

28 October 2025

Dear Shareholder

### **Rand Mining Limited – Upcoming Annual General Meeting**

Rand Mining Limited (ASX: RND) (**Company**) will be holding its Annual General Meeting at 10.00am WST on Friday, 28 November 2025 (**Meeting**), at the Plaza Hotel, 45 Egan St Kalgoorlie WA 6430.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders' questions. However, votes and questions may also be submitted during the Meeting. Further details of how to participate in the Meeting are set out in the Notice of Meeting.

The Notice of Meeting and Explanatory Memorandum along with the Annual Report can be found at: <https://randmining.com.au/investors-information/>

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on the ASX platform and the details will also be made on the website. Shareholders who have nominated an email address and elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the important Meeting documents, in accordance with 110D and 110E (8) of the Corporations Act.

If you are unable to access any of the important Meeting documents online or if you wish to receive a hard copy of the Meeting documents please contact our Company Secretary, Roland Berzins, on +61 (8) 9474 2113 or via email at [roland.berzins@randmining.com.au](mailto:roland.berzins@randmining.com.au). Your request must be made by Friday, 21 November 2025.

### **Your right to elect to receive documents electronically or in hard copy**

In accordance with the Corporations Act 2021 (Cth), no hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated, unless a shareholder has requested a hard copy.

In order to receive electronic communications or to elect to receive or not to receive documents (including the Notice of Meeting) from the Company in the future, please update your Shareholder details with our share registry Xcend [www.xcend.com](http://www.xcend.com). You can contact them by telephone on +61 (2) 8591 8509 or email on [support@xcend.co](mailto:support@xcend.co).

Yours sincerely

Roland Berzins  
Joint Company Secretary  
**Rand Mining Limited**



# **Rand Mining Limited**

**ACN 004 669 658**

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**Friday, 28 November 2025**

**10.00am Perth time (WST)**

**The Plaza Hotel  
45 Egan Street  
Kalgoorlie  
Western Australia**

The Annual Report is available online at <https://randmining.com.au/investors-information/annual-reports/>

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor, or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 9474 2113.

# Rand Mining Limited

ACN 004 669 658

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Rand Mining Limited (ACN 004 669 658) (**Company**) will be held at the Plaza Hotel Kalgoorlie, 45 Egan Street, Kalgoorlie on Friday, 28 November 2025 commencing at 10.00 am WST (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 26 November 2025 at 5.00pm WST.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

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## AGENDA

### Annual Report

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To table and consider the Annual Report of the Company for the year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

### Resolution 1 – Adoption of Remuneration Report

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To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution**:

*“That, for the purposes of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2025 be adopted.”*

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

#### **Voting Exclusion**

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or

## Rand Mining Limited

ACN 004 669 658

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| (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel. |
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### Resolution 2 – Re-election of Director – Mr Gordon Sklenka

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

*“That, for the purpose of clause 17.4(b) of the Constitution and for all other purposes, Mr Gordon Sklenka, a director, retires by rotation, and being eligible, is re-elected as a Director.”*

### Resolution 3 – Renewal of Proportional Takeover Provisions

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To consider and, if thought fit, pass as a **special resolution**, the following:

*“That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, the proportional takeover approval provisions in the form set out in clause 7 of the Company’s Constitution be renewed for a period of three years with effect from the date of this Meeting, and the Company’s Constitution is amended by reinserting all of clause 7 of the Constitution accordingly.”*

Dated 28 October 2025

**BY ORDER OF THE BOARD**



**Mr Roland Berzins**

Joint Company Secretary

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## **EXPLANATORY MEMORANDUM**

### **1. Introduction**

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This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Plaza Hotel Kalgoorlie, 45 Egan Street, Kalgoorlie on Friday, 28 November 2025 commencing at 10.00 am WST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

### **2. Action to be taken by Shareholders**

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

#### **2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that under the Corporations Act:

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

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to Chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting; or
  - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

**2.2 Voting Prohibition by Proxy Holders**

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

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

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

### **2.3 Corporate Representatives**

A corporation may appoint an individual as a representative to exercise its powers as Shareholder or as a Shareholder's proxy. The representative must bring to the Meeting a formal notice of his or her appointment, including any authority under which it is signed, unless it has been previously given to the Company's share registry.

A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.

### **2.4 Voting intentions**

Subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all Resolutions set out in the Agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chair intends to vote in favour of all Resolutions set out in the Agenda.

All Resolutions involving an approval under the Listing Rules will be determined by way of a poll, rather than on a show of hands.

## **3. Annual Report**

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

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at [www.randmining.com.au](http://www.randmining.com.au);
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

- (a) the preparation and the content of the Auditor's Report; and
- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

## **4. Resolution 1 – Adoption of Remuneration Report**

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### **General**

Section 250R (2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company itself, and therefore a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

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

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

## **5. Resolution 2 – Re-election of Director – Mr Gordon Sklenka**

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Listing Rule 14.4 and Clause 17.4(a) of the Constitution provides that no Director (except the Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer.

Listing Rule 14.5 and Clause 17.4(b) of the Constitution requires that at the Company's annual general meeting in every year, an election of Directors must take place.

