



ANSON RESOURCES LIMITED

ABN 46 136 636 005

**NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

Notice is hereby given that the Annual General Meeting will be held at Talbot Sayer Lawyers at Level 1 / 175 Eagle St, Brisbane QLD 4000, on Wednesday, 26 November 2025 at 11am (AEST) however:

ALL RESOLUTIONS WILL BE DECIDED ON A POLL WITH VOTES TAKEN FROM SHAREHOLDERS PRESENT AT THE MEETING IN PERSON (OR THROUGH A VALIDLY APPOINTED CORPORATE REPRESENTATIVE) AND FROM VALID PROXY VOTES WHICH MUST BE RECEIVED BY 11am (AEST) on MONDAY, 24 NOVEMBER 2025.

1. Shareholders not attending in person are urged to **appoint the Chair of the Meeting as their proxy**. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions (which include the ability to **lodge proxies electronically**) are set out in the Proxy Form attached to the Notice of Meeting.
2. Shareholders may submit questions in advance of the meeting to the Company. Questions must be submitted by emailing the Company Secretary at companysecretary@ansonresources.com by 11am (AEST) on Wednesday, 19 November 2025. Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

Live webcast

A live online webcast will be available for shareholders who are unable to attend the Meeting in person to listen to the proceedings of the Meeting. The webcast access link will be available on <https://www.ansonresources.com/investor-centre/> closer to the meeting date.

The Meeting is not a hybrid or virtual meeting. Shareholders attending via the webcast will not be able to vote, ask questions or make comments during the meeting. If you are planning to watch the webcast, you are encouraged to submit a proxy and any questions in advance of the Meeting.

Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to arrangement of the meeting.

***Please complete
the proxy form enclosed and return it in accordance with the
instructions set out on that form.***

TIME AND PLACE OF MEETING AND HOW TO VOTE
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Venue

The Annual General Meeting of Shareholders of Anson Resources Limited ("Anson" or the "Company") will be held at:

Talbot Sayer Lawyers at Level 1 / 175 Eagle St, Brisbane QLD 4000
Commencing at 11am (AEST) on Wednesday, 26 November 2025

How to Vote

You may vote by attending the Meeting in person, by proxy or corporate representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11am (AEST).

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.

Appointment of proxy

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder of the Company.
2. If you wish to appoint the Chair of the Meeting as your proxy, mark the appropriate box on the proxy form. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair of the Meeting will be your proxy.
3. You are entitled to appoint up to two persons as proxies to attend the Annual General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry on 1300 288 664 or you may photocopy the proxy form.
4. To appoint a second proxy, you must on each proxy form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both proxy forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.
5. For the purposes of the Corporations Act, the Directors have set a snapshot time and date to determine the identity of those entitled to attend and vote at the Annual General Meeting. The **snapshot time and date is 5pm (AEST) on Monday, 24 November 2025.**

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Chair voting undirected proxies

The Chair will vote undirected proxies on, and in favour of, all of the proposed Resolutions in which the Chair is entitled to vote except Resolution 2 and Resolution 10, in which the Chair will vote **against**.

In respect of Resolution 1 (Remuneration Report) (and any other Resolutions noted) the statement of express authorisation of the Chair contained in the proxy form should be noted.

Corporate representatives

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in

advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Incorporation of Explanatory Statement

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

ANSON RESOURCES LIMITED ABN 46 136 636 005

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Anson Resources Limited will be held at Talbot Sayer Lawyers at Level 1 / 175 Eagle St, Brisbane QLD 4000, on Wednesday, 26 November 2025 at 11am (AEST)

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as ordinary business and special business. Certain abbreviations and other defined terms are used throughout this Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in the Explanatory Statement.

ORDINARY BUSINESS

1. Annual Report

To receive and consider the financial report, Directors' report and independent auditor's report for the Company for the financial year ended 30 June 2025.

Note: This item of business does not require Shareholders to vote on a resolution or to approve these reports.

2. Resolution 1: Remuneration Report

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

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

Note: In accordance with section 250R of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the KMP details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of a KMP.

However, this prohibition does not apply if a vote is cast on Resolution 1 by:

- (i) a person as proxy for a person who is entitled to vote on Resolution 1, where that person has been appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (ii) the vote is cast by the Chair pursuant to an express authorisation on the proxy form to vote as the proxy decides, and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. Resolution 2: Spill Resolution (contingent item)

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

"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 (Remuneration Report) being cast against the adoption of the Remuneration Report for the financial year ended 30 June 2025, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) an extraordinary general meeting of the Company (the **Spill Meeting**) to be held within 90 days of the passing of this Resolution;*
- (b) all of the Directors of the Company who were in office at the time when the resolution to make the Remuneration Report for the financial year ended 30 June 2025 was passed, and who remain in office at the time of the Spill Meeting (except for the Managing Director, Mr Bruce Richardson), cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to the offices vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting,*

on the terms and conditions set out in the Explanatory Statement."

Short Explanation: At the 2024 annual general meeting, more than 25% of the votes on the resolution to adopt the remuneration report were cast against the report. If 25% or more of the votes that are cast on Resolution 1 are voted against the adoption of the 2025 Remuneration Report, then the Company is required to put this Spill Resolution to Shareholders to determine whether the Directors (except for Mr Bruce Richardson) will need to stand for re-election. Further information about this resolution is contained in the Explanatory Statement.

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the KMP details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of a KMP.

However, this prohibition does not apply if a vote is cast on Resolution 2 by:

- (i) a person as proxy for a person who is entitled to vote on Resolution 2, where that person has been appointed by writing that specifies how the proxy is to vote on Resolution 2; or
- (ii) the vote is cast by the Chair pursuant to an express authorisation on the proxy form to vote as the proxy decides, and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

4. Resolution 3: Appointment of Mr Gregory Knox as a Director

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

"That, for the purposes of ASX Listing Rule 14.4 and clause 16.4 of the Company's Constitution, and for all other purposes, Mr Gregory Knox (who was appointed a Director on 22 September 2011), being eligible, be re-elected as a Director of the Company."

5. Resolution 4: Approval of 10% Placement Facility

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

“That, pursuant to ASX Listing Rule 7.1A and for all other purposes, Shareholder approval be given to the Company having the additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the issue date or the date of agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

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

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 5: Issue of Performance Rights to Mr Bruce Richardson

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval be given to issue and allot 2,000,000 Performance Rights to Bruce Richardson under the Equity Incentive Plan.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Bruce Richardson and any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company’s Equity Incentive Plan, or an Associate of Bruce Richardson . However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

- the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- the proxy is either:
 - a member of the Company's Key Management Personnel; or
 - a Closely Related Party of a member of the Company's Key Management Personnel; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the Meeting; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. Resolution 6: Issue of Performance Rights to Mr Gregory Knox

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

"That, subject to and conditional upon the passing of Resolution 3, for the purposes of ASX listing Rule 10.14 and for all other purposes, Shareholder approval be given to issue and allot 800,000 Performance Rights to Gregory Knox under the Equity Incentive Plan."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Gregory Knox and any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company's Equity Incentive Plan, or an Associate of Gregory Knox.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- the proxy is either:
 - a member of the Company's Key Management Personnel; or
 - a Closely Related Party of a member of the Company's Key Management Personnel; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the Meeting; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. Resolution 7: Issue of Performance Rights to Mr Timothy Murray

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

“That, for the purposes of ASX listing Rule 10.14 and for all other purposes, Shareholder approval be given to issue and allot 800,000 Performance Rights to Timothy Murray under the Equity Incentive Plan.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Timothy Murray and any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company’s Equity Incentive Plan, or an Associate of Timothy Murray.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

9. Resolution 8A: Approval of the extension of the term of Employee Share Plan loans approved at the 2013 and 2014 AGMs to Mr Bruce Richardson

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval be given to extend the term of the loans granted to Bruce Richardson on 27 February 2014 and 10 December 2014 in connection with the acquisition of loan funded shares under the Company’s Employee Share Plan, from 27 February 2024 and 10 December 2024 respectively, to 1 July 2026, as described in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8A by or on behalf of Bruce Richardson and any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company’s Employee Share Plan, or an Associate of Bruce Richardson.

However, this does not apply to a vote cast in favour of Resolution 8A by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8A if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

10. Resolution 8B: Approval of the extension of the term of Employee Share Plan loan approved at the 2015 AGM to Mr Bruce Richardson

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval be given to extend the term of the loan granted to Bruce Richardson on 21 December 2015 in connection with the acquisition of loan funded shares under the Company's Employee Share Plan, from 21 December 2025, to 1 July 2026, as described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8B by or on behalf Bruce Richardson or any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company's Equity Incentive Plan, or any Associate of Bruce Richardson.

However, this does not apply to a vote cast in favour of Resolution 8B by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8B if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

11. Resolution 9A: Approval of the extension of the term of Employee Share Plan loans approved at the 2013 and 2014 AGMs to Mr Gregory Knox

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval be given to extend the term of the loans granted to Gregory Knox on 27 February 2014 and 10 December 2014 in connection with the acquisition of loan funded shares under the Company's Employee Share Plan, from 27 February 2024 and 10 December 2024 respectively, to 1 July 2026, as described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9A by or on behalf of Gregory Knox and any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company's Employee Share Plan, or an Associate of Gregory Knox.

