



Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Tyranna Resources Limited

ACN 124 990 405

Meeting Format

The Meeting is to be an in-person meeting.

Venue

Pathways Corporate Boardroom
Level 3, 101 St Georges Terrace
Perth, Western Australia 6000

Time and Date

11:00am (WST)
Friday, 21 November 2025

IMPORTANT NOTE

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser prior to voting.

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Important Dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	11:00am (WST) on Wednesday, 19 November 2025
Snapshot date for eligibility to vote	4:00pm (WST) on Wednesday, 19 November 2025
Annual General Meeting	11:00am (WST) on Friday, 21 November 2025

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Tyranna Resources Limited ACN 124 990 405 (**Company**) will be held as an in-person meeting at the Pathways Corporate Boardroom located at Level 3, 101 St Georges Terrace, Perth, Western Australia 6000 at 11:00am (WST) on Friday, 21 November 2025.

Agenda

Ordinary Business

Resolution 1
Adoption of Remuneration Report
(advisory only)

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

That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2025, as contained in the Company's 2025 Annual Report, be adopted by the Company.

Note: This Resolution is advisory only and does not bind the Company or the Directors.

Resolution 2
Re-election of Director by Rotation
– Giuseppe (Joe) Graziano

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

That, for the purpose of Listing Rule 14.4, articles 6.3(c) of the Constitution, and for all other purposes, Giuseppe (Joe) Graziano, being a Director who retires by rotation in accordance with Listing Rule 14.4 and article 6.3(e) of the Constitution who, being eligible, offers himself for re-election, is re-elected as a Director.

Special Business

Resolution 3
Ratification of issue of Consideration Shares to Non-Related Turaco Shareholders

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 43,729,506 Consideration Shares to the Non-Related Turaco Shareholders, in the manner and on the terms and conditions set out in the Explanatory Statement.

Resolution 4
Approval of Additional Issuance Capacity

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

That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities 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 on the terms and conditions set out in the Explanatory Statement.

Resolution 5
Renewal of proportional takeover provisions

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

That, for the purposes of section 648G of the Corporations Act and for all other purposes, Schedule 5 of the Constitution, which sets out proportional takeover provisions, be renewed and approved for a period of 3 years commencing from the date of the Meeting.

Voting Prohibitions and Exclusion Statements

Resolution	Excluded persons	Exception
Corporations Act voting prohibitions		
Resolution 1	<p>In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast, and the Company will disregard votes cast:</p> <ul style="list-style-type: none"> by or on behalf of a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. <p>Any ineligible votes will not be counted in working out a percentage of votes cast or whether the Resolution is approved.</p>	<p>A vote is not prohibited and will not be disregarded if the vote is cast by a proxy on behalf of a person entitled to vote on the Resolution:</p> <ul style="list-style-type: none"> in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or by the Meeting Chair in accordance with the express authorisation in the proxy appointment to exercise the proxy even though it is connected with the remuneration of a member of Key Management Personnel.
Listing Rule voting exclusion statements		
Resolutions 3	<p>For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons.</p> <p>This includes the Non-Related Turaco Shareholders (their nominee) or their associates.</p>	<p>The Company need not disregard a vote cast in favour of the Resolution if it is cast by:</p> <ul style="list-style-type: none"> 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; the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting Chair decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 4	<p>At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement for the purposes of Listing Rules 7.3A.7 and 14.11 does not apply to the Resolution.</p>	

Explanatory Statement

For further information in relation to the items of business to be considered at the Meeting, please refer to the Explanatory Statement which accompanies this Notice. The Explanatory Statement forms part of this Notice.

Definitions

Unless inconsistent with the context, capitalised terms used in this Notice will have the meanings given to them in the Glossary set out in the Explanatory Statement.

By order of the Company's Board of Directors.

