encounter resources
ABN 47 109 815 796

Suite 2, 1 Alvan Street
Subiaco WA 6008

P + 61 8 9486 9455
www.enrl.com.au

For personal use only

27 October 2026

Dear Shareholders,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Encounter Resources Limited's (**Encounter** or **the Company**) 2026 Annual General Meeting is scheduled to be held at The Ebell Room, Trinity on Hampden, 230 Hampden Road, Crawley, Western Australia on Thursday 26 November 2026 at 9.00am (AWST) (**Meeting**).

In accordance with the *Corporations Amendments (Meetings and Documents) Act 2022* (Cth)), the Company will not be sending physical copies of the Notice of Meeting, and accompanying Explanatory Memorandum (**Meeting Materials**), to shareholders unless they have made a valid election to receive documents in physical copy.

Instead, a copy of the Meeting Materials will be available electronically under the "ASX announcements" section of the Company's website at www.enrl.com.au/investors/.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

The Directors **strongly encourage all Shareholders to lodge their directed proxy votes prior to the Meeting and appoint the Chair as their proxy** in accordance with the instructions set out in the proxy form. All voting at the Meeting will be conducted by poll.

If Shareholders do not attend the Meeting in person, they will be able to participate by:

(a) voting prior to the Meeting by lodging the enclosed proxy form attached to the Notice of Meeting by no later than 9.00am (AWST) on 24 November 2026, as per the instructions on the proxy form; and

(b) lodging questions in advance of the Meeting by emailing the questions to the Chairman at contact@enrl.com.au by no later than 24 November 2026.

If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company Secretary on (08) 9486 9455.

Encounter shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company's share registry website at https://investor.automic.com.au and registering an account.

Sincerely,

Will Robinson
Managing Director

For personal use only

encounter resources

ABN 47 109 815 796

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

To be held

At 9.00am (WST), Thursday, 26 November 2026

at

The Ebell Room, Trinity on Hampden,
230 Hampden Road, Crawley WA 6009

For personal use only

This page has been left blank intentionally.

encounter resources
ABN 47 109 815 796

Suite 2, 1 Alvan Street
Subiaco WA 6008

P 08 9486 9455

www.enrl.com.au

5 October 2026

For personal use only

Dear Fellow Encounter Shareholder,

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at The Ebell Room, Trinity on Hampden, 230 Hampden Road, Crawley WA 6009 at 9.00am (WST) on Thursday, 26 November 2026.

The purpose of the Meeting is to conduct the annual business of the Company, being consideration of the annual financial statements, the Remuneration Report, and in addition, seek Shareholder approval in accordance with the *Corporations Act 2001* (Cth) and the Listing Rules of the ASX to a number of Resolutions, which are set out in the attached Notice of Meeting.

Your Directors seek your support and look forward to your attendance at the Meeting.

Yours sincerely

Simon Hay
Chairman

ENCOUNTER RESOURCES LIMITED
ABN 47 109 815 796

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Encounter Resources Limited will be convened at 9.00am (WST) on Thursday, 26 November 2026 at The Ebell Room, Trinity on Hampden, 230 Hampden Road, Crawley WA 6009.

AGENDA

1. Discussion of Financial Statements and Reports

To discuss the Company's annual financial report, the Directors' report and auditor's report for the year ended 30 June 2026.

2. Adoption of the Remuneration Report

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

"That, for the purpose 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 Prohibition Statement

The Company will disregard any votes cast on the Resolution by, or on behalf of, a Restricted Voter. However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and

(b) it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

3. Re-election of Director – Dr Jon Hronsky OAM

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

"That, Dr Jon Hronsky, being a Director of the Company, who retires in accordance with the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director."

4. Election of Director – Mr Simon Hay

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

"That, Mr Simon Hay, who was appointed as a Director of the Company since the last annual general meeting, and who retires in accordance with the Company's Constitution and Listing Rule 14.4, and being eligible, offers himself for election, be elected as a Director."

5. Approval of Additional 10% Placement Capacity

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

"That, for the purpose of Listing Rule 7.1A and all other purposes, approval is given for the allotment and issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

For personal use only

6. Adoption of Employee Share and Option Plan

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

"That, for the purpose of Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given for the Company to issue up to 28,023,235 securities (being 5% of the issued capital of the Company at the date of this Notice of Meeting), under the employee incentive scheme known as the "Encounter Resources Limited Employee Share Option Plan" (ESOP) the rules of which are summarised and annexed as Schedule 2 to the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, any person who is eligible to participate in the employee incentive scheme, 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

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

Voting Prohibition Statement

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

7. Adoption of Performance Rights Plan

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

"That, for the purpose of Listing Rule 7.2 (Exception 13) and for all other purposes, approval is given for the Company to issue up to 28,023,235 securities (being 5% of the issued capital of the Company at the date of this Notice of Meeting) under the employee incentive scheme known as the "Encounter Resources Limited Performance Rights Plan" (Plan), the rules of which are summarised in Schedule 3 to the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, any person who is eligible to participate in the employee incentive scheme, or an associate (as defined in the Listing Rules) 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 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

For personal use only

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

Voting Prohibition Statement

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

---

8. Approval of the Grant of Incentive Options to Director – Mr Will Robinson

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the issue of up to 1,135,000 Incentive Options to Mr Will Robinson (or his nominee) to subscribe for Shares in the Company, in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, Mr Will Robinson (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 entity), or an associate (as defined in the Listing Rules) 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 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

---

9. Approval of the Grant of Incentive Options to Director – Mr Peter Bewick

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the issue of up to 205,000 Incentive Options to Mr Peter Bewick (or his nominee) to

For personal use only

subscribe for Shares in the Company, in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, Mr Peter Bewick (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 entity), or an associate (as defined in the Listing Rules) 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 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

---

10. Approval of the Grant of Incentive Options to Director – Mr Philip Crutchfield

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the issue of up to 205,000 Incentive Options to Mr Philip Crutchfield (or his nominee) to subscribe for Shares in the Company, in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, Mr Philip Crutchfield (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 entity), or an associate (as defined in the Listing Rules) 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 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

For personal use only

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

---

11. Approval of the Grant of Incentive Options to Director – Dr Jon Hronsky

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the issue of up to 205,000 Incentive Options to Dr Jon Hronsky (or his nominee) to subscribe for Shares in the Company, in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, Dr Jon Hronsky (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 entity), or an associate (as defined in the Listing Rules) 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 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

For personal use only

12. Approval of the Grant of Incentive Options to Director – Mr Simon Hay

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the issue of up to 255,000 Incentive Options to Mr Simon Hay (or his nominee) to subscribe for Shares in the Company, in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by, or on behalf of, Mr Simon Hay (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 entity), or an associate (as defined in the Listing Rules) 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 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

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

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

A Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on that Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution. Shareholders may also choose to direct the Chair to vote against the Resolution, or to abstain from voting.

For personal use only

OTHER BUSINESS

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

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Statement.

VOTING

All Resolutions shall be conducted by poll.

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.

Your Proxy Form must be received by 9.00am (WST) on Tuesday, 24 November 2026, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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 representatives from the Company will need to verify your identity.

Accordingly, the Directors strongly encourage all Shareholders to lodge a directed Proxy Form prior to the Meeting and appoint the Chair as their proxy.

Voting by a corporation

A body corporate that is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Annual General Meeting evidence of their appointment, including any authority under which it is signed, unless it has previously been given to the Company.

For personal use only

GENERAL NOTES

1. With respect to Agenda Item 2, the vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

2. The Explanatory Statement to Shareholders attached to this Notice of Meeting is hereby incorporated into and forms part of this Notice of Meeting.

3. The Directors have determined in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purposes of voting at the Meeting, shares will be taken to be held by the registered holders at 4.00pm (WST) on Tuesday, 24 November 2026.

BY ORDER OF THE BOARD



Dan Travers
COMPANY SECRETARY
Dated this 5th day of October 2026

For personal use only

ENCOUNTER RESOURCES LIMITED
ABN 47 109 815 796

EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide Shareholders with information concerning all of the Agenda Items in the Notice of Annual General Meeting.

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

1. Discussion of Financial Statements and Reports

The Company's annual financial report for the financial year ended 30 June 2026, together with the declaration of the Directors, the Directors' report and the auditor's report are placed before the Annual General Meeting thereby giving Shareholders the opportunity to discuss those documents and to ask questions. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statement; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

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 for download from the Company's website (www.enrl.com.au).

2. Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to present to its Shareholders the Remuneration Report, as disclosed in the Company's Annual Report.

The Resolution is advisory only and does not bind the Directors or the Company. The Annual Report (together with the Remuneration Report) is available on the Company's website (www.enrl.com.au).

Under the Corporations Act, if at least 25% of the votes cast on the Resolution to Agenda Item 2 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's next annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's Annual General Meeting. All of the Directors who were in office when the Company's Directors' report 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 is approved will be the Directors of the Company.

The proportion of votes cast in a poll against the adoption of the 2025 Remuneration Report was less than 25% of the total votes cast. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to the Directors and sets out the Company's remuneration arrangements for each of the Directors and senior management of the Company for the financial year ended 30 June 2026. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ended 30 June 2026.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled Key Management Personnel that the Company requires. As such the Directors recommend that Shareholders vote in favour of the Resolution to Agenda Item 2.

Voting

Note that a voting exclusion applies to Agenda Item 2 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to

For personal use only

exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

By appointing the Chair as proxy, and not providing voting directions, you are considered to have expressly authorised the Chair to exercise your proxy, even though the Resolution may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

---

3. Re-Election of Director – Dr Jon Hronsky
as an Ordinary Resolution

3.1 Experience

Dr Hronsky has more than forty years of experience in the mineral exploration industry, primarily focused on project generation, technical innovation and exploration strategy development. Dr Hronsky has particular expertise in regional-scale exploration targeting across a diverse range of commodities. His work led to the discovery of the West Musgrave nickel sulphide province in Western Australia. Dr Hronsky was previously Manager-Strategy & Generative Services for BHP Billiton Mineral Exploration. Prior to that, he was Global Geoscience Leader for WMC Resources Ltd. He is currently a director of exploration consulting group Western Mining Services and former Chairman of the board of management of the Centre for Exploration Targeting at the University of Western Australia.

Dr Hronsky is currently a Non-Executive Director of Paladin Energy Limited (ASX:PDN), Caspin Resources Limited (ASX:CPN), Strickland Metals Limited (ASX:STK) and is also General Partner - Global Targeting and Research at Ibaera Capital.

3.2 Term of Office

Dr Hronsky was appointed as Director of Company on 10 May 2007.

3.3 Independence

The Board of Encounter Resources Limited considers Dr Hronsky to be an Independent Director.

3.4 Special Responsibilities

Dr Hronsky is a member of the Company's Audit and Risk Management Committee, and Chair of the Company's Remuneration and Nomination Committee.

3.5 Directors' Recommendation

The Board (excluding Dr Hronsky) supports the proposed re-election and recommends that Shareholders vote in favour of the re-election of Dr Hronsky as a Director.

---

4. Election of Director – Mr Simon Hay
as an Ordinary Resolution

4.1 Experience

Mr Hay has extensive management and technical experience built up over a career spanning more than 30 years in the Australian and international mining industry. Mr Hay is currently Executive Chairman and Chief Executive Officer at WhiteRock Lithium Corp (ASX:WLC), was Executive Chairman at Leo Lithium (*resigned as director 16 February 2026*) and is a non-executive Director at ASX-listed Lotus Resources Limited. Prior to which he was Chief Executive Officer of ASX-listed lithium company, Galaxy Resources Limited and a former director of NYSE-listed Battery Future Acquisition Corp *(ceased 16 January 2024)*.

In addition to his broad functional experience in executive and management roles, Mr Hay's technical experience covers functions of minerals processing, project commissioning and the life cycle of capital works across various mineral commodities.

4.2 Term of Office

Mr Hay was appointed as Director of the Company on 1 January 2026.

For personal use only

4.3 Independence

The Board of Encounter Resources Limited considers Mr Hay to be an independent Director.

4.4 Special Responsibilities

Mr Hay is a member of the Company's Remuneration and Nomination Committee.

4.5 Directors' Recommendation

The Board (excluding Mr Hay) supports the proposed re-election and recommends that Shareholders vote in favour of the re-election of Mr Hay as a Director.

5. Approval of Additional 10% Placement Capacity

as a Special Resolution

5.1 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.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital without shareholder approval over a 12-month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if: (a) the entity has a market capitalisation of $300 million or less; and (b) the entity is not included in the S&P/ASX 300 Index as at the date of the Meeting. The Company's market capitalisation as at 2 October 2026 was ~$160m (based on the number of Shares on issue and the closing price of Shares on 2 October 2026) and therefore the Board considers that it is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

The Company is putting Agenda Item 5 to Shareholders to seek approval by way of special resolution to issue additional Equity Securities under the Additional 10% Placement Capacity.

This Resolution does not mean that the Company will necessarily utilise the Additional 10% Placement Capacity. Rather, capital markets have recently been in a state of fluctuation and the Directors acknowledge that they may need to act quickly to raise funds when favourable markets emerge. The Company's failure to raise capital, if and when needed, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities. Under these circumstances, the Additional 10% Placement Capacity will provide flexibility for the Company to issue additional securities, in the event that the Directors determine that the issue of the additional securities is in the interests of the Shareholders and the Company in achieving its objectives.

5.2 Listing Rule 7.1A

The effect of Agenda Item 5 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has quoted securities in the form of Shares on issue.

As at the date of this Notice, the Company has 560,464,708 Shares on issue and therefore, subject to Shareholder approval being obtained under Agenda Item 5, up to 56,046,470 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table on the page below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

For personal use only

EXPLANATORY STATEMENT

The Resolution in relation to Agenda Item 5 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

5.3 Specific Information Required by Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A:

(a) The Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company and be issued at an issue price (being for a cash consideration per security) which is not less than 75% of the volume weighted average price for the Company's Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

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

(b) If the Resolution in relation to Agenda Item 5 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:

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

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

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 calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 2 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional 10% Placement Capacity.

Number of Shares on issue (Variable A in Listing Rule 7.1A.2)	**Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect**	**Dilution**		
		$0.1425 **Issue price at 50% decrease to the current market price**	**$0.2850** **Issue price at current market price**	**$0.4275** **Issue price at 50% increase in the current market price**
Current Variable A **560,464,708** Shares	Shares issued	56,046,470	56,046,470	56,046,470
	Funds raised	$7,986,622	$15,973,244	$23,959,866
	Dilution	10%	10%	10%
50% increase in current Variable A **840,697,062** Shares	Shares issued	84,069,706	84,069,706	84,069,706
	Funds raised	$11,979,933	$23,959,866	$35,939,799
	Dilution	10%	10%	10%
100% increase in current Variable A **1,120,929,416** Shares	Shares issued	112,092,941	112,092,941	112,092,941
	Funds raised	$15,973,244	$31,946,488	$47,919,732
	Dilution	10%	10%	10%

The table shows:

For personal use only

(i) examples of where Variable A is at its current level, and where Variable A has increased by 50% and by 100%;

(ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 2 October 2026 (current market price), where the issue price has decreased by 50%, and where it is increased by 50%; and

(iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Note: this table assumes:

(i) no Options are exercised before the date of the issue of the Equity Securities;

(ii) the Company issues the maximum number of Equity Securities under the Additional 10% Placement Capacity and the Equity Securities issued consist only of Shares; and

(iii) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholders' holding at the date of the Annual General Meeting.

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.

(c) Approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:

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

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

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

(**Additional Placement Period**).

The Company must issue the Equity Securities under the Additional 10% Placement Capacity for cash consideration.

(d) Pursuant to Listing Rule 7.3A.3, if Equity Securities are issued under the Additional 10% Placement Capacity, the Company intends to use the funds to advance its exploration programs, assess and acquire exploration assets and for general working capital purposes.

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

(e) The Company's allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s), if one were to occur. Securities allotted pursuant to the allocation policy will be determined following consideration of a number of factors including, but not limited to, the following matters:

(i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities;

(ii) the dilutionary effect of the proposed of the issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;

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

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

At the date of this Notice, the Company has not formed an intention as to whether the securities will be offered to existing security holders, or to any class or group of existing security holders, or whether the securities will be offered exclusively to new investors that have not previously been security holders of the Company. The Company will give consideration before making any placement of securities under Listing Rule 7.1A whether the raising of any funds under such placement could be carried out in whole, or in part, by an entitlement offer to existing security holders.