However, this does not apply to a vote cast in favour of Resolution 9A by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9A if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

12. Resolution 9B: Approval of the extension of the term of Employee Share Plan loan approved at the 2015 AGM to Mr Gregory Knox

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholder approval be given to extend the term of the loan granted to Gregory Knox on 21 December 2015 in connection with the acquisition of loan funded shares under the Company's Employee Share Plan, from 21 December 2025, to 1 July 2026, as described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9B by or on behalf of Gregory Knox or any persons referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Company's Equity Incentive Plan, or an Associate of Gregory Knox.

However, this does not apply to a vote cast in favour of Resolution 9B by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder vote 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 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9B if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

13. Resolution 10: Appointment of Mr Richard Denham as a Director (Member nomination)

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

"That, Mr Richard Denham, who was nominated by a Shareholder as a candidate for election as a Director of the Company on 8 October 2025 in accordance with the Company's Constitution, be elected as a Director of the Company with effect from the end of the meeting."

Note: This resolution is being put to Shareholders in response to an unsolicited nomination received from Mr Andrew Devlin, a <0.5% Shareholder of the Company as at 8 October 2025 (the date of the nomination) nominating Mr Denham for the position of director at the Meeting.

The Directors make no recommendation regarding Resolution 10

Incorporation of Explanatory Statement

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

DATED THIS 24th Day of October 2025

BY ORDER OF THE BOARD

Nicholas Ong

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

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 used are set out in the Glossary contained in this Explanatory Statement.

This Explanatory Statement has been prepared for the Shareholders of Anson Resources Limited in connection with the Annual General Meeting of the Company to be held on Wednesday, 26 November 2025.

1. ANNUAL ACCOUNTS

The Corporations Act requires that the Annual Report (which includes the financial report, Directors' report and auditors' report) be tabled at the Annual General Meeting.

Shareholders will be given an opportunity to ask questions and make comments about the Annual Report of the Company generally, but there will be no formal resolution submitted in respect of the Annual Report.

Mrs. Sally-Anne Jamieson of Ernst & Young Australia, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2025 (or her representative) will attend the Annual General Meeting. The Chair will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- 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.

2. RESOLUTION 1 – REMUNERATION REPORT

Background

The Remuneration Report is set out in the Directors' report in the Company's 2025 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2024 annual general meeting the votes cast against the remuneration report represented more than 25% of the total votes cast on the resolution (the first strike). If 25% or more of the votes that are cast on Resolution 1 are voted against the adoption of the 2025 Remuneration Report (second strike), then Resolution 2 (**Spill Resolution**) will be put to Shareholders. If the Spill

Resolution passes (with 50% or more of eligible votes cast) another meeting of Shareholders will be held (the **Spill Meeting**) to re-elect the board of the Company.

A voting exclusion applies to Resolution 1 on the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy.

Directors' recommendation

As Resolution 1 relates to matters including the remuneration of the Directors, the Directors make no recommendation regarding Resolution 1 in the interests of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act.

3. RESOLUTION 2- SPILL RESOLUTION (CONTINGENT ITEM)

The Corporations Act includes a 'two strikes' rule with regard to Remuneration Reports. The 'two strikes' rule provides that if 25% or more of the votes cast on the resolution to approve the Remuneration Report at two consecutive Annual General Meetings are against approving the Remuneration Report, Shareholders will have the opportunity to vote on a resolution proposing to convene another shareholder meeting to consider the spill of the Board.

At the Company's 2024 annual general meeting in November 2024, 63.91% of the total votes received from Shareholders supported the 2024 Remuneration Report. As the votes cast against the remuneration report represented more than 25% of the total votes cast on the resolution, this meant the Company received a 'first strike' against its Remuneration Report.

The Company will receive a second strike if 25% or more of the votes cast on Resolution 1 are voted against the adoption of the Remuneration Report for 2025. Further Information about the 2-strike process is set out in Section 2 above.

Subject to section 250W(4) of the Corporations Act, if the Company receives a second strike at this Meeting then the Spill Resolution will be put to Shareholders. The Spill Resolution is a resolution to hold another meeting of Shareholders within 90 days of this Meeting (the **Spill Meeting**) at which all of the members of the current Board who were in office when the Remuneration Report was approved (excluding Mr Bruce Richardson as the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, and resolutions to appoint persons to those vacated offices will be put to a vote at the Spill Meeting. The vacating Directors are eligible for re-election at the Spill Meeting, however there is no guarantee that any of them will do so.

If put, the Spill Resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of Shareholders entitled to vote on the resolution. A voting exclusion applies to Resolution 2 on the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy.

If the Spill Resolution is passed convening a Spill Meeting and Shareholders pass all of the resolutions at the Spill Meeting (if any), none of the Directors when the first strike was received, other than Mr Bruce Richardson, will remain a Director of the Company.

Shareholders should be aware that the convening of a Spill Meeting will result in the Company incurring material additional expense in conducting a meeting (including legal, printing, mail out and registry costs)

as well as potential disruption to its focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources. Moreover, Shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at any subsequent meeting of Shareholders. This would mean there is no barrier to any of the KMP who are Shareholders of the Company (or their Closely Related Parties) exercising their voting rights exercising their voting rights on resolutions at the Spill Meeting.

In the Board's view convening a Spill Meeting would be extremely disruptive to the Company and it would be inappropriate to remove all of the Directors (other than the Managing Director, if any) in the circumstances. However, the Board recognises that Shareholders can remove a Director by a majority Shareholder vote at any general meeting and for any reason.

Directors' recommendation

The Directors abstain from making a recommendation in relation to this Resolution 2.

4. RESOLUTION 3 – APPOINTMENT OF A DIRECTOR (GREGORY KNOX)

Background

Resolution 3 seeks approval for the election of Mr Gregory Knox as a Director.

In accordance with Listing Rule 14.4 and clause 16.4 of the Constitution, at every Annual General Meeting, one third of the Directors for the time (other than the Managing Director) being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Knox retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Performance Rights to Gregory Knox under Resolution 6.

Profile of Mr Gregory Knox

Greg is a qualified geologist and has more than 30 years' experience in the resources industry in exploration, mine development and mining operations. He has worked on projects from grass-roots exploration through to mine development and production and has extensive experience in gold, base metals and iron for several ASX listed companies.

Mr Knox has been an Executive Director since 22 September 2011 and was last re-elected at the 2023 annual general meeting.

Directors' Recommendation

The Directors (with Mr Gregory Knox abstaining) recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY

Background

Broadly speaking, and subject to certain exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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.

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 increase this 15% limit by an extra 10% to 25%. Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being Shares (ASX Code: ASN).

An eligible entity for the purpose of Listing Rule 7.1A is one that, as at the date of the relevant resolution:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less.

The Company anticipates that it will be an eligible entity for the purposes of Listing Rule 7.1A at the time of the Meeting.

This Resolution 4 seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% placement capacity (on top of the 15% permitted by ASX Listing Rule 7.1) provided for in Listing Rule 7.1A to issue equity securities in a 12 month period following the Meeting without further Shareholder approval (**10% Placement Capacity**).

Resolution 4 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

The effect of passing Resolution 4 will be that the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholder approval. The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility (which applies on top of the 15% permitted by Listing Rule 7.1) will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. (Refer below).

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities 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.

Formula for calculating 10% Placement Facility

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities that have obtained Shareholder approval at an annual meeting of Shareholders may issue or agree to issue, during the 12-month period after the date of the annual meeting of Shareholders, a number of equity securities calculated as follows:

(A x D) – E

A is the number of fully paid ordinary shares on issue at the commencement of the relevant period,

- (a) plus the number of fully paid ordinary shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (c) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or

- (ii) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (d) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (e) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- (f) less the number of fully paid ordinary securities cancelled in the relevant period.

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

D is 10%.

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 approved by the holders of ordinary securities under Listing Rule 7.1 or 7.4.

In respect of the above, "relevant period" means the 12 month period immediately preceding the date of the issue or agreement.

Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided to Shareholders to allow them to assess Resolution 4:

Minimum Price

Any equity securities issued under Listing Rule 7.1A must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 ASX trading days of the date in Section (a) above, the date on which the Equity Securities are issued.

Date of Issue

If Resolution 4 is passed, the Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date of the approval by holders of the Company's ordinary shares of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking),

(10% Placement Capacity Period).

Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. There is a risk that:

- (a) the market price for the Company's securities may be significantly lower on the issue date than on the date of the Meeting; and

- (b) the securities may be issued at a price that is at a discount to the market price for those Shares on the date of issue (subject to the conditions noted above).

These risks may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

Listing Rule 7.3A.4 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of securities and three different numbers of securities on issue in the Company.

The table below sets out the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the current market price of securities as at close of trade on 14 October 2025 of \$0.088 and the current number of ordinary securities for Variable "A", calculated applying the assumptions set out in the following paragraphs.

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 10% Placement Capacity.

