Constitution, together with a comparison against the existing Constitution, will be available for review by Shareholders on the Company's website. Shareholders may also request a copy by contacting the Company Secretary.

If Resolution 7 is approved, the amended Constitution will be released to ASX and made available on the Company's website.

The Directors consider that the proposed amendments are administrative in nature and are not expected to have a material adverse impact on Shareholders.

Shareholders are invited to contact the Company if they have any questions regarding the proposed amendments. If Resolution 7 is passed, the amended Constitution will take effect from the close of the Meeting.

b. Proposed amendments

The Company proposes to amend Rules 2.1, 59, 63.13, 63.16 and 80.15 of the Constitution in accordance with section 136(2) of the Corporations Act.

The proposed amendments to Rules 2.1, 59, 63.13, 63.16, and 80.15 of the Constitution are set out in strikethrough (for deletions) and underline (for inclusions) below:

i. Rule 2.1

State *means the State of ~~Western Australia~~Queensland.*

ii. Rule 59

59 Bills of Exchange

All ~~cheques,~~ promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.

iii. Rule 63.13

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63.13 *Any Dividend, interest, or other money payable in cash in respect of Shares or Debt Securities may be paid by:*

(a) ~~cheque or~~ warrant sent through the post directed to the registered address of the holder or, in the case of Joint Holders, to the registered address of that one of the Joint Holders who is first named on the Register or to such person and to such address as the holder or Joint Holders may in writing direct and every such ~~cheque or~~ warrant shall be made payable to the order of the person to whom it is sent;

(b) mandatory direct credit or electronic funds transfer to an account nominated by the holder to the Company for the purpose of receiving such payments, or in the case of Joint Holders, to the account nominated to the Company by that Joint Holder who is first named in the Register for the purpose of receiving such payments; or

(c) in such other manner as the Directors determine from time to time.

iv. Rule 63.16

63.16 *All Dividends, interest or other money payable in cash in respect of Shares or Debt Securities unclaimed after having been declared (including where the Directors determine that payments will be made by mandatory direct credit or electronic funds transfer into an account under Rule 63.13(b), but no such account is nominated by the Member or a direct credit or an electronic transfer into a nominated account is rejected or refunded) may be invested and otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect of those funds. This paragraph is subject to the provisions of section 544 of the Corporations Act and the Unclaimed Money Act 1990 (WA) or, in the event the Company is not subject to the Unclaimed Money Act 1990 (WA), the equivalent legislation in the Company's state of registration dealing with unclaimed money.*

v. Rule 80.15

80.15 *Subject to Rule 80.16, any notices to be given under or in reference to this Constitution by the Company to any Director or vice versa may be given in accordance with Rule 80.1 and, if so given, shall be deemed to have been given in accordance with Rules 80.11, 80.12~~1.1~~ and 80.13. Where a given number of*

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days' notice or notice extending over any period is required to be given, the day on which the notice is deemed to be served shall be excluded but the day for which the notice is given shall be included in calculating the number of days or other period.

c. Board recommendation

The Board recommends the Shareholders vote in favour of Resolution 7.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

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Schedule 1 - Definitions

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

10% Placement Facility	has the meaning given to that term in section 8a of the Explanatory Memorandum.
10% Placement Period	has the meaning given to that term in section 8b.i of the Explanatory Memorandum.
Acquisition	has the meaning given to that term in section 9a of the Explanatory Memorandum.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
Associate	has the meaning given to that term in the Corporations Act or Chapter 19 of the Listing Rules (as applicable).
ASX	means the ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
AEST	means Australian Eastern Standard Time, being the time in Brisbane, Queensland.
Board	means the board of Directors.
Boomarra Minerals	has the meaning given to that term in Resolution 6.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of Key Management Personnel.
Company or Richmond Vanadium	means Richmond Vanadium Technology Limited ACN 617 799 738.
Consideration Shares	has the meaning given to that term in section 9a of the Explanatory Memorandum.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Grylls Recipient	has the meaning given in section 6a of the Explanatory Memorandum.

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Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Long Stop Date	has the meaning given to that term in section 9a of the Explanatory Memorandum.
LR 7.1A Requirements	has the meaning given to that term in section 8a of the Explanatory Memorandum.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.
Price Recipient	has the meaning given to that term in section 7a of the Explanatory Memorandum.
Price Shares	has the meaning given to that term in section 7a of the Explanatory Memorandum.
Proxy Form	means the proxy form to the Notice.
Related Party	has the meaning in section 228 of the Corporations Act or Chapter 19 of the Listing Rules, as applicable.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Richmond Project	means the 1.8Bt @0.36% for 6.7Mt V_2O_5 Richmond Vanadium Project 100% owned by the Company located approximately 45km north-west of Richmond in north-west Queensland.
Securities	has the meaning in section 92(1) of the Corporations Act or Chapter 19 of the Listing Rules, as applicable.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning given to that term in section 4a of the Explanatory Memorandum.
Term Sheet	has the meaning given to that term in section 9a of the Explanatory Memorandum.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
Tranche Two Shares	has the meaning given in section 6a of the Explanatory Memorandum.
Transaction Documents	has the meaning given to that term in section 9a of the Explanatory Memorandum.

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Richmond Vanadium Technology Limited
ABN 63 617 799 738

RVT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1.00pm (AEST) on Tuesday, 24 November 2026.**

Proxy Form

For personal use only

SAMPLE

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form: XX

Online:

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

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

By Mail:

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

By Fax:

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

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

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

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

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Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Richmond Vanadium Technology Limited hereby appoint

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Richmond Vanadium Technology Limited to be held at Level 14, 167 Eagle Street, Brisbane, Queensland 4000 and as a virtual meeting on Thursday, 26 November 2026 at 1.00pm (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director - Mr Xiang (Shawn) Lin	☐	☐	☐
Resolution 3	Issue of Tranche Two Shares to Brendon Grylls	☐	☐	☐
Resolution 4	Issue of Shares to Jonathan Price	☐	☐	☐
Resolution 5	Approval of 10% Placement Facility	☐	☐	☐
Resolution 6	Issue of Consideration Shares to Boomarra Minerals Ltd	☐	☐	☐
Resolution 7	Approval to amend the Company's Constitution	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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

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