The allottees under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but could consist of current Shareholders or new investors (or both), none of whom will be related parties (or their associates) of the Company.

For personal use only

(f) The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its 2025 Annual General Meeting on 27 November 2025 (**Previous Approval**) and the Company has issued nil securities pursuant to that Previous Approval.

(g) As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice in respect of Agenda Item 5.

5.4 Technical Information Required by Listing Rule 14.1A

If the Resolution in relation to Agenda Item 5 is passed, the Company will be able to issue additional Equity Securities up to the combined 25% of its issued Share capital over a 12-month period after the Annual General Meeting under Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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

5.5 Directors' Recommendation

The Board recommends Shareholders vote in favour of Agenda Item 5.

For personal use only

6. Adoption of Encounter Resources Limited Employee Share Option Plan

as an Ordinary Resolution

6.1 Background

Agenda Item 6 seeks Shareholder approval for the adoption of the Encounter Resources Limited Employee Share Option Plan (**ESOP**) in accordance with Exception 13 of ASX Listing Rule 7.2.

The current ESOP was last approved by Shareholders on 24 November 2023. The proposed ESOP includes no material amendments since that prior approval.

The Company has separately adopted an additional equity incentive plan (Performance Rights Plan) which operates separately but alongside the ESOP to accommodate the issue of performance rights to eligible recipients (refer Agenda Item 7).

The maximum number of securities that may be issued pursuant to this approval over the next three years is 28,023,235 (being 5% of the issued capital of the Company at the date of this Notice). The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the ESOP but is specified for the purposes of setting a ceiling in accordance with Listing Rule 7.2 Exception 13(b). It is not envisaged that the maximum number of securities for which approval is sought will be used immediately. For the avoidance of doubt, it is noted that the maximum number of securities for which approval is sought is separate to the approval sought in relation to the Performance Rights Plan pursuant to Agenda Item 7.

The ESOP is designed to provide incentives to the employees, Directors of the Company, and other eligible persons, and to recognise their contribution to the Company's success. Under the Company's current circumstances the Directors consider that the incentives to employees, Directors, and other eligible persons are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure employees, Directors, and other eligible persons who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The ESOP is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

The ESOP incorporates the facility for participants to undertake a 'cash less exercise', whereby, in lieu of paying the aggregate exercise price to purchase the Shares, the Board may, in its sole and absolute discretion, permit a participant to elect to receive a reduced number of Shares, in lieu of payment of cash or other consideration.

The number of Shares received will be determined in accordance with the following formula:

$$A = \frac{B(C - D)}{C}$$

where:

A = the number of Shares (rounded down to the nearest whole number) to be issued to the Participant;

B = the number of Shares otherwise issuable upon the exercise of the Option or portion of the Option being exercised;

C = the Market Value of one Share (determined as the 5-day volume weighted exercise price of the Company's Shares up to an including the date of delivery to the Company Secretary); and

D = the exercise price.

For example, if a Participant holds 50 Options (which have vested and are therefore capable of exercise), each with an exercise price of $1.00 and they elect to exercise all of their Options by paying the exercise price, they would pay $50 and receive 50 Shares. However, if the Participant elects their rights under the cashless exercise facility, and the Market Value of one Share prior to exercise is $1.50, the Participant will pay no cash and receive 16 Shares (being 50($1.50 - $1.00)/$1.50 = 16.67, rounded down to 16 Shares.

6.2 Listing Rules 7.1 and 7.2 Exception 13

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 has on issue at the start of that period.

Shareholder approval is required if any issue of securities pursuant to the ESOP is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of securities which may be issued without Shareholder approval. ASX Listing Rule 7.2 provides certain exceptions to ASX Listing Rule 7.1, allowing certain issues of securities to be excluded from the calculation of the number of securities issued during the 12 months period. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme, if within three years of 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 Schedule 2 of the Notice of Meeting.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the ESOP.

Under the ESOP, the Board may offer to eligible persons the opportunity to subscribe for such number of Options in the Company as the Board may decide, and on the terms set out in the rules of the ESOP. Options granted under the ESOP will be offered to participants in the ESOP on the basis of the Board's view of the contribution of the eligible person to the Company.

6.3 Specific Information Required by Listing Rule 7.2 Exception 13

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided:

(a) a summary of the terms and conditions of the ESOP is attached at Schedule 2 to this Explanatory Statement;

(b) as at the date of this Notice, a total of 15,100,000 Options have been issued by the Company under Listing Rule 7.2, Exception 13(b) pursuant to the ESOP since the last Shareholder approval on 24 November 2023;

(c) the maximum number of Equity Securities proposed to be issued under the ESOP pursuant to Listing Rule 7.2 Exception 13(b), following Shareholder approval is 28,023,235 (being 5% of the issued capital of the Company at the date of this Notice). The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the ESOP but is specified for the purposes of setting a ceiling in accordance with Listing Rule 7.2 Exception 13(b). It is not envisaged that the maximum number of securities for which approval is sought will be used immediately); and

(d) a voting exclusion statement has been included for the purposes of Agenda Item 6.

6.4 Technical Information Required by Listing Rule 14.1A

If Agenda Item 6 is passed, the Company will be able to issue securities under the ESOP without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 3 year period. However, any future issue of Equity Securities under the ESOP to a related party or a person whose relationship with

For personal use only

the Company or a related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Agenda Item 6 is not passed, the Company will be able to proceed with the issue of securities under the ESOP to eligible persons, 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.

6.5 Directors' Recommendation

The Board declines to make a recommendation in relation to this Resolution due to the Directors' potential personal interests in the outcome of the Resolution.

---

7. Adoption of Encounter Resources Limited Performance Rights Plan

as an Ordinary Resolution

7.1 Background

Agenda Item 7 seeks Shareholder approval for the adoption of the Encounter Resources Limited Performance Rights Plan (**Plan**) in accordance with Exception 13 of Listing Rule 7.2.

The Company last received Shareholder approval for its Plan on 29 November 2024. The proposed Plan includes no material amendments since that prior approval.

The Company has separately adopted an additional equity incentive plan (ESOP) which operates separately but alongside the Plan to accommodate the issue of securities to eligible recipients (refer Agenda Item 6).

The maximum number of securities that may be issued pursuant to this approval over the next three years is 28,023,235 (being 5% of the issued capital of the Company at the date of this Notice). The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the Plan but is specified for the purposes of setting a ceiling in accordance with Listing Rule 7.2 Exception 13(b). It is not envisaged that the maximum number of securities for which approval is sought will be used immediately. For the avoidance of doubt, it is noted that the maximum number of securities for which approval is sought is separate to the approval sought in relation to the ESOP pursuant to Agenda Item 6.

The Plan is designed to provide incentives to the employees, Directors of the Company, and other eligible persons, and to recognise their contribution to the Company's success. Under the Company's current circumstances, the Directors consider that the incentives to employees, Directors, and other eligible persons are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure employees, Directors, and other eligible persons who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Plan is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company.

7.2 Listing Rules 7.1 and 7.2 Exception 13

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 has on issue at the start of that period.

Shareholder approval is required if any issue of Performance Rights pursuant to the Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 on the number of securities which may be issued without Shareholder approval. Listing Rule 7.2 provides certain exceptions to Listing Rule 7.1, allowing certain issues of securities to be excluded from the calculation of the number of securities issued during the 12 months period. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme, if within three years of 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 Schedule 3 of the Notice of Meeting.

For personal use only

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan.

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Performance Rights in the Company as the Board may decide, and on the terms set out in the rules of the Plan. Performance Rights granted under the Plan will be offered to participants in the Plan on the basis of the Board's view of the contribution of the eligible person to the Company.

7.3 Specific Information Required by Listing Rule 7.2 Exception 13

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided:

(a) a summary of the terms and conditions of the Plan is attached at Schedule 3 to this Explanatory Statement;

(b) as at the date of this Notice, a total of 2,656,500 Performance Rights have been issued by the Company under Listing Rule 7.2, Exception 13(b) pursuant to the Plan since the last Shareholder approval on 29 November 2024;

(c) the maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, Exception 13(b), following Shareholder approval is 28,023,235 (being 5% of the issued capital of the Company at the date of this Notice). The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the Plan but is specified for the purposes of setting a ceiling in accordance with Listing Rule 7.2 Exception 13(b). It is not envisaged that the maximum number of securities for which approval is sought will be used immediately; and

(d) a voting exclusion statement has been included for the purposes of Agenda Item 7.