Tim Slate
Company Secretary

21 October 2025

Meeting and Voting Information

Voting entitlement	The Board has determined that, for the purposes of voting at the Meeting, Shares will be taken to be held by persons who are registered as the holders of Shares at <u>4:00 PM (WST) on Wednesday, 19 November 2025.</u>
Participation	The Meeting will be an in-person meeting held at Pathways Corporate Boardroom located at Level 3, 101 St Georges Terrace, Perth, Western Australia 6000. Shareholders may will not be able to attend and participate online.
Appointment of Corporate Shareholder representatives	A Shareholder that is a corporation may appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Shareholder must lodge a satisfactory and duly executed appointment document with the Securities Registry in accordance with the instructions below.
Appointment of attorneys	A Shareholder may appoint an attorney to act on the Shareholder's behalf at the Meeting. To do so, the Shareholder must lodge a duly executed power of attorney with the Securities Registry in accordance with the instructions below.
Appointment of proxies	<p>A Shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two proxies. A proxy does not need to be a Shareholder.</p> <p>To appoint a second proxy, a Shareholder must state on each Proxy Form (in the appropriate box) the percentage of voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half the Shareholder's votes. Fractions of votes will be disregarded.</p> <p><i>Appointing the Meeting Chair as proxy</i></p> <p>Shareholders may appoint the Meeting Chair as their proxy by marking the relevant box on the Proxy Form. Proxy Forms submitted without specifying the name of the proxy or expressly nominating the Meeting Chair as proxy will be deemed an appointment of the Meeting Chair. The Meeting Chair will be deemed proxy for a Shareholder if the proxy named in the Proxy Form does not attend the Meeting.</p> <p><i>Directing a proxy how to vote</i></p> <p>Shareholders may direct a proxy whether to vote for or against, or to abstain from voting, on a Resolution by marking the relevant box on the Proxy Form. Shareholders may also specify the proportion or number of votes that a proxy may exercise. All votes must be cast in accordance with such directions.</p> <p>Directed proxies that are not voted on a poll at the Meeting by an appointed proxy will default to the Meeting Chair who will be required to vote proxies as directed on a poll.</p> <p>Subject any legal restrictions on proxy voting, a proxy may vote on a Resolution at their discretion unless the Proxy Form directs the proxy how to vote on the Resolution.</p> <p><i>Voting restrictions that may affect proxy appointment</i></p> <p>Voting restrictions under the Corporations Act and/or the Listing Rules apply to certain Resolutions. Please refer to the 'Voting Prohibitions and Exclusion Statements' section above for further details in this regard.</p> <p>Shareholders intending to appoint the Meeting Chair, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as proxy are encouraged to direct them how to vote on all the Resolutions.</p> <p>A Shareholder who appoints a proxy but subsequently attends the Meeting may vote on the items of business at the Meeting. Any such vote by the Shareholder will invalidate the votes cast by their proxy.</p>

Lodgement of appointment documents	<p>Duly completed corporate representative appointment documents, powers of attorney and Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received by the Securities Registry on or before <u>11:00am (WST) Wednesday, 19 November 2025</u>. Documents received after that time will be invalid.</p> <p>Appointment documents are to be lodged as follows:</p> <p><i>online:</i> www.advancedshare.com.au/investor-login</p> <p>Note: Online lodgement is the fastest and easiest way to vote by proxy and is recommended so as to avoid delays to postal services.</p> <p><i>by email:</i> admin@advanceshare.com.au</p> <p><i>by fax:</i> +61 (8) 6370 4203</p> <p><i>by post:</i> Advanced Share Registry, PO BOX 1156 Nedlands WA 6909</p> <p><i>by hand:</i> Advanced Share Registry, 110 Stirling Highway, Nedlands WA 6009</p>
Proxy voting intention of Meeting Chair	<p>The Meeting Chair intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases, the Meeting Chair may change their voting intention, in which case the Company will make an announcement to ASX in this regard.</p>
Voting procedure	<p>Voting on each Resolution at the Meeting will be conducted by way of a poll.</p>
Questions by Shareholders	<p>The Meeting Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.</p> <p>The Meeting Chair will also allow a reasonable opportunity for Shareholders to put questions to the representative of the Auditor about:</p> <ul style="list-style-type: none"> • the conduct of the audit; • the preparation and content of the Auditor's report; • the accounting policies adopted by the Company in relation to the preparation of financial statements; and • the independence of the Auditor in relation to the conduct of the audit. <p>To assist the Board and the Auditor in responding to any questions that you may have, please submit any questions to the Company in the same manner as outlined above for lodgement of appointment documents by <u>5:00pm (WST) on Friday, 15 November 2025</u>. The Company will make available at the Meeting questions directed to the Auditor which the Auditor considers relevant to the conduct of the audit of the 2025 Annual Report received in writing before this time. The Meeting Chair will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.</p>