The table shows two examples where the share price has decreased by 50% and increased by 50% against the current market price, and two examples where variable "A" has increased by 50% and 100%.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.044	\$0.088	\$0.132
		50% decrease in Issue Price	Current Issue Price	50% increase in Issue Price
1,443,523,345 (Current)	10% voting dilution	144,352,334 Shares	144,352,334 Shares	144,352,334 Shares
	Funds raised	\$6,351,503	\$12,703,005	\$19,054,508
2,165,285,017 (50% increase)	10% voting dilution	216,528,501 Shares	216,528,501 Shares	216,528,501 Shares
	Funds raised	\$9,527,254	\$19,054,508	\$28,581,762
2,887,046,690 (100% increase)	10% voting dilution	288,704,669 Shares	288,704,669 Shares	288,704,669 Shares
	Funds raised	\$12,703,005	\$25,406,011	\$38,109,016

*The number of Shares on issue (variable "A" in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current Shares on issue as at 14 October 2025.
2. The closing price of Shares on the ASX on 14 October 2025.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity under ASX Listing Rule 7.1A.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 or the 15% placement capacity under ASX Listing Rule 7.1.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
10. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Purpose of issue under 10% Placement Capacity

The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. As at the date of this Notice, the Company has not formed an intention to offer any securities under the 10% Placement Capacity. However, if Shareholders approve this Resolution and the Company did raise funds from the issue of Equity Securities under ASX Listing Rule 7.1A, based on the Company's existing plans, [the Company considers that the funds may be used for the exploration and development of the Company's Paradox Basin Projects and Yellow Cat Uranium Project in Utah, USA,.

Allocation under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed issue(s).

The recipients of the Equity Securities under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), including professional and sophisticated investors, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities, none of whom will be related parties of the Company or those who are otherwise restricted from participation under the Listing Rules.

The Company will determine recipients of any issues under the 10% Placement Capacity on a case-by-case basis, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

If and when the determination is made to proceed with an issue of Equity Securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders under Listing Rule 7.1A at the 2024 AGM. The Company has not issued any Equity Securities under Listing Rule 7.1A in the preceding 12 months from the date of this Notice.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.3

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give ASX:

- (a) a list of the names of recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (b) the information required by Listing Rule 3.10.3 for release to the market.

Voting exclusions

At the date of the Notice of Meeting, the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

Director's Recommendation

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

6. RESOLUTIONS 5 - 7 – ISSUE OF PERFORMANCE RIGHTS

Background

Resolutions 5 to 7 seek Shareholder approval to issue and allot Performance Rights. In particular, approval is sought to issue and allot:

- (a) **(Resolution 5)** 2,000,000 Performance Rights to Bruce Richardson, being a Director of the Company (or his nominee), under the Equity Incentive Plan that provide the holder with the right to up to 2,000,000 fully paid ordinary shares in the Company;
- (b) **(Resolution 6)** subject to and conditional upon the passing of Resolution 3, 800,000 Performance Rights to Gregory Knox, being (as at the date of this Notice, and from the date of the AGM if Resolution 3 is passed) a Director of the Company (or his nominee), under the Equity Incentive Plan that provide the holder with the right to up to 800,000 fully paid ordinary shares in the Company; and
- (c) **(Resolution 7)** 800,000 Performance Rights to Timothy Murray, being a Director of the Company (or his nominee), under the Equity Incentive Plan that provide the holder with the right to up to 800,000 fully paid ordinary shares in the Company,

(Performance Rights Issues) if certain vesting conditions and hurdles are met in accordance with the terms set out in Annexure A and the hurdles set out in Annexure B, and the allotment of those Shares if the terms of the issue are satisfied.

In respect of Gregory Knox, this is on the assumption that Resolution 3 is passed and Gregory Knox is re-elected as a Director. If Resolution 3 is not passed, Resolution 6 is not able to be passed.

Subject to obtaining the required Shareholder approval detailed below, the Performance Rights will be issued under and subject to the terms of the Company's Equity Incentive Plan adopted at the annual general meeting for the Company held in 2023, and otherwise on the terms set out below.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (10.14.1) a director of the company;
- (10.14.2) an Associate of a director of the company; or
- (10.14.3) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Performance Rights to Bruce Richardson, Gregory Knox, Timothy Murray falls within Listing Rule 10.14.1 (as they are Directors, noting the conditionality of Resolution 6 on Gregory Knox being re-elected as a Director) and require the approval of the Company's Shareholders under Listing Rule 10.14.

Resolutions 5, 6 and 7 seek the required Shareholder approval to the Performance Rights Issues under and for the purposes of Listing Rule 10.14.

Each of Resolution 5, 6 and 7 are separate Resolutions from each other Resolution relating to the Performance Rights Issues. If Resolution 5, 6 or 7 are passed, in respect of the Performance Rights Issues the subject of the Resolution only, the Company will be able to proceed with the Performance Rights Issues and the Performance Rights (and Shares issued upon satisfaction of the relevant conditions applying to the Performance Rights) will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.

In respect of each of Resolution 5, 6 and 7 in their own right, if any of the respective Resolutions are not passed, the Company will not be able to proceed with the Performance Rights Issues to which the relevant Resolution relates (however may proceed with the Performance Rights Issues covered by the other Resolutions that were passed).

In that circumstance where not all of Resolution 5, 6 and 7 are passed, issues may arise with the competitiveness of the total remuneration package of the relevant proposed recipient of the Performance Rights Issues and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period.

If approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12 (exception 8) as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.14, the following information is provided to Shareholders in respect of Resolutions 5, 6 and 7.

Additional material Information for the purposes of Listing Rule 10.15 (for the purposes of approval under Listing Rule 10.14)

Material information relating to Resolutions 5 to 7 is provided below:

Person to whom securities are to be issued (LR 10.15.1):	• Resolution 5: Bruce Richardson • Resolution 6: Gregory Knox • Resolution 7: Timothy Murray
Category in rules 10.14.1 – 10.14.3 the person falls within and why (LR 10.15.2):	• Resolution 5: Director (10.14.1) • Resolution 6: Director (10.14.1), subject to Resolution 3 being passed • Resolution 7: Director (10.14.1)
Maximum number and class of securities to be issued (LR 10.15.3):	• Resolution 5: 2,000,000 Performance Rights that provide the holder with the right to up to 2,000,000 fully paid ordinary shares • Resolution 6: 800,000 Performance Rights that provide the holder with the right to up to 800,000 fully paid ordinary shares

	Resolution 7: 800,000 Performance Rights that provide the holder with the right to up to 800,000 fully paid ordinary shares The Performance Rights are proposed to be issued with the vesting conditions and hurdles set out in Annexure B.
Director's current total remuneration package (LR 10.15.4):	- Resolution 5: Mr Bruce Richardson – total remuneration of \$1,340,115 AUD, made up of Long-term incentive payments of \$57,929 AUD and salary and other remuneration of \$1,282,186. - Resolution 6: Mr Gregory Knox – total remuneration of \$476,351 AUD, made up of Long-term incentive payments of \$23,999 AUD and salary and other remuneration of \$452,352 AUD. - Resolution 7: Mr Timothy Murray – total remuneration of \$448,575 AUD, made up of Long-term incentive payments of \$49,100 and salary and other remuneration of \$399,475 AUD.
Number of securities that have previously been issued to the recipient under the Equity Incentive Plan and the average acquisition price (if any) paid by the person for those securities (LR 10.15.5):	- Resolution 5: Bruce Richardson has previously been granted 6,000,000 Performance Rights under the Equity Incentive Plan since it was last approved at the 2024 AGM at an average acquisition price of 7.4 cents. - Resolution 6: Gregory Knox has previously been granted 2,000,000 Performance Rights under the Equity Incentive Plan since it was last approved at the 2024 AGM at an average acquisition price of 7.4 cents. - Resolution 7: Timothy Murray has previously been granted 3,100,000 Performance Rights under the Equity Incentive Plan since it was last approved at the 2024 AGM at an average acquisition price of 7.4 cents.
Summary of material terms of the securities that are to be issued (LR 10.15.6):	The Performance Rights will be issued under the Company's Equity Incentive Plan. A summary of the material terms of the Equity Incentive Plan is set out in Annexure A. Each Performance Right is a right for the recipient (or their nominee) to be issued one Share upon satisfaction of the vesting conditions and hurdles which are set out in Annexure B, and subject to the relevant recipient remaining an employee of the Company on the relevant vesting date. In accordance with the Equity Incentive Plan rules the Board may, in its absolute discretion but all times subject to compliance with the ASX Listing Rules and other applicable laws, waive or alter any or all of applicable vesting conditions. In special circumstances, such as death, total and permanent disability, redundancy or retirement, the Board may in its absolute discretion, subject to compliance with the ASX Listing Rules and other applicable laws, permit some or all of the Shares to be issued as if the relevant recipient had continued their employment until the date the relevant vesting condition is satisfied. Prior to vesting the Performance Rights will not be transferrable by the recipient other than with the written consent of the Board and do not carry any dividend or voting rights. Upon satisfaction of the relevant vesting conditions, the Performance Rights will automatically vest (subject to another determination by the Board) such that the corresponding number of Shares will be delivered for the benefit of the relevant recipient.
Explanation of why that type of security is being used (LR 10.15.6):	The Board considers the grant of Performance Rights to be a cost-effective long-term incentive method, which further aligns the interests of each of Bruce Richardson, Gregory Knox, Timothy Murray with Shareholders by linking long-term incentives to growth in the