7.4 Technical Information Required by Listing Rule 14.1A

If Agenda Item 7 is passed, the Company will be able to issue securities under the Plan without impacting on the Company's ability to issue up to 15% of its total ordinary securities pursuant to Listing Rule 7.1 without Shareholder approval in any 3 year period. However, any future issue of Equity Securities under the Plan to a related party or a person whose relationship with the Company or a related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Agenda Item 7 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible persons, 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.

7.5 Directors' Recommendation

The Board declines to make a recommendation in relation to this Resolution due to the Directors' potential personal interests in the outcome of the Resolution.

---

8. Information Relating to the Proposed Issue of Incentive Options to Directors – Agenda Items 8 to 12
each as Ordinary Resolutions

Agenda Items 8 to 12 seek Shareholder approval in accordance with Listing Rule 10.11 and Chapter 2E of the Corporations Act for the issue of the Incentive Options to Directors of the Company, as applicable.

8.1 Incentive Options

Agenda Items 8 to 12 seek Shareholder approval to allow the Company to issue unlisted incentive securities, being the Incentive Options, to the Directors.

The number of Incentive Options to be granted to each of the Directors has been determined based upon a consideration of:

(a) the remuneration / fees of the Directors;

(b) the Directors' wish to ensure that the remuneration / fees offered is competitive with market standards. The Directors have considered the proposed number of Incentive Options to be granted will ensure that the Directors' overall remuneration / fees is in line with market standards; and

(c) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise.

The grant of the Incentive Options is considered an appropriate remuneration strategy to align the interests of the individual with those of the Company's strategic plan focusing on optimising performance with the benefits flowing

For personal use only

through to enhanced Shareholder returns, whilst also protecting the Company's cash reserves so that they can be directed towards the Company's operations.

8.2 Technical Information Required by Listing Rule 14.1A

If any or all of Agenda Items 8 to 12 are passed, the Company will be able to proceed to issue the Incentive Options pursuant to Listing Rule 10.11 to each of the Directors in respect of whom the relevant Agenda Item(s) are passed 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 incentive-based remuneration.

As it is an exception from Listing Rule 7.1 pursuant to Listing Rule 7.2 Exception 14, if approval for an issue of Equity Securities is obtained under Listing Rule 10.11, the issue of the Incentive Options to the Directors will not utilise any of the Company's placement capacity under that rule.

If any or all of Agenda Items 8 to 12 are not passed, the Company will not be able to proceed with the issue of the Incentive Options to the Directors in respect of whom the relevant Agenda Item is not passed, and the Board may elect to implement alternative remuneration practices, which may be increased cash-based remuneration packages for all Directors, including for executive Directors, or alternative short-term incentive arrangements which may be cash or equity based.

8.3 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 (including options) 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.

If Shareholder approval is given under Listing Rule 10.11, Listing Rule 7.2, Exception 14 provides that Shareholder approval is not required under Listing Rule 7.1.

The issue of the Incentive Options to Directors falls within Listing Rule 10.11.1 (and if the Incentive Options are issued to a nominee who is an associate of the relevant Director, the nominee will fall within Listing Rule 10.11.4 by virtue of being an associate of a Director) 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.

Agenda Items 8 to 12 seek the required Shareholder approval to issue the Incentive Options under and for the purposes of Listing Rule 10.11.

8.4 Corporations Act - Chapter 2E

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:

(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 proposed issue of the Incentive Options to the Directors constitutes giving a financial benefit, and Messrs Robinson, Bewick, Hronsky, Hay and Crutchfield are each related parties of the Company by virtue of being current Directors.

For personal use only

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.

Further, section 195(1) of the Corporations Act provides that a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting must not be present while the matters are being considered at the meeting or vote on the matter. However, section 195(4) of the Corporations Act provides that if there are then not enough directors to form a quorum for a directors' meeting, one or more of the directors (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

The Board believes that the issue of the Incentive Options to the Directors constitute reasonable remuneration and an appropriate incentive to the Directors. However, in the interests of good governance and in the current market conditions, the Board believes it is appropriate to give Shareholders the right to vote on these Resolutions under the approval regime of section 195(4) and Chapter 2E of the Corporations Act. Further, as the Incentive Options are proposed to be issued to each of the Company's four Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Incentive Options to the Directors. Accordingly, the Directors have determined the Shareholders should have the opportunity to vote on the giving of the financial benefit pursuant to section 208 and 195(4) of the Corporations Act under each of Agenda Items 8 to 12.

The following information is provided to Shareholders to allow them to assess the proposed Resolutions:

(a) The related party to whom the proposed Resolution would permit the financial benefit to be given and nature of financial benefit.

Subject to Shareholder approval, the Incentive Options will be granted as follows:

Director	Number of Incentive Options	Expiry Date	Exercise Price
Incentive Options:			
Will Robinson (or nominee)	1,135,000	4 years from Grant Date	150% of 5 day VWAP prior to Issue Date
Peter Bewick (or nominee)	205,000		
Philip Crutchfield (or nominee)	205,000		
Jon Hronsky (or nominee)	205,000		
Simon Hay (or nominee)	255,000		

The Incentive Options will have an expiry date as disclosed in the table above and will be issued in accordance with terms and conditions as set out in Schedule 1 of this Explanatory Statement.

The Directors of the Company consider the indicative theoretical value attributable to the Incentive Options at a valuation date of 2 October 2026 to be as follows, notwithstanding that the Incentive Options will not be issued until after 26 November 2026 being the date of the Annual General Meeting. The table below sets out the indicative value of the Incentive Options.

Director	Number of Incentive Options	Exercise Price	Expiry Date	Indicative Value
Will Robinson	1,135,000	$0.44	2 Oct 2030	$178,116
Peter Bewick	205,000	$0.44	2 Oct 2030	$32,171
Philip Crutchfield	205,000	$0.44	2 Oct 2030	$32,171
Jon Hronsky	205,000	$0.44	2 Oct 2030	$32,171
Simon Hay	255,000	$0.44	2 Oct 2030	$40,017

For personal use only

The Black and Scholes option valuation methodology was used as a basis for the calculations using the following assumptions:

(i) The 5-day volume weighted average price of a fully paid Share as at the valuation date of 2 October 2026 was $0.293.

(ii) The risk-free interest rate used was 4.95% (based on the average of the 3 and 5 year Reserve Bank treasury bond rates respectively as at 2 October 2026).

(iii) A volatility factor of 80.7% was used to value the Incentive Options as determined using the daily closing Share prices for the last 12-months.

(iv) The Black and Scholes option pricing model assumes that the Incentive Options the subject of the valuation can be sold on a secondary market. The terms and conditions of the proposed Incentive Options state that the Incentive Options shall not be listed for official quotation on ASX.

(v) Any change in the variables applied in the Black and Scholes calculation between the date of the valuation and the date the Incentive Options are granted would have an impact on their value.

(b) Directors' interest

Mr Robinson has a material personal interest in the outcome of the Resolution the subject of Agenda Item 8 as the recipient of Incentive Options.

Mr Bewick has a material personal interest in the outcome of the Resolution the subject of Agenda Item 9 as the recipient of Incentive Options.

Mr Crutchfield has a material personal interest in the outcome of the Resolution the subject of Agenda Item 10 as the recipient of Incentive Options.

Dr Hronsky has a material personal interest in the outcome of the Resolution the subject of Agenda Item 11 as the recipient of Incentive Options.

Mr Hay has a material personal interest in the outcome of the Resolution the subject of Agenda Item 12 as the recipient of Incentive Options.

A voting exclusion and a voting prohibition apply to each Director in respect of voting at this Annual General Meeting in respect of the Resolutions in which they have a direct material personal interest.

(c) Terms and conditions of Incentive Options

The terms and conditions of the Incentive Options proposed to be granted to the Directors are included at Schedule 1 of this Explanatory Statement.

The Incentive Options will also have the following specific terms as set out in section 8.4(a) of this Explanatory Statement above.