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Annual Financial Report

The Corporations Act requires that the annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2025 be tabled at the Meeting. These reports are contained in the 2025 Annual Report which is available on the Company's website at www.tyrannaresources.com.

Shareholders will be given reasonable opportunity to raise questions on these reports and ask questions of the Auditor.

2. Resolution 1: Adoption of Remuneration Report

2.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2025 (**Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (**Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2025 Annual Report. The Annual Report will be available on the Company's website at www.tyrannaresources.com.

By way of summary, the Remuneration Report:

- explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- addresses the relationship between the Company's remuneration policy and the Company's performance; and
- sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2025.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

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

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering remuneration policy of the Company going forward.

2.2 Directors' recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

3. Resolution 2: Re-election of Director by Rotation – Giuseppe (Joe) Graziano

3.1 Background

Giuseppe (Joe) Graziano was last re-elected as a Director at the Company's annual general meeting held on 10 November 2023. Mr Graziano will retire at the Meeting by rotation, and being eligible, submits himself for re-election.

Resolution 2 is an ordinary resolution for the re-election of Mr Graziano as a Director. If the Resolution is passed, Mr Graziano will continue as a Director. If the Resolution is not passed, Mr Graziano will not be re-elected as a Director.

3.2 Listing Rule and Constitutional requirements

Listing Rule 14.4 provides, among other things, that a director of an entity must not hold office (without re-election) past the third annual general meeting of the entity following the director's appointment, or 3 years, whichever is the longer.

Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting. The note to the rule provides that if no director is required to stand for re-election under Listing Rule 14.4, an entity must select at least one director to stand for re-election by calling for a volunteer or by drawing lots. The rule does not apply to the entity's managing director, unless there is more than one managing director, in which case only one is entitled not to be subject to re-election.

Articles 6.3(b) to (f) of the Constitution substantially reflect the director rotation requirements of Listing Rules 14.4. They provide that the Directors to retire are:

- those who have held their office as Director the longest period of time since their last election or appointment to that office; and
- if two or more Directors have held office for the same period of time, those Directors determined by lot, unless those Directors agree otherwise,

and those Directors who retire are eligible for re-election.

Mr Graziano is required to retire by rotation at the Meeting but is eligible for re-election.

3.3 Biography

Mr Graziano is a Chartered Accountant with over 28 years' experience providing a wide range of business, financial, company secretarial, corporate and strategic advice to small capital unlisted and listed public companies as well as privately-owned businesses in Western Australia's resources sector.

Since 2014 he has been focused on corporate advisory, company secretarial and strategic planning with listed corporations including mergers & acquisitions, capital raisings, corporate governance, ASX compliance and structuring. He is currently a director of Pathways Corporate Pty Ltd, a specialised corporate advisory business.

3.4 Directors' recommendation

The Directors (other than Mr Graziano) support the re-election of Mr Graziano and recommend that Shareholders vote in favour of Resolution 2. Mr Graziano declines to make a voting recommendation noting his interest in the Resolution.

4. Resolution 3: Ratification of issue of Consideration Shares to Non-Related Turaco Shareholders

4.1 Background

On or about 20 June 2025, the Company entered into a binding Heads of Agreement (**HOA**) with Turaco Resources Pty Ltd (**Turaco Resources**) and the shareholders of the Turaco Resources (**Turaco Shareholders**), under which the Company agreed to acquire 100% of the issued capital of Turaco Resources (**Acquisition**).

Turaco Resources has two subsidiaries, being Luvulu (Mauritius) Ltd, a company incorporated in Mauritius, and Vombate Recursos Lda, a company incorporated in Angola (collectively, **Turaco Subsidiaries**).