	Company's earnings per share. This approach is consistent with best practice in executive remuneration and corporate governance.
Value that the Company attributes to the security that is being issued and its basis (LR 10.15.6):	The Company values the performance rights for non-market based vesting conditions at \$0.088 each, being the closing price of Anson Resources securities (ASX:ASN) on the Australian Securities Exchange on 14 October 2025. For market based vesting conditions, the Company values the performance rights at \$0.031 each, being the fair value of the performance rights at grant date as determined using a Monte Carlo simulation model that takes into account the term of the performance rights, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the performance right. The Company notes that while these securities have vesting conditions and hurdles and as such, there is significant risk that directors will not achieve the required performance to earn the securities, the Company views this as the most conservative position.
Date of issue (LR 10.15.7):	The Company expects to issue the Performance Rights within 30 days of the date of the Meeting (provided that the date of issue shall be no later than three years after the date of the Meeting (in accordance with Listing Rule 10.15.7).
Price at which the securities are to be issued (LR 10.15.8):	The Performance Rights will be granted for nil consideration on the basis their grant represents an incentive for future performance, will be subject to the relevant vesting conditions and hurdles stated in Annexure B, and will have a nil exercise price.
Summary of the material terms of the Equity Incentive Plan (LR 10.15.9):	Refer to Annexure A.
A summary of the material terms of any loan that will be made to the person in relation to the acquisition (LR 10.15.10):	There are no loan arrangements with any of Bruce Richardson, Gregory Knox, or Timothy Murray in relation to the acquisition of the Performance Rights. For the avoidance of doubt, the Performance Rights are separate to and are not associated with the proposed extension of the terms of the Employee Share Plan loans approved at the 2013, 2014 and 2015 AGMs held by Bruce Richardson and Gregory Knox to which Resolutions 8A, 8B, 9A and 9B relate.
Statement as required by LR 10.15.11:	Details of any securities issued under the Equity Incentive Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Equity Incentive Plan after the Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under that rule.
Voting exclusion statement (LR 10.15.12):	Refer to the voting exclusion statements relating to Resolutions 5 to 7 (respectively) in the Notice as follows: • Resolution 5: Bruce Richardson – page 8 of the Notice; • Resolution 6: Gregory Knox – page 9 of the Notice; • Resolution 7: Timothy Murray – page 10 of the Notice.

Corporations Act

Under Chapter 2E of the Corporations Act a public Company cannot give a financial benefit to a related party unless an exception applies or Shareholders have, in a general meeting, approved the giving of that financial benefit.

Each of Bruce Richardson, Gregory Knox, Timothy Murray are a related party of the Company due to the fact that they are each a Director (noting that Resolution 6 and the Performance Rights Issue to Gregory Knox is conditional upon him being re-elected as a Director pursuant to Resolution 3 being passed). The Performance Rights Issues will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The Board of the Company (excluding Bruce Richardson, Gregory Knox and Timothy Murray in respect of their own awards) consider that the issue of the Performance Rights to each of Bruce Richardson, Gregory Knox and Timothy Murray constitutes reasonable remuneration within the meaning of the exception in section 211(1) of the Corporations Act on the basis that the Performance Rights Issues are a necessary part of the incentive and remuneration package for Bruce Richardson, Gregory Knox and Timothy Murray respectively in their current role and having regard to the circumstances of the Company, the duties and responsibilities of each of Bruce Richardson, Gregory Knox and Timothy Murray respectively and market levels of remuneration for people in their respective position in similar sized companies. Therefore, the Company is not seeking Shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

Directors' recommendation

As Resolutions 5, 6 and 7 relate to the remuneration of the Directors, the Directors make no recommendation regarding each of Resolutions 5, 6 and 7 in the interests of good corporate governance.

7. RESOLUTIONS 8A, 8B, 9A and 9B – APPROVAL OF THE EXTENSION OF THE TERM OF EMPLOYEE SHARE PLAN LOANS GRANTED TO BRUCE RICHARDSON AND GREGORY KNOX APPROVED AT THE 2013, 2014 AND 2015 AGMS

Background

The Company has previously issued three tranches of shares to KMP (**Loan Shares**) under a loan funded share plan (ASNEMP01, ASNEMP02 and ASNEMP03).

- On 27 February 2014, the Company issued 3,000,000 shares at 1.4 cents per share to KMP under a loan funded share plan approved at the Annual General Meeting of the Company held on 28 November 2013 (ASNEMP01).
- On 10 December 2014, the Company issued 5,000,000 shares at 1.3 cents per share to KMP under a loan funded share plan approved at the Annual General Meeting of the Company held on 26 November 2014 (ASNEMP02).
- On 21 December 2015, the Company issued 4,250,000 shares at 0.9 cents per share to KMP under a loan funded share plan approved at the Annual General Meeting of the Company held on 27 November 2015 (ASNEMP03).

The Loan Shares, and the terms of the loans applying to the Loan Shares (**Loans**), were issued under the Company's Employee Share Plan that was in place at the time of the relevant grants (**ESP or Employee Share Plan**). A summary of the key terms of the original Loans as granted are:

- Term of loan: 10 years.
- Interest rate: 8% per annum.
- Lien: The Company shall have a lien over the shares until the loan is repaid and the Company shall be entitled to sell the shares in accordance with the terms of the ESP if the loan is not repaid

when due.

- Payments in relation to shares: Any dividends or capital returns in relation to the shares shall be applied against repayments of the loan.
- Proceeds of sale: In the event of a sale of shares all sales proceeds shall be applied against repayment of the loan.

Currently, directors Bruce Richardson and Gregory Knox are the only KMP with shares remaining on issue under the ESP as follows:

	Tranche		
	ASNEMP01	ASNEMP02	ASNEMP03
Number of Loan Shares issued	Bruce Richardson: 1,000,000 shares	Bruce Richardson: 2,000,000 shares	Bruce Richardson: 2,000,000 shares
	Gregory Knox: 750,000 shares	Gregory Knox: 1,500,000 shares	Gregory Knox: 1,500,000 shares
Issue price	1.4 cents per share	1.3 cents per share	0.9 cents per share
Shareholder approval date	28 November 2013	26 November 2014	27 November 2015
Issue date	27 February 2014	10 December 2014	21 December 2015
Loan term	10 years	10 years	10 years
Maturity date	27 February 2024	10 December 2024	21 December 2025

The issue of the Loan Shares and the terms of the accompanying Loans to Mr Richardson and Mr Knox (amongst other Directors at the time) were approved by shareholders at the 2013, 2014 and 2015 Annual General Meetings on the basis of the description of terms of the relevant Loan Shares and Loan in the explanatory statement to the relevant approval resolutions in the Company's notice of meeting for its 2013, 2014 and 2015 annual general meetings.

As noted above, each of the Loans were granted with a loan term of 10 years. The loan term associated with Loan tranche ASNEMP01 reached maturity during the 2024 financial year and the loan term associated with Loan tranche ASNEMP02 reached maturity during the 2025 financial year. The loan term associated with Loan tranche ASNEMP03 is scheduled to reach maturity during the 2026 financial year.

The current balances outstanding for each Loan as at 30 June 2025, including accrued capitalized interest, is as follows:

	ASNEMP01		ASNEMP02		ASNEMP03	
	Bruce Richardson	Gregory Knox	Bruce Richardson	Gregory Knox	Bruce Richardson	Gregory Knox
No of Loan Shares held	1,000,000	750,000	2,000,000	1,500,000	2,000,000	1,500,000
Loan balance at 30 June 2025	\$27,161	\$20,371	\$48,812	\$36,609	\$32,309	\$24,232

ASNEMP01 and ASNEMP02 loan tranches

Whilst the Company is entitled to enforce the matured Loans (ASNEMP01 and ASNEMP02 tranches) under the terms of the ESP, they have not been enforced to-date, and the loans continue to remain outstanding for repayment and accrue interest in accordance with their terms.

Relevantly, the Company has not waived its rights to enforce these matured loan tranches, and the Company can elect to exercise its enforcement rights regarding these matured loans at any time whilst they remain unpaid.

Pursuant to its discretion in clause 9.1 of the ESP, the Board believes it remains in the best interest for Anson's directors to retain their current equity exposure, and accordingly, has determined to not exercise its enforcement rights on the matured Loans tranches (ASNEMP01 and ASNEMP02) at this time, and to seek shareholder approval to extend the loan term for these matured Loan tranches beyond their original maturity date to 1 July 2026.

ASNEMP03 loan tranches

Notwithstanding the ASNEMP03 loan tranche has not yet matured, noting the upcoming maturity on 21 December 2025, the Board is also seeking to extend the loan term for this tranche to 1 July 2026 to align with the ASNEMP01 and ASNEMP02 tranches.

Accordingly:

- Resolution 8A seeks Shareholder approval to extend the term of the Loans applying to the 3,000,000 Loan Shares held Mr Bruce Richardson that were approved at the 2013 and 2014 AGMs and granted on 27 February 2014 and 10 December 2014 respectively, from their original maturity date of 27 February 2024 and 10 December 2024 respectively, to now both mature on 1 July 2026;
- Resolution 8B seeks Shareholder approval to extend the term of the Loan applying to the 2,000,000 Loan Shares held Mr Bruce Richardson that was approved at the 2015 AGM and granted on 21 December 2015, from its original maturity date of 21 December 2025, to now mature on 1 July 2026;
- Resolution 9A seeks Shareholder approval to extend the term of the Loans applying to the 2,250,000 Loan Shares held Mr Gregory Knox that were approved at the 2013 and 2014 AGMs and granted on 27 February 2014 and 10 December 2014 respectively, from their original maturity date of 27 February 2024 and 10 December 2024 respectively, to now both mature on 1 July 2026; and
- Resolution 9B seeks Shareholder approval to extend the term of the Loans applying to the 1,500,000 Loan Shares held Mr Gregory Knox that was approved at the 2015 AGM and granted on 21 December 2015, from its original maturity date of 21 December 2025, to now mature on 1 July 2026.