Further, under clause 17.4(b) of the Constitution, if no Directors are required to retire in accordance with clause 17.4(a) of the Constitution, the Director who has been in office longest since their last election is to retire. If two or more Directors were appointed on the same day, then the person who retires shall (unless they otherwise agree among themselves) be determined by drawing lots.

Mr Sklenka was last re-elected as a director at the Company's 2023 AGM. Otakar Demis was re-elected as a director at the Company's 2024 AGM. Mr Sklenka, having been in office longest since his last election, is required to retire under clause 17.4(b) of the Constitution.

Mr Sklenka's is recommended by the Board (excluding himself) for election as a Director, and he is therefore eligible for re-election, under clause 17.4(e) of the Constitution.

Accordingly, Mr Gordon Sklenka will retire pursuant to clause 17.4(b) of the Constitution and being eligible, seeks re-election.

### **Election of Gordon Sklenka**

Mr. Sklenka, who has served as a Director since 16 August 2004, retires by rotation and seeks re-election.

#### **(a) Qualifications and other material directorships**

Mr Gordon Sklenka has worked in Chartered Accounting, Stockbroking and Corporate Advisory in Perth, Sydney and Toronto and has in excess of 25 Years of experience in corporate finance in the resources and technology industries, predominantly focusing on capital raisings, initial public offerings, acquisitions, and project finance. He is also a Non-Executive Director of Tribune Resources Limited (ASX: TBR).

#### **(b) Independence**

If elected, the Board does not consider that Mr. Sklenka will be an independent director as he has been a director for such a period that his independence from management and substantial holders may have been compromised.

#### **(c) Technical information required by Listing Rule 14.1A**

If Resolution 2 is passed, Mr. Sklenka will be re-elected to the Board as a non-executive Director.

In the event that Resolution 2 is not passed, Mr Sklenka will not continue on the Board as the Non- Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision. Additionally, the Company

will have less than the minimum required number of Directors and may be suspended by ASX until a new suitable Director is appointed.

(d) **Directors' recommendation**

The Board (excluding Mr Gordon Sklenka) support the re-election of Mr Sklenka and recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

## **6. Resolution 3 – Renewal of Proportional Takeover Provisions**

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### **6.1 General**

Resolution 3 seeks Shareholder approval for the renewal and re-instatement of the proportional takeover provisions in the form set out in clause 7 of the Company's Constitution (*Plebiscite to Approve Partial Takeover Bid*), being in the same form as they were previously approved. A copy of the Constitution is available on the Company's website.

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of that Shareholder's Shares. The Company's existing Constitution includes provisions in clause 7 which prohibit the registration of a transfer of Shares under a proportional takeover bid, unless and until a resolution to approve the bid is passed by the relevant Shareholders. It is a requirement of section 648G of the Corporations Act that such provisions in a Company's constitution apply for a maximum of three years, unless renewed. Further, clause 7.3 of the Constitution provide that the Proportional Takeover Provisions in clause 7 of the Constitution cease to have effect on the third anniversary of being adopted, or if those clauses are renewed in accordance with the Corporations Act, the third anniversary of the date of their last renewal.

The Proportional Takeover Provisions were last approved by Shareholders at the Annual General Meeting held on 25 November 2022. The existing Proportional Takeover Provisions will cease to have effect on 28 November 2025 unless renewed by special resolution of Shareholders.

### **6.2 Section 136(2) of the Corporations Act**

Section 136(2) of the Corporations Act provides that a company may modify a provision in its constitution by special resolution. Accordingly, Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **6.3 Information Required by Section 648G of the Corporations Act**

#### **a) Effect of Proportional Takeover Provisions Proposed to be Renewed**

If the Proportional Takeover Provisions are renewed and a proportional takeover bid is made, the Directors are required to seek the approval of Shareholders for such takeover bid, either through a meeting of Shareholders entitled to vote on the resolution or by means of a postal ballot.

The Directors must ensure that a resolution to approve the bid is voted on more than 14 days before the last day of the bid period. The vote is decided on by a simple majority. The bidder, and any associate of the bidder, will be excluded from voting.

If the resolution to approve the Proportional Takeover Bid is voted on and passes in time, or not voted on in time, the Proportional Takeover Bid will be approved or taken to be approved (as applicable).

If a resolution to approve the Proportional Takeover Bid is not passed by Shareholders within the time required, all offers under the bid are taken to be withdrawn and each binding takeover contract for the bid is rescinded.

The Proportional Takeover Provisions do not apply to full takeover bids and, if Resolution 3 is approved, will only apply until 28 November 2028, unless again renewed. If Resolution 3 is not approved, then the Proportional Takeover Provisions will not apply if a Proportional Takeover Bid arises after 28 November 2025 (except to the extent such provisions are renewed and reinserted at a later date with shareholder approval).