(d) Other information reasonably required by the Shareholders to make a decision and that is known to the Company or any of its Directors

The Incentive Options form part of the Company's long-term incentive for employees and are to be granted in addition to the total fixed remuneration/fees set out below. The exercise price of the Incentive Options is linked to improved Share price performance. Importantly, this provides ongoing incentive to increase Shareholder value over time and the exercise price reflects levels in excess of the current market price of the Company's Shares.

The board (other than in respect of the relevant Resolutions that they have an interest in) considered the extensive experience and reputation of the relevant Directors within the industry and current market practices when determining the number of Incentive Options to be issued to the Directors. The number of Incentive Options has also been determined having regard to less tangible factors such as alignment of interests to the Company. The Incentive Options shall be granted for nil consideration to the Directors (or their respective nominees) and will be issued within one month of the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

Exercise of the Incentive Options is allowable immediately after issue, but only likely to occur if there is sustained upward movement in the Company's Share price.

If the Incentive Options proposed to be granted to the Directors (or their respective nominees) under Agenda Items 8 to 12 are exercised, the Company's issued Share capital would increase by a maximum of 2,005,000

For personal use only

EXPLANATORY STATEMENT

Shares to a total issued Share capital of 562,469,708 Shares (assuming no other Shares are issued or outstanding Options or Performance Rights are exercised), and will represent a maximum of approximately 0.36% of the total issued capital of the Company on a fully diluted basis. The maximum dilution stated is calculated based on all of the Options and Performance Rights on issue and the Incentive Options being exercised by payment of the exercise price in full.

Should any of the Directors elect to utilise the cashless exercise provisions, pursuant to rule 1.10 of the terms in Schedule 1 to the Explanatory Statement, this would result in a lesser number of Shares to be issued, and a reduction in the funds receivable by the Company, on the exercise of the Incentive Options.

As at 2 October 2026 the issued capital of the Company comprised the following Securities:

560,464,708	*Ordinary fully paid shares.*

Number of Options on Issue	**Exercise Price**	**Expiry Date**
3,980,000	26.8 cents	30 November 2026
250,000	28.3 cents	15 January 2027
150,000	20.8 cents	28 February 2027
200,000	36.8 cents	20 June 2027
400,000	67.7 cents	24 July 2027
400,000	68.9 cents	1 August 2027
660,000	55.6 cents	23 November 2027
1,000,000	39.7 cents	17 December 2027
150,000	35.5 cents	25 February 2028
100,000	65.0 cents	10 September 2028
363,000	59.0 cents	28 November 2028
3,100,000	52.0 cents	11 December 2028
500,000	33.6 cents	31 March 2029
5,720,394	60.9 cents	27 November 2029
325,000	60.8 cents	9 December 2029
300,000	49.0 cents	9 March 2030
200,000	38.0 cents	31 March 2030
200,000	47.5 cents	4 May 2030
350,000	33.5 cents	4 August 2030
5,400,000	36.0 cents	25 August 2030
Number of Performance Rights on Issue	**Vesting Date**	**Expiry Date**
125,000	31 December 2025	31 December 2026
1,435,000	31 December 2026	31 December 2028

The following table sets out the relevant interests in Shares and Options of the Directors as at the date of this Notice of Meeting:

Director	**Shares[1]**	**Options**	**Undiluted**	**Fully Diluted[2]**
Will Robinson	28,835,889	2,588,610	5.14%	5.36%
Peter Bewick	12,290,303	654,928	2.19%	2.21%
Jon Hronsky	1,701,335	654,928	0.30%	0.40%
Philip Crutchfield	10,802,264	1,839,928	1.93%	2.16%
Simon Hay	100,000	500,000	0.02%	0.10%

For personal use only

ENCOUNTER RESOURCES LIMITED
ABN 47 109 815 796

EXPLANATORY STATEMENT

Post issue of Incentive Options to Directors:

Director	Shares[1]	Options	Undiluted	Fully Diluted[3]
Will Robinson	28,835,889	3,723,610	5.14%	5.54%
Peter Bewick	12,290,303	859,928	2.19%	2.24%
Jon Hronsky	1,701,335	859,928	0.30%	0.44%
Philip Crutchfield	10,802,264	2,044,928	1.93%	2.19%
Simon Hay	100,000	755,000	0.02%	0.15%

Notes:

1. Fully paid ordinary Shares in the capital of the Company.
2. Fully diluted interest is calculated assuming all Options and Performance Rights on issue as at the date of this Notice of Meeting are exercised.
3. Fully diluted interest is calculated assuming all Options and Performance Rights on issue as at the date of this Notice of Meeting are exercised as well as all of the Incentive Options proposed to be issued to the Directors.

Details of the nature and amount of each major element of the emoluments of the Directors for the previous financial year ended 30 June 2026, as detailed in the annual financial reports for the year end 30 June 2026 is as follows:

Director	Short Term Remuneration $	Superannuation $	Value of Options $	Total $
Will Robinson	479,633[1]	37,500	249,148	766,281
Peter Bewick	70,000	8,400	23,450	101,850
Philip Crutchfield	35,000	4,200	87,828	127,028
Jon Hronsky	70,000	8,400	23,450	101,850
Simon Hay	35,000	4,200	98,586	137,786

Notes:

1. Includes $48,133 short term incentive bonus remuneration in respect of the 12-month period ended 31 December 2025.

There is no material expected change in the proposed total remuneration package for each of the Directors for the current financial year (i.e. 2026/27 financial year).

If the market price of the Company's Shares is in excess of the exercise price of the Incentive Options it is likely that the Incentive Options will be exercised. A benefit would accrue on the exercise of the Incentive Options by the payment of the amount determined under this Notice and the sale of the Shares for an amount in excess of these amounts.

In the 12 months preceding the date of this Notice, the highest and lowest market prices of the Company's Shares were as follows:

	Date	Price of Company's Shares on ASX
Highest price	6 October 2025	$0.62
Lowest price	21 August 2026	$0.205

For personal use only

The closing market price of the Company's Shares on the day before the date of this Notice was:

Date	Closing price of Company's Shares on ASX
2 October 2026	$0.285

The Directors do not consider that there are opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options. For accounting purposes, the Incentive Options will be recognised as an expense.

All Shares issued pursuant to the exercise of the Incentive Options under Agenda Items 8 to 12 will rank pari passu with the existing Shares on issue.

There is no other information known to the Company or any of its Directors that is reasonably required by Shareholders to allow them to make a decision whether or not it is in the Company's best interests to pass the Resolutions of Agenda Items 8 to 12.

8.5 Information Requirements Pursuant to Listing Rule 10.13

In addition, the following information is provided in accordance with the notice requirements of Listing Rule 10.13:

(a) the Incentive Options will be granted to:

(i) Mr Will Robinson;

(ii) Mr Peter Bewick;

(iii) Mr Philip Crutchfield;

(iv) Dr Jon Hronsky; and

(v) Mr Simon Hay,

or their respective nominees.

(b) each of the Directors are related parties of the Company due to their directorship pursuant to Listing Rule 10.11.1. If the Incentive Options are issued to a nominee who is an associate of the relevant Director, the nominee will fall within the category set out in Listing Rule 10.11.4, by virtue of the nominee being an associate (as defined in the Listing Rules) of a Director;

(c) the maximum number of Equity Securities to be granted is 2,005,000 Incentive Options, as follows:

Agenda Item 8	1,135,000 Incentive Options
Agenda Item 9	205,000 Incentive Options
Agenda Item 10	205,000 Incentive Options
Agenda Item 11	205,000 Incentive Options
Agenda Item 12	255,000 Incentive Options

(d) each of the Directors has a material personal interest in Agenda Items 8 to 12 in the manner described at section 8.4(b) of the Explanatory Statement above;

(e) details of the terms of the Incentive Options are as noted in section 8.4(a) and (c) of the Explanatory Statement above and as per Schedule 1 of the Explanatory Statement;

(f) the Incentive Options will be granted within 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(g) the Incentive Options will be granted for nil consideration and there is no issue price. The purpose of the issue of the Incentive Options is to provide part of the Company's long term incentive for employees and are to be granted in addition to the total fixed remuneration set out in section 8.4(d) of the Explanatory Statement above. As such, no funds will be raised by the grant of the Incentive Options;

(h) the Incentive Options are intended to remunerate and incentivise each Director, as applicable. Each Directors' remuneration package is set out in section 8.4(d) of the Explanatory Statement above;

For personal use only

(i) the Incentive Options are not proposed to be issued pursuant to an agreement;

(j) the Company is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Agenda Items 8 to 12; and

(k) voting exclusions statements apply to Agenda Items 8 to 12 and are set out in the Notice of Meeting.

