



ZINC OF IRELAND NL

(ACN 124 140 889)

Notice of Annual General Meeting

**Annual General Meeting to be held at
Offices of Prospera Partners, Suite B9, 431 Roberts Road
Subiaco, Western Australia 6008
on Friday, 28 November 2025 at 1.00pm (AWST)**

Important

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary by telephone on (08) 9287 4600.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Zinc of Ireland NL (ACN 124 140 889) (“Company”) will be held at the **Offices of Prospera Partners, Suite B9, 431 Roberts Road, Subiaco, Western Australia 6008** on **Friday, 28 November 2025** commencing at **1.00pm (AWST)**.

The Explanatory Memorandum that accompanies and forms part of this Notice describes in more detail the matters to be considered.

BUSINESS

Annual Report

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

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

Resolution 1 – Remuneration Report

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

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

Note: The votes on this Resolution are advisory only and do not bind the Directors or the Company.

Voting Prohibition Statement

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 either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Mr Jerry Monzu

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

"That, for all purposes, Mr Jerry Monzu, who retires in accordance with Clauses 11.1(c) and (f) of the Constitution and Listing Rule 14.4, and being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – Ratification of prior issue of Earn-In Shares to Vendor

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of 7,500,000 Earn-In Shares under Listing Rule 7.1 to the Vendor on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Vendor (and/or their nominee(s)) or an Associate of the Vendor.

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

- a Person as proxy or attorney for a Person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Ratification of prior issue of Earn-In Shares to Berma

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the Company to ratify the issue of 7,500,000 Earn-In Shares under Listing Rule 7.1 to Berma on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Berma (and/or their nominee(s)) or any Associate of Berma.

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

- a Person as proxy or attorney for a Person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; 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 votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Renewal of Proportional Takeover Provisions

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 14 for a period of three years from the date of approval of this Resolution, on the terms and conditions in the Explanatory Memorandum."

Resolution 6 – Approval to Issue Securities under the Employee Incentive Plan

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

"That, for the purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, approval be given for the Company to issue of a maximum of 29,100,534 securities under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (or other person) who is eligible to participate in the Employee Incentive Plan in respect of which approval is sought, and any associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - the holder votes on this 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 this Resolution if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective Associates, or their nominees.

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

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions 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 this Resolution, in accordance with a direction given to the Chair to vote on this 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 this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

OTHER BUSINESS

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

BY ORDER OF THE BOARD



Jerry Monzu
Company Secretary
29 October 2025

EXPLANATORY MEMORANDUM

Important information

This Explanatory Memorandum has been prepared for the information of the shareholders of Zinc of Ireland NL (ACN 124 140 889) (“**Company**”) in connection with the Resolutions to be considered at the Annual General Meeting to be held at the **Offices of Prospera Partners, Suite B9, 431 Roberts Road, Subiaco, Western Australia 6008** on **Friday, 28 November 2025** commencing at **1.00pm (AWST)**.

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

This Notice of 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 professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice of Meeting and Explanatory Memorandum have the meanings given to those terms under the Definitions section of this Notice of Meeting.

References to “\$” and “A\$” in this Notice of Meeting and Explanatory Memorandum are references to Australian currency unless otherwise stated.

References to time in this Notice of Meeting and Explanatory Memorandum relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in this Notice of Meeting.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by proxy

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- Shareholders 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.

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

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);
- (a) 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;
- (b) 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
- (c) 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).

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;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or 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.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to c/- Automic Group, GPO Box 5193, Sydney NSW 2001;
- email to meetings@automicgroup.com.au; or
- online at www.automicgroup.com.au (refer to instructions on Proxy Form),

so that it is received by no later than 1.00pm (AWST) on Wednesday, 26 November 2025. Proxy Forms received later than this time will be invalid.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as 1.00pm (AWST) on Wednesday, 26 November 2025. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even

though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

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

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at jerry@monzucorp.com.au by 1.00pm (AWST) on Monday, 24 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.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

REGULATORY INFORMATION

1. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

A representative of the Company's auditor, Hall Chadwick, will be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

2. Resolution 1 – Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at an annual general meeting. In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. Resolution 1 seeks this approval.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

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

Where a resolution on the Remuneration Report receives a Strike at two consecutive Annual General Meetings, 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, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 Annual General Meeting, this may result in the re-election of the Board.

Following consideration of the Remuneration Report, the Chair, in accordance with section 250SA of the Corporations Act, will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.1 Additional information

Resolution 1 is an advisory only resolution.

2.2 Directors' recommendations

Given the personal interests of all Directors in the outcome of Resolution 1, the Board declines to make a recommendation to Shareholders regarding Resolution 1 but encourages all Shareholders to vote on Resolution 1.

3. Resolution 2 – Re-election of Mr Jerry Monzu

Resolution 2 is an ordinary resolution which seeks to approve the re-election of Mr Jerry Monzu as Non-Executive Director of the Company.