#### **b) Reasons for Proportional Takeover Provisions**

A Proportional Takeover Bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares to the bidder. By making a Proportional Takeover Bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

The Proportional Takeover Provisions allow Shareholders to decide whether a Proportional Takeover Bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

#### **c) Knowledge of Any Acquisition Proposals**

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

**d) Potential Advantages and Disadvantages of Proportional Takeover Provisions**

The Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority and avoid the bidder acquiring control of the Company without paying an adequate control premium;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (i) Proportional Takeover Bid may be discouraged;
- (ii) shareholders may have reduced opportunity to sell all or some of their Shares at a premium to persons seeking control of the Company and any takeover speculation element in the Company's share price may also be reduced; and
  - (iii) the likelihood of a Proportional Takeover Bid succeeding may be reduced;
  - (iv) the provisions may be considered an additional restriction on the ability of individual shareholders to deal freely in their shares.

**e) Review of Advantages and Disadvantages of the Proportional Takeover Provisions**

There have been no takeover bids for the Company, either proportional or full, while the Proportional Takeover Provisions have been in operation. Accordingly, there is no example against which the advantages or disadvantages of the Proportional Takeover Provisions may be assessed. However, the Directors consider that there have been no disadvantages to the Company arising from the inclusion of the Proportional Takeover Provisions. The Directors do not believe that the possible disadvantages outweigh the advantages of the Proportional Takeover Provisions operating for the next three years.

#### 6.4 Board recommendation

The Directors consider that Shareholders should have the opportunity to vote on a Proportional Takeover Bid for the Company. As discussed, a Proportional Takeover Bid may enable control of the Company to pass without holders having an opportunity to sell all of their securities to the bidder. Shareholders, therefore, may be exposed to the risk of being left as a minority in the Company and of the bidder being able to acquire control of the Company without payment of an adequate premium for all of their securities.

The Directors consider that it is in the interests of Shareholders to have the right to vote on a Proportional Takeover Bid and therefore unanimously recommend that Shareholders vote in favour of renewing the Proportional Takeover Provisions pursuant to Special Resolution 3.

Note: a copy of the Company's constitution is available for review on the Company's website.

### **Schedule 1 – Definitions**

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In this Notice and the Explanatory Memorandum:

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2025.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

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

**Chair** means the person appointed to chair the Meeting conveyed by this Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (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 that the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001(Cth).

**Company** means Rand Mining Limited (ACN 004 669 658).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of annual general meeting.

**Proportional Takeover Bid** has the meaning given in the Constitution

**Proportional Takeover Provisions** means clause 7 of the Company's Constitution.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in the Notice.

**Schedule** means the schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

**PROXY FORM**

The Secretary  
 Rand Mining Limited

**If you are attending the meeting in person, please bring this with you for Securityholder registration**

**Name of Shareholder:**

**Address of Shareholder:**

**Number of Shares entitled to vote:**

Please mark  to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

**Step 1 – Appoint a Proxy to Vote on Your Behalf**

**The Chairman of the Meeting (mark box)**  **OR** if you are **NOT** appointing the Chairman of the meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at The Plaza Hotel in Kalgoorlie, 45 Egan Street, Kalgoorlie on Friday 28<sup>th</sup> November 2025 commencing at 10:00 am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by signing and returning this form I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on a Resolution by marking the appropriate box below.

**The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.**

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

<b>Step 2 – Instruction as to Voting on Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director Mr Gordon Sklenka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_%.

<b>Signature of Member(s):</b>	<b>Date:</b>
<p>Individual or Member 1</p> <input type="text"/> Sole Director/Company Secretary	<p>Member 2</p> <input type="text"/> Director
<p>Member 3</p> <input type="text"/> Director/Company Secretary	<p>Date:</p> <input type="text"/>
<b>Contact Name:</b>	<b>Contact Ph (daytime):</b>
<input type="text"/>	<input type="text"/>

**Proxy Notes:**

1. **Voting Restrictions applying to Key Management Personnel:** If you appoint a member of the Key Management Personnel of the Company or one of their closely related parties as your proxy, that person will not be able to cast your votes on Resolution 1 unless you direct them how to vote, or the Chairman of the Meeting is your proxy. "Key Management Personnel" is defined in the Explanatory Memorandum and includes each of the Directors of the Company, all those executives named in the Company's 2025 Remuneration Report, and any other persons who are the Company's Key Management Personnel at the date of the Meeting.
2. A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.
3. If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate or Appointment of Representative prior admission. A form of the certificate may be obtained from the Company's share registry.
4. You must sign this form as follows in the spaces provided:
  - Joint Holding: where the holding is in more than one name all of the holders must sign.
  - Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.
  - Companies: a Director can sign jointly with another Director or Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicated the office held by signing in the appropriate space.
5. If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.
6. **LODGEMENT OF VOTES**

To be effective, a validly appointed proxy must be received by the Company by 10.00am (WST) on Wednesday, 26 November 2025 being not less than 48 hours prior to commencement of the Meeting.

Proxy appointments can be lodged by:

Hand Delivery – to Rand Mining Limited Suite G1, 49 Melville Parade, South Perth WA 6151; or  
Post - to Rand Mining Limited, PO Box 307, West Perth WA 6872;  
Facsimile - to the Company on facsimile number +61 8 9367 9386; or  
Email – to the Company Secretary – roland.berzins@randmining.com.au