8.6 Directors' Recommendations

As set out in section 8.4(b), the Directors have a material personal interest in the outcome of Agenda Items 8 to 12 on the basis that all Directors (or their nominees) are to be issued Incentive Options should the Resolutions to Agenda Items 8 to 12 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Agenda Items 8 to 12.

Agenda Items 9, 10, 11 and 12 propose the issue of Incentive Options to Non-Executive Directors, which is not consistent with the Recommendations of the ASX Corporate Governance Council (Principle 8) 4th Edition. The Board considers that the proposed issue of Incentive Options to Non-Executive Directors will align their interests with those of existing security holders in general and are not likely to lead to bias in their decision making or compromise their objectivity.

For personal use only

For personal use only

Glossary

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

Additional 10% Placement Capacity has the meaning set out in section 5.1 of the Explanatory Statement.

Additional Placement Period has the meaning set out in section 5.3(c) of the Explanatory Statement.

Annual General Meeting or **Meeting** means the annual general meeting the subject of the Notice.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

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.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Encounter Resources Limited ACN 47 109 815 796.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth), as amended from time to time.

Director means a director of the Company.

Equity Securities has the meaning as in the Listing Rules.

ESOP means the Employee Share and Options Plan proposed to be adopted pursuant to Agenda Item 6.

Explanatory Statement means this Explanatory Statement accompanying the Notice.

Incentive Options means the Incentive Options to be issued to Mr Will Robinson, Mr Peter Bewick, Mr Philip Crutchfield, Dr Jon Hronsky and Mr Simon Hay pursuant to Agenda Items 8, 9, 10, 11 and 12 respectively, and on the terms provided in Schedule 1 to this Explanatory Statement.

Key Management Personnel has the meaning given to that term in the Accounting Standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of the ASX.

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Statement.

Option means an option to acquire a Share.

Optionholder means a holder of an option over unissued shares in the Company.

Performance Right means a right granted in accordance with the terms of the Plan.

Plan means the Performance Rights Plan proposed to be adopted pursuant to Agenda Item 7.

Previous Approval has the meaning set out in section 5.3(f) of the Explanatory Statement.

Proxy Form means the proxy form accompanying this 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.

Restricted Voter means Key Management Personnel and their Closely Related Parties.

Resolution means a resolution the subject of this Notice.

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

Shareholder means a holder of a Share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

WST means Australian Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

The following is a summary of the key terms and conditions of the Incentive Options to be issued to Directors (or their nominees) (**Optionholder**) pursuant to Agenda Items 8 to 12:

1. General

1.1 No monies will be payable for the grant of the Incentive Options.
1.2 A certificate will be issued for the Incentive Options.
1.3 The Incentive Options will not be listed for official quotation on the ASX (**Official Quotation**).
1.4 The Incentive Options are transferable subject to the approval of the Board.
1.5 Each Incentive Option shall carry the right to subscribe for one Share upon exercise of the Incentive Option.
1.6 The Incentive Options shall expire at 5.00pm (WST) on the Expiry Date.
1.7 Subject to clauses 1.6, 2 and 3, the Incentive Options may be exercised by the Optionholder at any time, but subject to the prior satisfaction of the exercise conditions (if any).
1.8 The Board may, at its discretion, by notice to the Optionholder adjust or vary the terms of an Incentive Option, subject to the requirements of the Listing Rules. No adjustment or variation will be made without the consent of the Optionholder if such adjustment or variation would have a materially prejudicial effect upon the Optionholder (in respect of their outstanding Incentive Options).
1.9 Incentive Options may only be exercised by delivery to the Company Secretary (at a time when the Incentive Options may be exercised) of:
(a) the certificate for the Incentive Options or, if the certificate for the Incentive Options has been lost or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost or destroyed;
(b) a notice, in the required form, addressed to the Company and signed by the Optionholder stating that the Optionholder exercises the Incentive Options and specifying the number of Incentive Options which are exercised; and
(c) subject to clause 1.10, payment to the Company of an amount equal to the Exercise Price multiplied by the number of Incentive Options which are being exercised unless there is no exercise price payable in respect of the Incentive Options to be exercised. Unless clause 1.10 applies, the notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque) by the Expiry Date and subject to the Incentive Options the subject of the notice vesting in accordance with any exercise conditions stipulated in these terms and conditions.
1.10 In lieu of paying the aggregate Exercise Price to purchase Shares under clause 1.9(c), the Optionholder may, at the Board's sole and absolute discretion, elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Incentive Options to the Company, a number of Shares determined in accordance with the following formula (a Cashless Exercise):

$$A = \frac{B(C - D)}{C}$$

where:

A = the number of Shares (rounded down to the nearest whole number) to be issued to the Optionholder;
B = the number of Shares otherwise issuable upon the exercise of the Incentive Options or portion of the Incentive Options being exercised;
C = the Market Value of one Share determined as of the date of delivery to the Company Secretary; and
D = the Exercise Price.

1.11 Incentive Options may be exercised in one or more parcels of any size, provided that the number of Shares issued upon exercise of the number of Incentive Options in any parcel is not less than a Marketable Parcel. An exercise of only some Incentive Options shall not affect the rights of the Optionholder to the balance of the Incentive Options held by the Optionholder.
1.12 The Company shall allot the resultant Shares and deliver the holding statements within 10 Business Days of the exercise of the Incentive Option.
1.13 Shares allotted pursuant to an exercise of Incentive Options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.
1.14 The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of Incentive Options listed for Official Quotation, if the Company is listed on the ASX at the time.

For personal use only

2. Lapse of Incentive Options

2.1 Unless clause 2.2, 2.3 or 2.4 applies, the Incentive Options will lapse immediately and all rights in respect of the Incentive Options will be lost:

(a) if the eligible participant ceases to be an employee or director of, or to render services to, a member of the Group for any reason whatsoever (including without limitation resignation or termination for cause) and the exercise conditions (if any) have not been met; or

(b) the exercise conditions (if any) are unable to be met; or

(c) the Expiry Date has passed; or

(d) the deadline provided for in clause 2.4 has passed,

whichever is earlier.

2.2 If the term of an Incentive Option would otherwise expire during a Prohibited Period applicable to the eligible participant or the Optionholder, then the term of such Incentive Option shall be extended to the close of business on the 10th Business Day during the next trading window applicable to the eligible participant or the Optionholder.

2.3 If the eligible participant dies, becomes permanently disabled, resigns employment on the basis of retirement from the workforce or is made redundant by the relevant member of the Group, prior to the Expiry Date of any Incentive Options granted to the Optionholder (**Ceasing Event**) the following provisions apply.

(a) the Optionholder or the Optionholder's legal personal representative, where relevant, may exercise those Incentive Options which at that date:

(i) have become exercisable;

(ii) have not already been exercised; and

(iii) have not lapsed, in accordance with clause 2.3(c);

(b) at the absolute discretion of the Board, the Board may resolve that the Optionholder, or the Optionholder's legal personal representative, where relevant, may exercise those Incentive Options which at that date:

(i) have not become exercisable; and

(ii) have not lapsed,

in accordance with clause 2.3(c) and, if the Board exercises that discretion, those unexercisable Incentive Options will not lapse other than as provided in clause 2.3(c);

(c) the Optionholder or the Optionholder's legal personal representative (as the case may be) must exercise the Incentive Options referred to in clause2.3(a) and, where permitted, clause 2.3(c), not later than the first to occur of:

(i) the Expiry Date of the Incentive Options in question; and

(ii) the date which is 6 months after the Ceasing Event provided that in the case of Incentive Options referred to in clause 2.3(b), all exercise conditions (if any) have been met at that time (unless the Board decides to waive any relevant exercise conditions, in its absolute discretion); and

(d) Incentive Options which have not been exercised by the end of the period specified in clause 2.3(c) lapse immediately at the end of that period and all rights in respect of those Incentive Options will thereupon be lost.