Shareholders are being asked to approve the extension to Loan term beyond the initial 10 year term for each of the tranches to enable further time for the Loans to be repaid and settled during the 2026 financial year.

The Board considers that notwithstanding the maturity date of the ASNEMP01 and ASNEMP02 loans have passed in 2024 and 2025 without a term extension being sought before expiry, it is commercially appropriate to seek extension of these loan terms now after the original maturity dates, on the basis that since the original maturity date, the loans have otherwise continued to remain outstanding for repayment and accrue interest in accordance with their terms. Notwithstanding the Company has not exercised its rights to enforce the overdue matured loans to-date, it is worth noting that the Company has not waived its enforcement rights and remains entitled to seek enforcement of the matured loans at any time whilst they remain unpaid.

In the Board's view, if Shareholders approve the extended loan terms for the ASNEMP01 and ASNEMP02 loans they will give effect to the same economic outcome as if the loan terms had been extended prior to maturity, but if Shareholders do not approve the extended loan terms for the ASNEMP01 and ASNEMP02 loans the Company's rights to seek enforcement of any continuing unpaid matured loans in the future will not have been reduced or limited in any way.

The Company confirms that interest has been charged on the Loans at a rate of 8% per annum since initial grant and will continue to be charged on the loans during the extended terms, including the matured tranches, until the Loans are fully repaid or enforced.

While no changes have been made or are currently proposed other than the loan extension, further amendments may be proposed in the future if the Board considers this to be appropriate in the circumstances and consistent with Chapter 2E of the Corporations Act.

ASX Listing Rules

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to (among others) a related party, unless it obtains the approval of its Shareholders.

Listing Rule 10.14 provides that a listed company must not, except with the approval of its Shareholders, permit a director or an associate of a director (among others) to acquire equity securities under an employee incentive scheme.

Approval under Listing Rule 10.11 was obtained for the ASNEMP01 and ASNEMP02 tranches at the 2013 and 2014 AGMs, with the relevant Loan Shares issued (and related Loans granted) on 27 February 2014 and 10 December 2014 respectively. Approval under Listing Rule 10.14 was obtained for ASNEMP03 tranche at the 2015 AGM, with the relevant Loan Shares issued (and related Loans granted) on 21 December 2015. The Company assumes there were commercial reasons for seeking approval for the ASNEMP01 and ASNEMP02 tranches under Listing Rule 10.11, and ASNEMP03 under ASX Listing Rule 10.14 but does not have these to hand noting the original approvals were obtained back in 2013-2015.

Whilst the loan extensions do not involve a new issue of securities at this time, as the original issue of Shares and grant of the Employee Share Plan loan tranches were approved under the ASX Listing Rules at the 2013, 2014 and 2015 AGMs prior to being issued / granted, an approval under Listing Rule 10.11 or Listing Rule 10.14 ceases to be valid if there is a material change of the terms from those set out previously.

The Company is therefore seeking approval of Shareholders in Resolutions 8A, 8B, 9A and 9B in respect of the loan extensions under ASX Listing Rule 10.14 for the reason that the loan extensions were not contemplated by the previous shareholder approvals obtained. For completeness, it is noted that notwithstanding the ASNEMP01 and ASNEMP02 tranches were originally approved under Listing Rule 10.11, after consultation with the ASX, as the loan funded shares are issued under the Company's Employee Share Plan, approval for the extensions for these loan tranches are being sought under ASX Listing Rule 10.14.

Resolutions 8A, 8B, 9A and 9B are all separate and individual Resolutions from each other and must be each passed individually.

If Resolution 8A is passed, the term of the ASNEMP01 and ASNEMP02 Loans applying to the 3,000,000 Loan Shares held by Bruce Richardson that were approved at the 2013 and 2014 AGMs and granted on 27 February 2014 and 10 December 2014 respectively, will be extended from their original maturity date of 27 February 2024 and 10 December 2024 respectively, to now both mature on 1 July 2026, with the remainder of loan terms continuing as previously approved. If Resolution 8A is not passed, the loan terms for these tranches will not be extended and the Loans would continue on the same terms and conditions as the original Loans approved, with the consequence that all Mr Richardson's ASNEMP01 and ASNEMP02 loans will remain overdue for payment as from the original maturity dates of 27 February 2024 and 10 December 2024 respectively.

If Resolution 8B is passed, the term of the ASNEMP03 Loan applying to the 2,000,000 Loan Shares held by Bruce Richardson that were approved at the 2015 AGM and granted on 21 December 2015, will be extended from its original maturity date of 21 December 2025 to now mature on 1 July 2026, with the

remainder of loan terms continuing as previously approved. If Resolution 8B is not passed, the loan term for this tranche will not be extended and the Loans would continue on the same terms and conditions as the original Loan approved, with the consequence that Mr Richardson's ASNEMP03 loan will be due for payment as from the original maturity dates of 21 December 2025.

If Resolution 9A is passed, the term of the ASNEMP01 and ASNEMP02 Loans applying to the 2,250,000 Loan Shares held Gregory Knox that were approved at the 2013 and 2014 AGMs and granted on 27 February 2014 and 10 December 2014 respectively, will be extended from their original maturity date of 27 February 2024 and 10 December 2024 respectively, to now both mature on 1 July 2026, with the remainder of loan terms continuing as previously approved. If Resolution 9A is not passed, the loan terms for these tranches will not be extended and the Loans would continue on the same terms and conditions as the original Loans approved, with the consequence that all Mr Knox's ASNEMP01 and ASNEMP02 loans will remain overdue for payment as from the original maturity dates of 27 February 2024 and 10 December 2024 respectively.

If Resolution 9B is passed, the term of the ASNEMP03 Loan applying to the 1,500,000 Loan Shares held by Gregory Knox that were approved at the 2015 AGM and granted on 21 December 2015, will be extended from its original maturity date of 21 December 2025 to now mature on 1 July 2026, with the remainder of loan terms continuing as previously approved. If Resolution 9B is not passed, the loan term for this tranche will not be extended and the Loans would continue on the same terms and conditions as the original Loan approved, with the consequence that Mr Knox's ASNEMP03 loan will be due for payment as from the original maturity dates of 21 December 2025.

Relevantly, if all of Resolutions 8A, 8B, 9A and 9B are passed, the Company will be able to proceed with the extension to the Loan term for all of the outstanding Loan tranches held by each of Bruce Richardson and Gregory Knox as noted above and the maturity for all loan tranches ASNEMP01, ASNEMP02 and ASNEMP03 will be extended beyond their original maturity dates (including those that have passed) to now end on 1 July 2026. Other than this change, the Loans would continue on the same terms and conditions as the original Loans granted (and for which shareholder approval was previously obtained). If none of Resolutions 8A, 8B, 9A and 9B are passed, the Company will not be able to proceed with the extension to the Loan term for any of the outstanding Loan tranches and all Loans would continue on the same terms and conditions as the original Loans granted (and for which shareholder approval was previously obtained), including with respect to the original 10 year loan term. In this scenario, the matured ASNEMP01 and ASNEMP02 loan tranches will remain overdue for payment as from the original maturity date of 27 February 2024 and 10 December 2024 respectively, and the ANSEMP03 loan tranche will be due for repayment by 21 December 2025.

If some but not all of Resolutions 8A, 8B, 9A or 9B are passed, the Company will:

- be able to proceed with the loan extension for the outstanding Loan tranches to which the relevant passed Resolution relates with the relevant Loans otherwise continuing on the same terms and conditions as the original Loans granted (and for which shareholder approval was previously obtained); and
- the Company will not be able to proceed with the extension to the Loan term for the outstanding Loan tranches to which the relevant Resolution that was not passed relates and the relevant Loans would continue on the same terms and conditions as the original Loans granted (and for which shareholder approval was previously obtained), including with respect to the original 10 year loan term.

To the extent any ASNEMP01, ASNEMP02 or ASNEMP03 loans remain unpaid after their applicable maturity date (whether or not extended by Resolutions 8A, 8B, 9A or 9B) the Company intends to consider its rights under the Loan terms and the ESP generally with regards to repayment of any unpaid matured loans which may include exercising its rights to sell the Loan Shares and apply the

proceeds of sale in repayment of the Loan as is set out in clause 9.2.2 of the ESP rules.