The purpose of the Acquisition was to acquire an established corporate group which could be interposed by the Company as subsidiary vehicles to acquire and hold Angolan mining and exploration assets.

Under the terms of the Acquisition, the Company agreed to:

- issue 43,729,506 Shares (**Consideration Shares**) to those Turaco Shareholders who were not 'related parties' of the Company for the purposes of the Listing Rules (**Non-Related Turaco Shareholders**); and
- pay \$38,811 in cash to those Turaco Shareholders who were related parties of the Company.

The related party Turaco Shareholders were Paul Williams, a Non-Executive Director of the Company, and his related entities, Mandara Capital Pty Ltd, Ruthven Capital Pty Ltd as trustee for the PR & DJ Williams Family Trust, and PR & DJ Williams Pty Ltd as trustee for the PR & DJ Williams Superannuation Fund.

The total value of the consideration payable by the Company under the Acquisition was approximately \$200,000, with the Consideration Share portion representing \$131,188.52 at a deemed issue price of \$0.003 per Consideration Share. The Directors (excluding Mr Williams) considered that this amount was comparable or less than the expected cost to set-up the same corporate structure.

The Acquisition completion and the Consideration Shares were issued to the Non-Related Turaco Shareholders on 24 July 2025 utilising the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is an ordinary resolution to ratify and approve the prior issue of the Consideration Shares, for the purpose of Listing Rule 7.4. The issue of the Consideration Shares did not breach Listing Rule 7.1 at the date of issue.

4.2 Listing Rule requirements

Subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed entity 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 that period.

The issue of the Consideration Shares did not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2. Accordingly, the issue uses up part of the Company's Listing Rule 7.1 issuing capacity.

Listing Rule 7.4 allows the shareholders of an entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the listed entity's capacity to issue further Equity Securities without shareholder approval under that rule.

If Resolution 3 is passed, 43,729,506 Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

However, if the Resolution is not passed, the Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 43,729,506 Shares in total for the 12 month period following the date of the issue.

4.3 Listing Rule information requirements

The following information is provided in relation to Resolution 3, as required by Listing Rule 7.5:

Information required	Details
Names of persons to whom securities were issued or agreed to be issued, or the basis on which those persons were identified/selected	<p>The Non-Related Turaco Shareholders, being:</p> <ul style="list-style-type: none"> Ross Ernest Ashton; Deneve Pty Ltd ACN 659 047 882 as trustee for the BF Snowball Superannuation Fund; GSSWCorp Pty Ltd ACN 120 605 370; Shane Paul Lehmann & Caroline Jane Lehmann as trustees for the Lehmann Superfund; Shane Paul Lehmann as trustee for the Lehmann Family Trust; Fishrking Australia Pty Ltd ACN 099 424 870; Michelle Yvette Lehmann; Pheakes Pty Ltd ACN 107 128 629 as trustee for the Senate Trust; Freshwater Resources Pty Ltd ACN 008 903 231 as trustee for the Ashton Superannuation Fund; Han-Ree Holdings Pty Ltd ACN 139 167 632; Edson Paulo Carreiro Nunes; GF Williams Pty Ltd ACN 673 266 665 as trustee for the GF Williams Superannuation Fund; and Grant Stuart Stirling Williams. <p>None of the Non-Related Turaco Shareholders was a 'related party' of the Company for the purposes of the Listing Rules at the date of issue.</p>
Number and class of securities issued or agreed to be issued	43,729,506 Shares.