2.4 Where the eligible participant ceases to be an employee or director of, or to render services to, a member of the Group, for any reason whatsoever (including without limitation resignation or termination for cause), prior to the Expiry Date in relation to the Incentive Options (**Ceasing Date**) and the exercise conditions have been met, the Optionholder will be entitled to exercise options for a period of up to 1 month after the Ceasing Date, after which the Incentive Options will lapse immediately and all rights in respect of those Incentive Options will be lost.

3. Change of Control Event

(a) On the occurrence of a Change of Control Event, the Board may in its sole and absolute discretion determine that unvested Incentive Options will vest despite the non-satisfaction of any exercise conditions and become exercisable in accordance with clause 3(b), with such vesting deemed to have taken place immediately prior to the effective date of the Change of Control Event, regardless of whether or not the employment, engagement or office of the eligible participant is terminated or ceases in connection with the Change of Control Event.

(b) Whether or not the Board determines to accelerate the vesting of any Incentive Options, the Company shall give written notice of any proposed Change of Control Event to the Optionholder. Upon the giving of any such notice the Optionholder shall be entitled to exercise, at any time within the 14-day period following the giving of such notice, all or a portion of those Incentive Options granted to the Optionholder which are then vested and exercisable in accordance with their terms, as well as any unvested Options which shall become vested and exercisable in connection with the completion of such Change of Control Event. Unless the Board determines otherwise (in its sole and absolute discretion), upon the expiration of such 14 day period, all rights of the Optionholder to exercise any outstanding Incentive Options, whether vested or unvested, shall

For personal use only

terminate and all such Incentive Options shall immediately lapse, expire and cease to have any further force or effect, subject to the completion of the relevant Change of Control Event.

4. Participation Rights

4.1 The Optionholder is not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless:

(a) the Optionholder has become entitled to exercise the Incentive Options under clauses 1.6, 2 or 3; and

(b) the Optionholder does so before the record date for the determination of entitlements to the new issue of securities and participates as a result of being a holder of Shares.

The Company must give the Optionholder, in accordance with the Listing Rules, notice of any new issue of securities before the record date for determining entitlements to the new issue.

4.2 In the event of a bonus issue of Shares being made pro-rata to shareholders (**Bonus Issue**), the number of Shares issued to an Optionholder on exercise of each Incentive Option will include the number of Shares that would have been issued to the Optionholder if the Incentive Option had been exercised prior to the record date for the Bonus Issue (**Bonus Shares**). No adjustment will be made to the Exercise Price. The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other Shares of that class on issue at the date of issue of the Bonus Shares.

4.3 If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares the Exercise Price shall be reduced according to the formula specified in the Listing Rules.

4.4 If, prior to the expiry of any Incentive Options, there is a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, then the rights of a Participant (including the number of Incentive Options to which each Optionholder is entitled and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

4.5 If, prior to the expiry of any Incentive Options, a resolution for a members' voluntary winding up of the Company is proposed (other than the purpose of a reconstruction or amalgamation) the Board may, in its absolute discretion, give written notice to Optionholder of the proposed resolution. Subject to the exercise conditions (if any), the Optionholder may, during the period referred to in the notice, exercise their Incentive Options.

4.6 The Incentive Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Incentive Options.

Definitions

Change of Control Event means:

(a) the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the Corporations Act;

(b) the commencement of a bid period (as defined in the Corporations Act) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid; or

(c) when a person or group of associated persons having a relevant interest in sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where such ability was not already held by a person associated with such person or group of associated persons.

Group means the Company, any Subsidiary and any other entity declared by the Board to be a member of the group for the purposes of these terms and conditions.

Marketable Parcel means a marketable parcel as defined by the procedures of the ASX Operating Rules (refer Listing Rules Chapter 19).

Market Value means the value of Shares as determined by the volume weighted average trading price of Shares sold on the ASX over the last 5 Trading Days immediately before the relevant date.

Prohibited Period has the meaning given to the term in the Company's Trading Policy.

Subsidiary has the meaning given to it in section 9 of the Corporations Act.

For personal use only

SCHEDULE 2 – TERMS AND CONDITIONS OF PROPOSED EMPLOYEE SHARE AND OPTION PLAN (ESOP)

(a) The ESOP is to extend to Eligible Persons or their Related Persons (as the case may be and as defined in the ESOP) of the Company or an Associated Entity of the Company as the Board may in its discretion determine.

(b) If the Company is relying on the Division, and subject to Applicable Law, an Offer that involves consideration must not be made unless the Company reasonably believes:

(1) the total number of Shares in the Company that are, or are covered by, the Securities of the Company that may be issued under the Offer; and

(2) the total number of Shares in the Company that are, or are covered by, the Securities that have been issued, or may be issued, under Offers that were both received in Australia and made in connection with the Plan (or other employee share scheme) at any time during the three year period prior to the Offer being made,

does not exceed either the specified percentage in the Company's Constitution, or if no percentage is specified in the Company's Constitution, 5% of the number of those Shares actually issued by the Company.

(c) The Shares are to be issued at an issue price determined by the Board.

(d) The Options are to be issued for no consideration.

(e) The exercise price of an Option is to be determined by the Board at its sole discretion.

(f) In lieu of paying the aggregate exercise price to purchase shares, a participant may elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options to the Company, a number of Shares determined in accordance with the formula included in the ESOP.

(g) The option commencement date will be any such date or dates with respect to the Options or tranches of Options (as the case may be) as may be determined by the Board prior to the issue of the relevant Options.

(h) The option period commences on the option commencement date and ends on the earlier of:

(1) the expiration of such period nominated by the Board at its sole discretion at the time of the grant of the Option but being not less than two years;

(2) if an Eligible Person's employment or engagement with the Company or an Associated Entity ceases because of an Uncontrollable Event (as defined below), the earlier of:

(A) the expiry of the option period; or

(B) six months (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Eligible Person ceased that employment or engagement;

(3) if an Eligible Person's employment or engagement with the Company or an Associated Entity ceases because of a Controllable Event (as defined below):

(A) the expiry of the option period; or

(B) one month (or such other period as the Board shall, in its absolute discretion, determine) from the date on which the Eligible Person ceased that employment or engagement; or

(4) the Eligible Person ceasing to be employed or engaged by the Company or an Associated Entity of the Company due to fraud, dishonesty or being in material breach of their obligations to the Company or an Associated Entity.

(i) Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Persons (or their Related Persons where applicable) of the Company or an Associated Entity of the Company. The Board is entitled to determine:

(1) subject to paragraph (b), the total number of Shares and Options to be offered in any one year to Eligible Persons or Related Persons;

(2) the Eligible Persons to whom offers will be made; and

(3) the terms and conditions of any Shares and Options granted, subject to the ESOP.

(j) In respect of Options, Option holders do not participate in dividends or in bonus issues unless the Options are exercised.

(k) Option holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Options, in accordance with the requirements of the ASX Listing Rules.

(l) In the event of a pro rata issue (except a bonus issue) made by the Company during the term of the Options the Company may adjust the exercise price for the Options in accordance with the formula in the terms of the ESOP.

(m) The Board has the right to vary the entitlements of participants to take account of the effect of capital reorganisations, bonus issues or rights issues.

For personal use only

(n) The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the exercise price, increase the number of Options or change any period for exercise of the Options.

(o) The Board may impose as a condition of any offer of Shares and Options under the ESOP any restrictions on the transfer or encumbrance of such Shares and Options as it determines.

(p) The Board may vary the ESOP.

(q) The ESOP is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of an Eligible Person under the terms of his or her employment or arrangement.

(r) At any time from the date of an offer under the ESOP until the acceptance date of that offer, the Board undertakes that it shall provide information as to:

(1) the current market price of the Shares; and

(2) the acquisition price of the Shares or Options offered where this is calculated by reference to a formula, as at the date of the offer,

to any participant within three Business Days of a written request to the Company from that participant to do so.

(s) Any offer made pursuant to this ESOP will specify whether subdivision 83A-C of the applicable Tax Laws applies to that offer such that any tax payable by a participant under the offer will be deferred to the applicable deferred taxing point described in that subdivision.

In the ESOP:

Controllable Event means cessation of employment or engagement other than by an Uncontrollable Event.

Uncontrollable Event means:

(a) death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or Associated Entity;

(b) forced early retirement, retrenchment or redundancy; or

(c) such other circumstances which results in an Eligible Person leaving the employment of or ceasing their engagement with the Company or Associated Entity and which the Board determines is an Uncontrollable Event.