Additional material Information for the purposes of Listing Rule 10.15 (for the purposes seeking approval under Listing Rule 10.14)

Material information relating to Resolutions 8A, 8B, 9A and 9B is provided below:

Person to whom securities are to be issued (LR 10.15.1):	- Resolutions 8A and 8B: Bruce Richardson - Resolutions 9A and 9B: Gregory Knox
Category in rules 10.14.1 – 10.14.3 the person falls within and why (LR 10.15.2):	- Resolutions 8A and 8B: Director (10.14.1) - Resolutions 9A and 9B: Director (10.14.1), subject to Resolution 3 being passed
Maximum number and class of securities to be issued (LR 10.15.3):	To note, Resolutions 8A, 8B, 9A and 9B do not involve a new issue of securities. Resolution 8A is seeking approval under Listing Rule 10.14 to amend the terms of employee shares loans that were previously granted to Bruce Richardson in connection with the issue of 1,000,000 Loan Shares on 27 February 2014 (ASNEMP01) and 2,000,000 Loan Shares on 10 December 2014 (ASNEMP02). Resolution 8B is seeking approval under Listing Rule 10.14 to amend the terms of an employee shares loan that was previously granted to Bruce Richardson in connection with the issue of 2,000,000 loan shares on 21 December 2015. Resolution 9A is seeking approval under Listing Rule 10.14 to amend the terms of employee shares loans that were previously granted to Gregory Knox in connection with the issue of 750,000 Loan Shares on 27 February 2014 (ASNEMP01) and 1,500,000 Loan Shares on 10 December 2014 (ASNEMP02). Resolution 9B is seeking approval under Listing Rule 10.14 to amend the terms of an employee shares loan that was previously granted to Gregory Knox in connection with the issue of 1,500,000 loan shares on 21 December 2015. The original issue of Loan Shares and grant of the Employee Share Plan loans were approved under Listing Rule 10.11 at the 2013 AGM (ASNEMP01) and 2014 AGM (ASNEMP02) and under Listing Rule 10.14 at the 2015 AGM (ASNEMP03). The Company is seeking approval of Shareholders now to extend the loan maturity date applying to the Loan Shares issued in February 2014 (ASNEMP01), December 2014 (ASNEMP02) and December 2015 (ASNEMP03) beyond their original maturity date to new maturity of 1 July 2026.
Director's current total remuneration package (LR 10.15.4):	Resolutions 8A and 8B: Mr Bruce Richardson – total remuneration of \$1,340,115 AUD, made up of Long-term incentive payments of \$57,929 AUD and salary and other remuneration of \$1,282,186.

	Resolutions 9A and 9B: Mr Gregory Knox – total remuneration of \$476,351 AUD, made up of Long-term incentive payments of \$23,999 AUD and salary and other remuneration of \$452,352 AUD.
Number of securities that have previously been issued to the recipient under the scheme and the average acquisition price (if any) paid by the person for those securities (LR 10.15.5):	Not applicable on the basis Resolutions 8A, 8B, 9A and 9B do not involve a new issue of securities, but rather involve the amendment of Employee Share Plan loans that were previously granted in connection with the issue of Loan Shares on: 27 February 2014 (ASNEMP01) and 10 December 2014 (ASNEMP02) that were previously approved under Listing Rule 10.11 at the 2013 AGM (ASNEMP01) and 2014 AGM (ASNEMP02); and 21 December 2015 (ASNEMP03) that were previously approved under Listing Rule 10.14 at the 2015 AGM. Refer to the Company's Notice of Meeting issued for the 2013 AGM on 25 October 2013 and 2014 AGM on 27 October 2014 and 2015 AGM on 19 October 2015 for details relating to the original issue of the Loan Shares as originally approved, and a summary of the material terms of the Employee Share Plan applying to the Loan Shares.
Summary of material terms of the securities that are to be issued (LR 10.15.6):	
Explanation of why that type of security is being used (LR 10.15.6):	
Value that the Company attributes to the security that is being issued and its basis (LR 10.15.6):	
Date of issue (LR 10.15.7):	
Price at which the securities are to be issued (LR 10.15.8):	
Summary of the material terms of the scheme (LR 10.15.9):	
A summary of the material terms of any loan that will be made to the person in relation to the acquisition (LR 10.15.10):	Resolutions 8A, 8B, 9A 9B do not involve the grant of a loan in relation to a new issue of securities, but rather involve the amendment of existing Employee Share Plan loans previously approved under Listing Rule 10.11 at the 2013 and 2014 AGMs (ASNEMP01) and (ASNEMP02) and Listing Rule 10.14 at the 2015 AGM (ASNEMP03). Refer to the Company's Notice of Meeting issued for the 2013 AGM on 25 October 2013, 2014 AGM on 27 October 2014 and 2015 AGM on 19 October 2015 for a summary of the terms of the Loans applying to the issue of the Loan Shares at the time of issue. Other than the change to extend the loan maturity date to 1 July 2026 as noted above, the Loans will continue on the same terms and conditions as the original Loans granted (and for which shareholder approval was previously obtained).
Statement as required by LR 10.15.11:	Details of any securities issued under the Employee Share Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Employee Share Plan after the Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under that rule.

Voting exclusion statement (LR 10.15.12):	Refer to the voting exclusion statements relating to Resolutions 8A, 8B, 9A and 9B (respectively) in the Notice as follows: • Resolutions 8A and 8B: Bruce Richardson – pages 10 and 11 of the Notice; • Resolutions 9A and 9B: Gregory Knox – pages 12 and 13 of the Notice.
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Corporations Act

Under Chapter 2E of the Corporations Act, a public Company cannot give a financial benefit to a related party unless an exception applies or Shareholders have, in a general meeting, approved the giving of that financial benefit.

Each of Bruce Richardson and Gregory Knox are a related party of the Company due to the fact that they are each a Director (noting that Resolution 6 and the Performance Rights Issue to Gregory Knox is conditional upon him being re-elected as a Director pursuant to Resolution 3 being passed).

As noted above the original issue of the Loan Shares and the grant of the accompanying Loans has previously been approved by Shareholders at the 2013, 2014 and 2015 AGMs. The 2014 and 2015 approvals of the ASNEMP02 and ASNEMP03 tranches included approvals for the purposes of Chapter 2E of the Corporations Act, specifically, approval for the giving of a financial benefit to a related party under section 208. For noting is the fact the 2013 approval for the ASNEMP01 tranche did not include approval for the purpose of section 208 of the Corporations Act on the basis the exception in section 211 of the Corporations Act was considered to apply in the circumstances at the time on the basis the proposed issue of Loan Shares and accompanying loan in that instance was considered to be reasonable remuneration for the Directors.

The Directors consider that the loan extension does not constitute the giving of a financial benefit to Bruce Richardson and Gregory Knox as related parties requiring new approval for the purposes of Chapter 2E for reasons including the fact that the proposed loan extension does not involve:

- a new issue of securities under the ESP;
- a change in any existing terms of the Loans other than the term for repayment beyond the original 10 year term to 1 July 2026; and/or
- the existing outstanding Loans being cancelled or forgiven, or the Company waiving its rights under the ESP to enforce non-payment of the Loans.

In addition, it is noted that:

- the Company remains entitled to enforce the matured Loans (ASNEMP01 and ASNEMP02) under the terms of the ESP, however, pursuant to its discretion in clause 9.1 of the ESP, the Board has determined to not exercise its enforcement rights on the matured Loans at this time whilst the shareholder approval the subject of Resolutions 8A, 8B, 9A and 9B are being sought;
- to the extent any of Resolutions 8A, 8B, 9A and 9B are not passed, the Company intends to consider its rights under the Loan terms and the ESP generally with regards to repayment of the matured Loans (which may include exercising its rights to sell the Loan Shares and apply the proceeds of sale in repayment of the Loan as is set out in clause 9.2.2 of the ESP rules), to the extent not repaid; and
- interest continues to be charged on the Loans, including the current matured loans, and will continue to be charged at the stated interest rate until the Loans are repaid.

Therefore, the Company is not seeking Shareholder approval pursuant to section 208 of the Corporations

Act in addition to the approval being sought under the Listing Rules.

Directors' recommendation

As Resolutions 8A, 8B, 9A and 9B relate to the remuneration of the Directors, the Directors make no recommendation regarding each of Resolutions 8A, 8B, 9A and 9B in the interests of good corporate governance.

8. RESOLUTION 10 – APPOINTMENT OF A DIRECTOR (RICHARD DENHAM) (MEMBER NOMINATION)

Resolution 10 seeks approval for the election of Mr Richard Denham as a Director.

This resolution is being put to Shareholders in response to an unsolicited nomination received from Mr Andrew Devlin, a <0.5% Shareholder of the Company as at 8 October 2025 (the date of the nomination) nominating Mr Denham for the position of director at the Meeting and in accordance with clause 16.4(d) of the Company's Constitution.

A copy of Mr Denham's curriculum vitae as provided to the Company is attached as Annexure C. The information in Annexure C has not been edited, verified or substantiated by the Company.

The Board has engaged with Mr Devlin to understand his reasons for proposing a nominee and Mr Denham to understand his reasons for submitting himself as a candidate, including any concerns Mr Devlin and Mr Denham may hold and the skills Mr Denham believes he could contribute.

Directors' recommendation

The Directors make no recommendation regarding Resolution 10.

ANNEXURE A: SUMMARY OF EQUITY INCENTIVE PLAN (RESOLUTIONS 5 – 7)

Purpose	The equity incentive plan (Plan) is intended to assist in the reward, retention and motivation of Eligible Persons and further align their interests with the interests of shareholders.
Administration	The Board may administer the Plan in accordance with the Plan rules and otherwise as it determines from time to time in its absolute discretion. The Board may delegate its powers under the Plan.
Eligible Persons	An Eligible Person is a person who is a full-time or part-time employee, officer, director or consultant of a Group Member (or a person to whom an offer to participate in the Plan is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a full-time or part-time employee, officer, director or consultant of a Group Member) who is determined by the Board to be eligible for the purposes of the Plan. In certain circumstances, an Eligible Person may nominate an immediate family member or controlled entity to acquire the Awards under the Plan.
Offers of Awards	Offers may be for any of the following awards (Awards): 1. fully paid ordinary shares; 2. options, which are rights to be issued a fully paid ordinary share upon payment of any applicable exercise price and satisfaction of any vesting and exercise conditions; and 3. performance rights, which are rights to be issued a fully paid ordinary share for nil exercise price following satisfaction of any vesting conditions; The Company may, from time to time in its absolute discretion, offer and issue any combination of Awards to Eligible Persons (or their permitted nominees).
Terms of Awards	The Board has discretion to decide on the terms of Awards, allowing flexibility for a range of different remuneration and incentive outcomes. The particular terms of the Award are generally set out in the offer document given to the Eligible Persons (or their permitted nominees) under the Plan. Terms of an offer document may include the type and number of Awards, vesting conditions (if any), the amount payable for the Awards (if any), exercise conditions (if any), exercise price (if any), and other terms determined by the Board. The Board may set different terms and conditions for different participants in the Plan.
Loans	A Group Member may make a loan to an Eligible Person for the acquisition of Awards (or Securities) under the Plan, on terms determined by the Board (including in respect of any security for the loan). This would typically be set out in the offer document.