Summary of material terms of the securities	Each Consideration Share is a fully paid ordinary share and at the date of issue, ranked equally with all other fully paid ordinary shares then on issue.		
Date the securities were or will be issued	24 July 2025.		
Price or consideration the Company received or will receive for the issue	Consideration for the sale of 13,515,334 fully paid ordinary shares in Turaco Resources by the Non-Related Turaco Shareholders as set out in the following table.		
	Name	Turaco Resources shares sold	Consideration Shares received
	Ross Ernest Ashton	1	2
	Deneve Pty Ltd as trustee for the BF Snowball Superannuation Fund	1,307,833	4,231,556
	GSSWCorp Pty Ltd	877,625	2,839,597
	Shane Paul Lehmann & Caroline Jane Lehmann as trustees for the Lehmann Superfund	1,000,000	3,235,548
	Shane Paul Lehmann as trustee for the Lehmann Family Trust	885,417	2,864,809
	Fishrking Australia Pty Ltd	806,250	2,608,660
	Michelle Yvette Lehmann	633,333	2,049,179
	Pheakes Pty Ltd as trustee for the Senate Trust	2,691,667	8,709,017
	Freshwater Resources Pty Ltd as trustee for the Ashton Superannuation Fund	2,691,667	8,709,017
	Han-Ree Holdings Pty Ltd	1,938,000	6,270,491
	Edson Paulo Carreiro Nunes	253,333	819,671
	GF Williams Pty Ltd as trustee for the GF Williams Superannuation Fund	200,000	647,110
	Grant Stuart Stirling Williams	230,208	744,849
Purpose of the issue, including the use or intended use of any funds raised by the issue	<p>Consideration for purchase of 100% of the share capital in Turaco Resources from the Non-Related Turaco Shareholders.</p> <p>The Company did not raise any funds from the issue of the Consideration Shares.</p>		
Summary of any other material terms of the agreement the securities are or will be issued under	The Consideration Shares were issued under the HOA, the material terms of which are summarised at Section 4.1. The HOA otherwise contained terms and conditions considered standard for an agreement of its nature, including conditions precedent to completion, seller warranties and limitations/qualifications on liability.		
Voting exclusion statement	Included in the Notice preceding this Explanatory Statement.		

4.4 Directors' recommendation

The Directors (other than Paul Williams) recommend that Shareholders vote in favour of Resolution 3 so that the Company's 15% issuing capacity under Listing Rule 7.1 is restored. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

Mr Williams, as a party to the HOA, has a material personal interest in the matters the subject of Resolution 3 and accordingly does not make a voting recommendation to Shareholders.

5. Resolution 4: Approval of Additional Issuance Capacity

5.1 Background

Resolution 4 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Issuance Capacity**).

If approved, the Resolution will enable the Company to issue additional Equity Securities (calculated below) over a 12-month period without having to obtain Shareholder approval. If the Resolution is not approved, the Company's ability to issue Equity Securities without Shareholder approval will remain limited to the amount permitted under Listing Rule 7.1.

Resolution 4 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution.

5.2 Applicable Listing Rules

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting, to allow it to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (i.e. the Additional Issuance Capacity). This capacity is in addition to the 15% annual issuance capacity under Listing Rule 7.1.

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

5.3 Overview of Listing Rule 7.1A

(a) Quoted securities

Equity Securities issued under the Additional Issuance Capacity must be the same as an existing class of Equity Securities of the Company quoted on ASX.

As at the date of this Explanatory Statement, the Company has one class of quoted Equity Securities on issue, being Shares.

(b) Formula for calculating Additional Issuance Capacity

Listing Rule 7.1A.2 provides that the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula under the Additional Issuance Capacity:

$$\text{Additional Placement Capacity} = (A \times D) - E$$

where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of Shares issued during the 12 month period immediately preceding the date of the issue or agreement (**Relevant Period**) under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
- plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or

- the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or rule 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
- less the number of Shares cancelled in the Relevant Period;

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under Listing Rule 7.4.

(c) Interaction with Listing Rule 7.1

Listing Rule 7.1 limits the number of Equity Securities that an entity may issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period, subject to certain exceptions.

The Additional Issuance Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

5.4 Listing Rule requirements

The following information is provided in relation to Resolution 4, in accordance with Listing Rule 7.3A:

(a) Period over which approval will be valid

The Additional Issuance Capacity will commence on the date of the Meeting and expire on the earlier of:

- 12 months from the Meeting date;
- the time and date of the Company's next annual general meeting; and
- the time and date of an approval by Shareholders of a transaction under Listing Rules 11.1.2 (change to nature or scale of activities) or 11.2 (change involving main undertaking).