For personal use only

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Plan:

(a) (**Eligible Person**) Eligible Person means:

(i) a director, employee or contractor of the Company or an Associated Entity (as defined in the Corporations Act);

(ii) a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Person; or

(iii) any person who is otherwise a Primary Participant (as defined in Division 1A of Part 7.12 of the Corporations Act (**Division**)) as determined by the Board in is absolute discretion.

(b) (**Participation**) A Participant is an Eligible Person or a Related Person (as defined in the Division) who applies and becomes a member of the Plan.

(c) (**Plan Administration**) The Plan will be administered by the Board. The Board will have power to delegate the exercise of its powers or discretions arising under the Plan to any one or more persons (including, but not restricted to, a committee or sub-committee of the Board) for such period and on such conditions as the Board may determine.

(d) (**Invitation**) The Board may from time to time in its absolute discretion issue or cause to be issued written invitations on behalf of the Company for Eligible Persons to participate in the Plan. That invitation will be in such form as the Board determines from time to time and will include the information such as performance hurdles.

(e) (**Application**) An Eligible Person or a Related Person who receives an invitation can only participate in the Plan by returning a duly completed application within the time period and as otherwise specified in the invitation.

(f) (**Ability to Renounce Invitation**) An Eligible Person who receives an invitation may renounce the invitation in favour of the invitation being made to a Related Person, by giving written notice to the Board. The Board may, in its discretion, resolve not to allow a renunciation of an invitation in favour of a Related Person without giving any reason for that decision.

(g) (**Nature of Performance Rights**) Each Performance Right constitutes a right to receive one (1) Share in the Company, subject to the terms and conditions of the Plan and the invitation. Shares acquired upon exercise of the Performance Rights will upon allotment rank pari passu in all respects with other Shares, except as set out in the Plan.

(h) (**Grant**) The Company will grant to the Participant the number of Performance Rights as set out in the invitation as soon as practicable after the receipt of the duly completed application. A Participant will not be granted any Performance Rights until at least 14 days after the date of issue of the relevant invitation.

(i) (**Grant Fee**) The Performance Rights are to be granted for nil consideration.

(j) (**Performance Hurdles**) The Performance Rights are subject to performance hurdles as stated in the invitation. If the performance hurdles are satisfied by the applicable Test Date (being, the date at which performance hurdles are to be measured to determine whether that a Performance Right becomes vested) and/or otherwise waived by the Board then, in accordance with the Plan, written notice of the number of Performance Rights that will become vested Performance Rights will be sent by the Company.

(k) (**Exercise of Vested Performance Rights**) Vested Performance Rights may be exercised by a Participant on providing a completed exercise notice to the Company on any date prior to the expiry date (or such other date nominated by the Board). No amount shall be payable by a Participant on the exercised of a vested Performance Right (unless otherwise provided in the invitation). For the avoidance of doubt, vested Performance Rights will expire on the date set out in the invitation (**Expiry Date**).

(l) (**Lapsing**) Any unvested Performance Rights will lapse on the last date of the performance period (or earlier in accordance with clause 7.1 of the Plan). For the avoidance of doubt, the performance period is the period set out in the invitation for the purpose of determining the extent (if any) to which the performance hurdles have been met.

(m) (**Cessation of Employment or Engagement**) If employment or engagement ceases because of an Uncontrollable Event (defined below):

(i) the Board in its absolute discretion may determine to reduce, vary or waive any performance hurdle that has not been satisfied as at the date of the Uncontrollable Event so that the unvested Performance Rights, subject to the performance hurdle, may become vested Performance Rights and become exercisable; and

(ii) all of the unvested Performance Rights held that have not become vested Performance Rights in accordance with (a) will automatically lapse.

For personal use only

If employment or engagement ceases because of a Controllable Event (defined below):

(i) unless otherwise determined by the Board, all unvested Performance Rights subject to performance hurdles that have not been satisfied as at the date of the Controllable Event will lapse immediately upon cessation of employment or engagement with the Company or Associated Entity;

(ii) the Participant may, at any time prior to the earlier of:

a. the Expiry Date; and

b. one month (or any such other period as the Board will in its absolute discretion determine) from the date on which the Eligible Person ceased that employment or engagement,

exercise all vested Performance Rights (including any vested Performance Rights vested under paragraph (i) pursuant to an exercise notice; and

(iii) all of the vested Performance Rights held by the Participant that have not been exercised in accordance with paragraph (ii) will automatically lapse.

(n) (**Not Transferable**) Except on the death of a Participant, Performance Rights may not be transferred, assigned or novated except with the approval of the Board which shall only be provided in exceptional circumstances.

(o) (**Dividends and Voting Rights**) Performance Rights holders have no rights to dividends or other distributions and no rights to vote at meetings of the Company until the Performance Rights are exercised.

(p) (**New Issues**) Performance Rights holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally, including by way of bonus issue, rights issue or otherwise.

(q) (**Capital Events**) If there are certain variations of the Share capital of the Company including a capitalisation or rights issue, sub-division, consolidation or reduction in Share capital, a demerger (in whatever form) or other distribution in specie, the Board may make such adjustments as it considers appropriate, in accordance with the provisions of the Listing Rules.

(r) (**Change of Control**) Where any proposal (whether by takeover bid, scheme of arrangement or otherwise) is publicly announced in relation to the Company which the Board reasonably believes may lead to a Change of Control Event (defined below):

(i) the Board, in its absolute discretion, will determine the extent to which the Participant's unvested Performance Rights that have not lapsed will become vested Performance Rights;

(ii) the Board will promptly provide a vesting notice to each Participant; and

(iii) those vested Performance Rights may be exercised by a Participant on providing a completed exercise notice to the Company prior to the Expiry Date (or such other date specified by the Board in the vesting notice).

(s) (**Amendments to the Plan**) The Board may vary the Plan.

(t) (**Quotation**) None of the Performance Rights will be listed for quotation on the ASX or equivalent securities exchange.

(u) (**Income Tax Assessment Act**) Any invitation made pursuant to the Plan will specify whether Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies.

(v) The Plan is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of an Eligible Person under the terms of his, her or their employment or engagement with the Company or Associated Entity.

In the Plan:

Change of Control Event means:

(a) the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the Corporations Act;
(b) the commencement of a bid period (as defined in the Corporations Act) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid; or
(c) when a person or group of associated persons having a relevant interest in, subsequent to the adoption of the Plan rules, sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where such ability was not already held by a person associated with such person or group of associated persons.

Controllable Event means cessation of employment or engagement other than by an Uncontrollable Event.

Uncontrollable Event means:

(a) death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or Associated Entity;
(b) forced early retirement, retrenchment or redundancy; or
(c) such other circumstances which results in a Eligible Person leaving the employment of or ceasing their engagement with the Company or Associated Entity and which the Board determines is an Uncontrollable Event.

For personal use only

For personal use only

This page has been left blank intentionally.

encounter resources

Proxy Voting Form

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

Encounter Resources Limited | ABN 47 109 815 796

SAMPLE

For personal use only

Your proxy voting instruction must be received by **9:00am (AWST) on Tuesday, 24 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

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 Encounter Resources Limited, to be held at **9:00am (AWST) on Thursday, 26 November 2026 at The Ebell Room, Trinity on Hampden, 230 Hampden Road, Crawley WA 6009** 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.
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, 5, 6, 7, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7, 8, 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	Resolutions		For	Against	Abstain
1	Adoption of the Remuneration Report				7	Approval of the Grant of Incentive Options to Director – Mr Will Robinson			
2	Re-election of Director – Dr Jon Hronsky OAM				8	Approval of the Grant of Incentive Options to Director – Mr Peter Bewick			
3	Election of Director – Mr Simon Hay				9	Approval of the Grant of Incentive Options to Director – Mr Philip Crutchfield			
4	Approval of Additional 10% Placement Capacity				10	Approval of the Grant of Incentive Options to Director – Dr Jon Hronsky			
5	Adoption of Employee Share and Option Plan				11	Approval of the Grant of Incentive Options to Director – Mr Simon Hay			
6	Adoption of Performance Rights Plan								

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).

SAMPLE
For personal use only
AUTOMIC
ENR