Vesting conditions	Awards may be subject to performance-based, time-based or other vesting conditions. As noted above, vesting conditions will normally be contained in the offer document given under the Plan. However, in the case of options and performance rights, the Plan also contains default vesting conditions in the event that no such conditions are set out in (or expressly excluded by) the relevant offer. Under these default vesting conditions, such Awards vest in equal one-third tranches on the first, second, and third anniversaries of the grant date, but only if the participant either remains employed or engaged with the Group on the vesting date, or ceased to be so employed or engaged before the applicable vesting date in circumstances where the person was a “good leaver” (i.e. total or permanent disablement, death or other circumstances determined by the Board to justify the person being a good leaver) (Good Leaver). Depending on the terms of the offer document and nature of the Award, vested Awards are either exercised automatically or become exercisable (in each case provided that any exercise conditions are satisfied and any exercise price is paid).
Expiry date	Awards that are options or performance rights may be issued with an expiry date. Unless otherwise specified in the offer document, the expiry date will be five years after the date of grant.
Lapse/ forfeiture of Awards	The Plan contains provisions which specify that Awards, subject to the offer document, may be forfeited or lapse upon determination of the Board where: 1. the vesting conditions of the relevant Awards are not satisfied by the expiry date, or the Board determines they are incapable of being satisfied by the expiry date; 2. the participant ceases to be employed or engaged by the Group. However, see below regarding Good Leavers; 3. a circumstance in the offer document occurs or is reasonably likely to occur; 4. the participant becomes insolvent; 5. the participant and the Board agree to cancel the Awards (for consideration or otherwise); 6. the participant breaches (without remedy) the obligations that are owed to the Group in respect of the Plan; 7. the participant’s permitted nominee has undergone a change of control without the prior written consent of the Board; or 8. the Awards are not exercised before the applicable expiry date. Where a participant becomes a Good Leaver, they would typically retain vested Awards, and unvested Awards may be pro-rated, cancelled or otherwise adjusted as determined by the Board (such as by reference to the participant’s length of service). Forfeited Awards either lapse or will be compulsorily divested in any manner and on terms determined by the Board.
Clawback of Awards	The Company may claw back Awards, or the cash value of Awards, or cause Awards to lapse, in certain circumstances where they have vested or been paid/provided to a participant in error (for example, if an error is made regarding satisfaction of any applicable vesting conditions). In addition, the Plan also contains provisions which provide the Board with the ability to deal with Awards (or shares issued on exercise of the Awards) and/or

	impose claw-back requirements in the event of certain fraudulent or dishonest actions or breach of obligations owed to a Group Member by a participant, to ensure that no benefit is obtained by the participant as a result of such actions.
Adjustments of Awards	Where an Award carries an entitlement to shares upon exercise (e.g. options and performance rights), the Plan provides that Awards will be adjusted to reflect certain corporate actions, such as bonus issues and reorganisations of capital.
Issue, allocation or acquisition of shares	Subject to applicable laws, shares to be delivered to participants under the Plan (including upon exercise of vested Awards) may be issued by the Company, acquired on or off market and transferred, and/or allocated within an employee securities trust.
Disposal restriction	Subject to applicable laws and the ASX Listing Rules, Awards that are options or performance rights may not be sold, transferred, encumbered or otherwise dealt during the restriction period in the Plan rules or relevant offer document. The Board may waive or amend these requirements in accordance with the Plan rules (e.g. severe financial hardship).
Prohibition on hedging	The Plan prohibits participants from entering into any transactions for the purpose of hedging their economic exposure to an Award.
Rights of Awards	Awards that are options or performance rights will not carry any rights to attend or vote at meetings or receive dividends or distributions, except as set out in the offer document. Awards that are not ordinary shares will not be quoted on the ASX, unless otherwise determined by the Board or required by the ASX Listing Rules. Ordinary shares issued under the Plan (including on exercise of an Award) will rank equally in all respects with existing ordinary shares from the date of allotment.
Change of control	The Board will have the absolute discretion to determine the manner in which Awards (whether vested or unvested) will be dealt with upon a change of control event (e.g. a takeover bid for more than 50 per cent of the issued shares that is or becomes unconditional, or a scheme of arrangement, trust scheme, selective capital reduction or other transaction is approved which has a similar effect, or another specified control transaction occurs), subject to applicable law and the ASX Listing Rules. In the case of options, if there is a takeover bid for the Company, or another transaction having a similar effect to a takeover, any vested options lapse automatically if they are not exercised within a specified period after the takeover bid or other transaction becomes unconditional or is approved by shareholders (as the case may be).
Board powers and discretions	In addition to setting the terms of offers (including determination of vesting conditions), the Board has a range of other discretionary powers under the Plan, including to: 1. pay out share-settled Awards in cash; 2. waive any vesting conditions and/or exercise conditions; 3. determine whether to exercise rights to forfeit Awards in the circumstances described above; 4. determine when a person is a Good Leaver;

	5. decide how to deal with unvested, unexercised or restricted Awards if there is a change of control event; and 6. decide to use a trust or other mechanism for the purposes of holding shares for participants under the Plan and/or delivering shares to participants upon exercise of the Awards.
Amendment	The Company may amend all or any provisions of the Plan rules, or amend or waive the Plan rules as they apply to a particular participant, at any time in any manner it thinks fit in its absolute discretion. However, with some exceptions, the Board must obtain the consent of the relevant participants for an such amendments that materially reduce the rights of participants in respect of their participation in the Plan, the Awards granted or the shares issued or transferred on exercise of an Award prior to the date of the amendment.
Termination	The Plan may, subject to the ASX Listing Rules, be suspended or terminated at any time by the Board. In the event of any such termination, the Plan rules would continue to operate with respect to any Awards issued or transferred under the Plan prior to that termination.
Taxes	A Group Member (or trustee appointed under the Plan rules) will have the power to withhold from amounts otherwise owing to the participant an amount sufficient to satisfy tax or social security contributions (in any jurisdiction) for which a Participant may be liable, or otherwise make arrangements with the participant for them to pay the relevant amounts.
Governing Law	The laws of Queensland apply to the Plan.

ANNEXURE B : SUMMARY OF PERFORMANCE HURDLES (RESOLUTIONS 5 – 7)

Tranche	Description of tranche	Bruce Richardson	P. Gregory Knox	Timothy Murray
Tranche Y	Market Capitalisation of \$300m	1,000,000	400,000	400,000
Tranche Z	Signing of definitive agreement for the construction of a demonstration plant	1,000,000	400,000	400,000

ANNEXURE C: RICHARD DENHAM CURRICULUM VITAE

Career Objective

To collaborate and “problem solve” in the Project space on a regular stable basis with a focus towards management and empowerment.

Education / Qualifications

- Baseline clearance with Department of Home Affairs (2024)
- ASIC accreditation Melbourne Airport (2024)
- Baseline clearance with Department of Industry (2022)
- Gallagher recertification (2020)
- Pelco and Protege and Security expert training (2019)
- Schneider Electric BMS and HVAC fundamentals training (2018)
- Gallagher recertification (2016)
- EWP and working at heights (2011)
- Red card (2009)
- Victorian Security license installer/advisor (2005)
- Open cabling registration with coax/aerial/structured cabling-cat 5 endorsements (1996)
- Secondary college, Chisholm College/ completed year 11 (1990)

Brief Career Summary

Company	Position	Dates
Fortis Security	Project Manager	2024 – 2025
Schneider Electric	Project Engineer / Supervisor	2021 – 2024
	Technical Solutions Engineer	2020 – 2021
	Senior Field Service Engineer	2018 – 2020
ARA Security	Project Supervisor	2016 – 2018
Sielox Security (Stanley)	Installation Technician – Wired Solutions	2015 – 2016
ADT	Contractor (SPG)	2015 – 2015
Signature Security	Contractor	2011 – 2014
Chubb Electronic Security	Contractor	2009 – 2011
ADT	Contractor	2004 - 2009
Stream Communications	Contractor (Optus Project)	2001 – 2004

Detailed Career History

Fortis Security Project Manager 2024 - 2025

Responsibilities/Achievements

Melbourne Airport – T3 redevelopment (value \$500k)– John Holland Group /Project management

- Delivery of New Domestic Arrivals including Virgin lounge and anti-pass back and baggage carousel upgrades centred around Security Technology delivery.

- As-built, certificates, ITP, ITR, permits, isolations, RFIs, Transmittals, Variations, guard bookings as well as following project scope and communicating via Aconex and Email.