(b) Minimum price at which Equity Securities may be issued

The issue price of any Equity Security under the Additional Issuance Capacity will not be less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

(c) Purposes for which funds may be used

The Company does not have any current intention to issue Equity Securities using the Additional Issuance Capacity. However, it may decide to do so for cash consideration to fund working capital requirements, advancing projects (including those outlined in its initial public offer prospectus), potential acquisitions, meet financial commitments and capital management activities.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities under Listing Rule 7.1A.

(d) Risk of economic and voting dilution

Any issue of Equity Securities under the Additional Issuance Capacity will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 4 is approved and the Company issues Equity Securities under the Additional Issuance Capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

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

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Issuance Capacity (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution
3,342,154,831 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	\$0.006 (current market price)	334,215,483	\$2,005,292.90	10.00%
	\$0.005 (25% decrease)	334,215,483	\$1,503,969.67	10.00%
	\$0.003 (50% decrease)	334,215,483	\$1,002,646.45	10.00%
5,013,232,247 (50% increase)	\$0.006 (current market price)	501,323,225	\$3,007,939.35	10.00%
	\$0.005 (25% decrease)	501,323,225	\$2,255,954.51	10.00%
	\$0.003 (50% decrease)	501,323,225	\$1,503,969.67	10.00%
6,684,309,662 (100% increase)	\$0.006 (current market price)	668,430,966	\$4,010,585.80	10.00%
	\$0.005 (25% decrease)	668,430,966	\$3,007,939.35	10.00%
	\$0.003 (50% decrease)	668,430,966	\$2,005,292.90	10.00%

Notes: The above table has been prepared on the following assumptions:

1. the current market price is the closing price at which Shares were traded on 15 October 2025;
2. the current Shares on issue are the Shares at 15 October 2025;
3. the Company issues the maximum number of Equity Securities available under the Additional Issuance Capacity;
4. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Issuance Capacity;
5. the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional Issuance Capacity; and
6. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options, Performance Rights) is not included in the calculations.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Issuance Capacity.

The Company has not yet identified allottees to receive the Equity Securities under the Additional Issuance Capacity. However, they may include current Shareholders, new investors, or both. None of the allottees will be 'related parties' or an 'associate' of 'related parties' for the purposes of the Listing Rules.

Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

(f) **Details of prior issues**

The Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 months prior to the date of the Meeting.

(g) **Voting exclusion statement**

At the date of the Notice, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in an issue of Equity Securities pursuant to the Additional Issuance Capacity. No existing Shareholder's votes will therefore be excluded in relation to Resolution 4.

5.5 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

6. **Resolution 5: Renewal of Proportional Takeover Provisions**

6.1 **Background**

Resolution 5 is a special resolution seeking Shareholder approval for the proportional takeover provisions set out in Schedule 5 of the Constitution (**Proportional Takeover Provisions**).

An extract of the Proportional Takeover Provisions is set out in the Schedule to this Explanatory Statement.

Although the Proportional Takeover Provisions are set out in the Constitution, pursuant to the Corporations Act, their operation and effectiveness is separate to the rest of the document. They must be renewed every 3 years in order to be effective.

If Resolution 5 is not approved, the Proportional Takeover Provisions will not have any effect.

6.2 **Corporations Act requirements**

Sections 648D to 648H of the Corporations Act regulate the incorporation of provisions in a company's constitution related to proportional takeovers.

Specifically, section 648G of the Corporations Act requires that, if a company is to include such provisions in its constitution, the provisions must be approved by shareholders at a general meeting. The approval is effective for up to 3 years.

The Company provides the information set out in this Section 6 for the purposes section 648G(5) of the Corporations Act.

6.3 **Overview of takeovers**

(a) **What is a takeover bid?**

Chapter 6 of the Corporations Act regulates the acquisition (direct and indirect) of interests in shares of listed companies and other companies with more than 50 members.

Subject to certain exceptions, section 606 of the Corporations Act prohibits the acquisition of an interest which results in any person's voting power in such companies increasing to more than 20% (or any person's voting power increasing between 20% and 90%). This is colloquially known as the "takeover threshold".

A takeover bid made under Chapter 6 of the Corporations Act is an exception to this prohibition. It is an offer (or 'bid') by a potential acquirer to all the shareholders of a target company to acquire all or part of their shares on the same terms.

(b) What are proportional takeover bids?

A proportional takeover bid is a takeover bid sent to all shareholders of a company, but only in respect of the acquisition of a proportion of each shareholder's shares.

If a shareholder accepts the offer, they will dispose of the specified proportion of their shares and retain the balance.

6.4 Effect of Proportional Takeover Provisions

Sections 648D to H of the Corporations Act allow a company to include in its constitution certain provisions regarding proportional takeover bids. The Proportional Takeover Provisions in the Constitution have been drafted to reflect these sections.

The Proportional Takeover Provisions require the Directors refuse to register any transfer of Shares (**Bid Shares**) made in acceptance of a proportional takeover bid (**Bid**) until the holders of Bid Shares (**Bid Shareholders**) have approved the Bid at a meeting of the Bid Shareholders held in accordance with the Constitution (**Bid Meeting**). In this regard:

- A resolution approving the Bid will be taken to have been passed if more than 50% of Bid Shares voted at the meeting, excluding any Bid Shares held by the bidder and its 'associates' for the purposes of the Corporations Act, vote in favour of the resolution.
- If a resolution to approve the Bid has not been voted on as at the end of the day before the 14th day before the last day of the Bid period, or a later day allowed by ASIC, then that resolution is taken to have been passed.

The proportional takeover provisions do not apply to takeover bids for 100% of the shares on issue.

In accordance with section 648G of the Corporations Act, the Proportional Takeover Provisions will only apply for 3 years after the date of their adoption by Shareholders. They may be renewed, but only by a further special resolution of Shareholders.

6.5 Purpose of the Proportional Takeover Provisions

Without the Proportional Takeover Provisions, a Bid may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Shares to the bidder.

Further, Shareholders could be at risk of passing control of the Company to a bidder without payment of an adequate 'control premium' for all of their Shares whilst leaving themselves as part of a minority interest in the Company.

The proportional takeover provisions are intended to protect Shareholders as a whole by requiring a Bid be put to a Bid Meeting. The benefit of this is that Shareholders may decide whether the Bid is acceptable in principle and appropriately priced.

6.6 Potential advantages

Some potential key advantages of enlivening the Proportional Takeover Provisions include:

- the provisions give all Bid Shareholders the opportunity to consider, discuss and vote on whether a Bid should be approved and proceed;
- the provisions should encourage Bids to be structured in a way that they are more attractive to at least the majority of Bid Shareholders, and should discourage more 'opportunistic' Bids; and
- the provisions potentially:
 - enhance the bargaining power of Directors in relation to negotiating a potential sale of the Company, as the Directors must make a recommendation to Bid Shareholders whether or not to approve a Bid;
 - enhance the bargaining power of Shareholders in relation to a Bid as it allows them to collectively vote and determine whether a Bid proceeds;
 - assist in ensuring that any Bid is appropriately priced as the provisions would likely encourage a potential Bidder to make the offer price more attractive to Bid Shareholders;
 - allow the Bid Shareholders themselves to express a view on a Bid (as opposed to only the Directors doing so on behalf of the Company); and

- assist Bid Shareholders in deciding whether or not to accept the Bid by providing an indication of how the other Bid Holders view the Bid and its likely outcome.

6.7 **Potential disadvantages**

Some potential key disadvantages of enlivening the Proportional Takeover Provisions include:

- a Bidder may be discouraged from making a Bid due to the additional requirements of satisfying the Proportional Takeover Provisions;
- a vote on a Bid resolution will likely suffer from a bias in favour of the incumbent Directors;
- the provisions restrict the ability of Bid Shareholders to freely sell their Bid Shares (potentially at an attractive price) without the consent of other Bid Shareholders; and
- a Bid Shareholder may not have sufficient financial interest in the Company to have an incentive to determine whether a Bid is appropriate.