Melbourne Airport – T2 redevelopment (value \$2M) – Lendlease /Project management

- Delivery of both new baggage carousels as well as refurbished carousels including greenfield construction of concourse buildings Centred around Technology delivery (Security)
- As-built, certificates, ITP, ITR, permits, isolations, RFIs, Transmittals, Variations, guard bookings as well as following project scope and communicating via Aconex and Email.

Melbourne Airport – ERF elevated road project (value \$2M)– CPB contractors /Project management

- Delivery of North Carpark refurbishments as a Brownfield initiative including Greenfield elevated road reorientation of drop offs and pick-ups Centred around security technology delivery.
- As-built, certificates, ITP, ITR, permits, isolations, RFIs, Transmittals, Variations, guard bookings as well as following project scope and communicating via Aconex and Email.

Melbourne Airport – APAM EOL cameras Stage 1 (value \$250,000) – APAM /Project management

- Scheduling Technical resources / Centred around security technology delivery in conjunction with all builder projects.
- As-built, certificates, ITP, ITR, permits, isolations, RFIs, Transmittals, Variations, guard bookings as well as following project scope and communicating via Aconex and Email.

Melbourne Airport – T2 duty free (value \$600,000)– MAZ Group /Project management

- Delivery of T2 International Arrivals duty-free refurbishments Centred around security technology delivery.
- As-built, certificates, ITP, ITR, permits, isolations, RFIs, Transmittals, Variations, guard bookings as well as following project scope and communicating via Aconex and Email.

Schneider Electric

Project Engineer/Project Supervisor

2021 - 2024

Responsibilities /Achievements

Project - Epworth Box Hill – Brownfield upgrade and greenfield expansion of new tower (value \$1,6M)

- Centred around technology delivery (Security, BMS, Mechanical, Energy, Metering, Fire integrations)

Project – Cabrini hospital new Gandal Wing (value \$600k)

- Centred around Technology delivery – Security, BMS, Mechanical, Energy, Metering & Fire integration

Schneider Electric

Technical Solutions Engineer

2020 - 2021

Responsibilities /Achievements

- Estimation and sales delivery of small works projects to \$500k – Security, BMS, Energy
- Presales engineering and solution architecture for projects to \$1.5M – Security, BMS, Energy

Schneider Electric

Snr Field Service Engineer

2020 - 2021

Responsibilities /Achievements

- Department of industry – service/small works/ maintenance of 5 key sites in Melbourne
- Service support for extended Health and Commercial Customers

Responsibilities /Achievements

- Victoria Police Forensics /Software house Istar/Verint/Inherited project
- Installation of project/Delegate workload /Liaise with Key stakeholders RE project objectives
- Energy Australia Salto/Gallagher integration/Milestone/Inherited project
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives
- Dexs Southgate Complex upgrade Verint/Gallagher/Otis/Inherited project
- Investa 120 Collins St/Gallagher/Otis/Lift modernisation
- Installation of project/Liaise with Key stake holders RE project objectives
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives/oversee EHS guidelines asset delivery
- Dexs 385 Bourke St/Gallagher/Multiple Tenancy works
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives/oversee EHS guidelines asset delivery
- Dexs Southgate Complex/Multiple Tenancy works
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives/oversee EHS guidelines asset delivery
- Cushman & Wakefield /Integrity/Gallagher/4 card platform project
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives/oversee EHS guidelines asset delivery
- Forum Theatre /Challenger
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives/oversee EHS guidelines asset delivery
- Rialto Regeneration Project/Verint/Gallagher/Otis/inherited project
- Installation of project/Delegate workload /Liaise with Key stake holders RE project objectives/oversee EHS guidelines asset delivery
- Commercial/Integrated Service
 - Service of Commercial/Vic Police/Financial Clients Meeting SLA (high SLA Targets Low Recalcitrant problems)
 - Client/Technician desktop Support
 - Troubleshooting recalcitrant problems and engineering solutions

**Wired Solutions Group/
Sielox (Stanley)Security**
Installation Technician**2015 - 2016***Responsibilities/Achievements*

- New Malmsbury Youth Justice Centre
- Honeywell (ProWatch) /Ausco/Bosch/Axis/Geutebruck
- Fit off/commissioning/extras/troubleshooting
- City West Police Station
- Lenel/axis/Milestone
- Fit off/commissioning/extras/troubleshooting
- Don KRC
- Milestone/Hikvision
- Install/Fit off/commissioning/extras/troubleshooting

ADT/SPG **Contractor** **2015 - 2015**

Responsibilities/Achievements

- 2011-2012 ADT commercial service 70% retail dept installs 30%
- 2012-2014 ADT minor works dept 70% retail dept installs 30%
- 2013-2014 SPG commercial service 100%
- Service break downs all aspects and a focus on SLA
- some project management
- Small to medium installations incl DSC/CONCEPT/CHALLENGER/assorted CCTV

Signature Security **Contractor** **2011 - 2014**

Responsibilities/Achievements

- Signature Security commercial service and Banking
- Service break downs all aspects (Banking)

Chubb Electronic Security/Charter Resources **Contractor** **2009 - 2011**

Responsibilities/Achievements

- Chubb electronic Security commercial service SLA (Banking)70%
- Service break downs all aspects SLA (Banking)
- Charter Resources commercial/integrated /construction projects 30%
- Charter resources FIFO (Melbourne/Sydney)
- Installations/project management all aspects (Banking)

ADT/Chubb **Contractor/ADT/Numerous Dealers** **2004 - 2009**

Responsibilities/Achievements

- ADT Service dept 30% Dealers installations 70%
- Installations and service break downs all aspects

Stream Communications **Contractor/ADT Project/Modern Streamline** **2001 - 2004**

Responsibilities/Achievements

- 2000-2001 ADT service dept all aspects
- Service break downs all aspects
- 1999-2000 Modern Streamline
- Projects

Stream Communications **Contractor/OPTUS project** **1997 - 1999**

Responsibilities/Achievements

Optus/Telstra telephony/cable internet/CATV all aspects

- Projects all aspects

Computer Skills

- Microsoft applications (Word, Excel, Office, PowerPoint, Outlook, Access)
- ip/Ethernet applications and setup with a focus on security
- CAD/CAM AS Builds
- Aconex
- Bluebeam
- Visio
- Teams
- Simpro/Loc8/Alliance-Astea/Procore

Personal Competencies

- Enormous problem-solving capabilities
- Excellent work ethic with exceptional attention to detail
- Excellent time management with a focus on project work
- Enthusiastic self-starter who contributes well to the team
- Enthusiastic to empower colleagues and others that ask.

Referees

Available upon request

GLOSSARY

“\$” means Australian dollars.

“AEST” means Australian Eastern Standard Time.

“AGM” means Annual General Meeting.

“Annual Report” means the Company’s annual report including the reports of the Directors and the auditor and the financial statements of the Company for the year ended 30 June 2024, which can be downloaded at the Company’s website at www.ansonresources.com.

“ASIC” means the Australian Securities and Investments Commission.

“Associate” has the meaning given to it by the Listing Rules.

“ASX” means ASX Limited ACN 008 624 691 or the Australian Securities Exchange as the context requires.

“Awards” means the Awards that may be offered under the Equity Incentive Plan, including options, performance rights, and ordinary shares, as described in Annexure A

“Board” means the board of Directors.

“Business Day” means any ASX Business day that is not a Saturday, Sunday or public holiday in Western Australia.

“Chair” means the person chairing the Meeting.

“Closely Related Party” means, in relation to a member of Key Management Personnel:

- (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 *Corporation Regulations 2001* (Cth).

"Company" or "Anson Resources" means Anson Resources Limited (ABN 46 136 636 005).

"Constitution" means the Company's constitution, as amended from time to time.

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

"Directors" means the directors of the Company and **"Director"** means one of them.

"Employee Share Plan" or "ESP" has the meaning given to that term in the 'Background' of Section 7 of the Explanatory Statement.

"Equity Incentive Plan" or "Plan" means the equity incentive plan of the Company, as described in the Explanatory Memorandum and Annexure A.

"Equity Security" means:

- (a) a share;
- (b) a unit in a trust;
- (c) a right to a share or option or unit in a trust;
- (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.

"Explanatory Statement" means the explanatory statement accompanying the Notice of Meeting.

"Group Member" means the Company or any subsidiary of the Company.

"Key Management Personnel" or "KMP" means the key management personnel of the Company, as that term is defined in section 9 of the Corporations Act.

"Listing Rules" or "LR" means the Listing Rules of the ASX.

"Loan" has the meaning given to that term in the 'Background' of Section 7 of the Explanatory Statement.

"Loan Shares" has the meaning given to that term in the 'Background' of Section 7 of the Explanatory Statement.

"Managing Director" means any person appointed to perform the duties of managing director of the Company.

"Meeting" or "Annual General Meeting" means the meeting convened by the Notice.

"Notice", "Notice of Meeting" or "Notice of Annual General Meeting" means this notice of meeting including the Explanatory Statement and the Proxy Form.

"Ordinary Resolution" means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

"Remuneration Report" means the remuneration report contained in the Annual Report.

"Performance Rights" means the right to be issued fully paid ordinary shares in the Company.

"Proxy Form" means the proxy form accompanying the Notice.

"Resolution" means a resolution contained in the Notice.

"Shareholder" means a member of the Company from time to time.

"Shares" means fully paid ordinary shares in the Company.

“Special Resolution” means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Your proxy voting instruction must be received by **11:00am (AEST) on Monday, 24 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:

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)