6.8 **Knowledge of present acquisition proposals**

As at the date of this Explanatory Statement, the Board is not aware of any proposals by a person to acquire, or to increase the extent of, a substantial interest in the Company (i.e. control of 5% or more of the ordinary shares).

6.9 **Directors' recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 for the reasons outlined above.

Glossary of Terms

In this Explanatory Statement, the following terms have the meaning set out below, unless the context otherwise requires:

Additional Issuance Capacity	Has the meaning in Section 5.1.
Annual General Meeting or Meeting	The annual general meeting of the Company convened by the Notice, including or any adjournment of such meeting.
ASIC	The Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691, including the financial market operated by it known as the Australian Securities Exchange.
Auditor	The external auditor of the Company, HLB Mann Judd (WA Partnership) (ABN 22 193 232 714).
Board	The Company's Board of Directors.
Closely Related Parties	<p>Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel:</p> <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company	Tyranna Resources Limited ACN 124 990 405.
Company Secretary	The Company Secretary of the Company at the time of the Meeting.
Consideration Shares	Has the meaning given to that term in Section 4.1.
Constitution	The constitution of the Company, as amended from time to time.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Security	<p>Has the meaning given to that term in Listing Rule 19.12, being:</p> <ul style="list-style-type: none">(a) a share;(b) a unit;(c) a right to a share or unit or option;(d) an option over an issued or unissued security;(e) a convertible security;(f) any security that ASX decides to classify as an equity security;(g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Glossary	This glossary of terms.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The listing rules of ASX, as amended from time to time.

Meeting Chair	The chairperson of the Meeting.
Non-Related Turaco Shareholders	Has the meaning given to that term in Section 4.1, as listed in Section 4.3.
Notice or Notice of Annual General Meeting	The notice of the Annual General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Performance Right	A contractual right to be issued or transferred a Share on satisfaction of a performance hurdle or other vesting condition.
Proxy Form	The proxy form accompanying the Notice.
Remuneration Report	The remuneration report of the Company for the period ended 30 June 2025, appearing in the Director's report as set out in the 2025 Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of the Notice or this Explanatory Statement.
Securities Registry	The Company's securities registry, being Advanced Share Registry Ltd ACN 127 175 946.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
Turaco Resources	Turaco Resources Pty Ltd ACN 658 138 982.
Turaco Shareholders	Has the meaning given to that term in Section 4.1, as listed in Sections 4.1 and 4.3.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule – Proportional Takeover Provisions

The following provisions are extracted from Schedule 5 of the Constitution.

Schedule 5 – Proportional Takeover Bid Approval

1. Definitions

In this Schedule, unless expressly stated otherwise:

Approving Resolution means a resolution to approve a proportional takeover bid in accordance with this Schedule.

Deadline means the 14th day before the last day of the bid period for a proportional takeover bid.

Voter means a person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid.

2. Refusal of Transfers

2.1 Requirement for an Approving Resolution

- (a) The Company must refuse to register a transfer of Shares giving effect to a takeover contract for a proportional takeover bid unless and until an Approving Resolution is passed in accordance with this Schedule 5.
- (b) This Schedule 5 ceases to apply on the 3rd anniversary of its last adoption, or last renewal, in accordance with the Corporations Act.

2.2 Voting on an Approving Resolution

- (a) Where offers are made under a proportional takeover bid, the Directors must, call and arrange to hold a meeting of Voters for the purpose of voting on an Approving Resolution before the Deadline.
- (b) The provisions of this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under paragraph 2.2(a).
- (c) Subject to this Constitution, every Voter present at the meeting held under paragraph 2.2(a) is entitled to one vote for each Share in the bid class securities that the Voter holds.
- (d) To be effective, an Approving Resolution must be passed before the Deadline.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If no Approving Resolution has been voted on as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this Schedule, to have been passed in accordance with this Schedule.

Your proxy voting instruction must be received by **11:00am (AWST) on Wednesday, 19 November 2025**, 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://investor.automic.com.au/#/loginsah> 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:

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IN PERSON:

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