Clause 11.1(f) of the Constitution provides that no Director (other than the Managing Director, if appointed) shall be entitled to hold office for more than 3 years without submitting themselves for re-election.

In addition, Clause 11.1(c) of the Constitution requires that at each annual general meeting, one third of the Directors (excluding the Managing Director) for the time being must retire, or, if their number is not 3 nor a multiple of 3, then such number as is appropriate to ensure that no Director (other than the Managing Director) holds office for more than 3 years.

A retiring director is eligible for re-election in accordance with Clause 11.1(d) of the Constitution.

Mr Jerry Monzu is currently a Non-Executive Director and was last elected at the annual general meeting of the Company held on 17 November 2023. Accordingly, Mr Jerry Monzu retires at this Meeting and being eligible, seeks re-election as Non-Executive Director of the Company.

A brief biography of Mr Jerry Monzu is set out below.

3.1 Mr Jerry Monzu's Biography

Mr Monzu is a founding director of Capella Corporate Consulting, a company specialising in providing company secretarial, corporate governance and corporate advisory services. Prior to establishing Capella Corporate Consulting, Mr Monzu had extensive corporate and commercial experience as a finance professional for large and medium sized public multinational companies, predominantly in the mining and oil and gas industries. He has provided Company Secretarial, CFO and Directorial services to a number of unlisted and ASX, AIM and JSE listed entities.

Mr Monzu holds a Bachelor of Business from Curtin University, is a CPA and is a fellow of the Governance Institute of Australia.

The Board confirms (with Mr Monzu abstaining) that Mr Monzu, if re-elected, will be considered to be an Independent Director. The Board considers this to be the case because Mr Monzu does not own any material interest in the Company, is not employed in a fulltime executive capacity, and has no other material business relationship with the Company. Mr Monzu will continue in his capacity as Company Secretary of the Company.

Mr Monzu has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Non-Executive Director.

3.2 Additional information

Resolution 2 is an ordinary resolution.

3.3 Directors' recommendation

The Directors (other than Mr Jerry Monzu) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to exercise all available proxies in favour of Resolution 2.

4. Resolutions 3 and 4 – Ratification of prior issue of Earn-In Shares

Resolutions 3 and 4 are ordinary resolutions which seek Shareholder approval under Listing Rule 7.4 to ratify the prior issue of an aggregate of 15,000,000 Earn-In Shares to Mr Christopher Reindler (“**Vendor**”) and Berma Prospecting Pty Ltd (ACN 665 477 734) (“**Berma**”) (“**Earn-In Parties**”).

4.1 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over a twelve (12) month period to fifteen percent (15%) of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Earn-In Shares did not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company’s fifteen percent (15%) limit under Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the twelve (12) month period following the date of issue of the Earn-In Shares.

4.2 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 without reducing the company’s capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

4.3 Technical information required by Listing Rule 7.4 and 7.5

For the purposes of Listing Rules 7.4 and 7.5, the following information is provided to Shareholders in relation to Resolutions 3 and 4:

(a) Names of the persons to whom securities were issued or the basis upon which those persons were identified or selected

The Earn-In Shares were issued to the Earn-In Parties (and/or their nominee(s)) as part consideration under the Mt Clere Earn-In Agreement.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Earn-In Parties were:

- related parties or substantial holders of the Company, members of the Company's Key Management Personnel or an Associate of any of those persons; and
- issued more than 1% of the issued capital of the Company.

(b) Maximum number and class of securities the entity issued

A total of 15,000,000 Earn-In Shares were issued under the Company's existing placement capacity pursuant to Listing Rule 7.1.

The Company did not breach Listing Rule 7.1 issuing the Earn-In Shares.

(c) Terms of the securities

The Earn-In Shares are fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as, and ranking equally with, all existing Shares on issue.

(d) Date on which the entity issued the securities

The Earn-In Shares were issued on 22 May 2025.

(e) Issue price of the securities

The Earn-In Shares were issued at a deemed issue price of \$0.01 per Earn-In Share as part consideration under the Earn-In Agreement.

(f) Purpose of the issue and intended use of the funds raised

The Earn-In Shares were issued as part consideration for the Company's acquisition of an earn-in interest of up to 80% in the Mt Clere Project (as announced by the Company on 19 February 2025). No funds were raised through the issue of the Earn-In Shares.

(g) If the securities were issued under an agreement, a summary of the material terms of the agreement

The Earn-In Shares were issued pursuant to the terms of the Earn-In Agreement, the material terms of which are summarised below:

- The Company entered into the Earn-In Agreement with the Earn-In Parties and Mr Andrew Todd on 19 February 2025;
- The Company is to acquire up to an 80% interest in EL 52/3979 located at the Mr Clere Project in the Gascyone Region of Western Australia (“**Tenement**”);
- The Earn-In Agreement is not subject to any conditions precedent, and the acquisition of the earn-in interest will follow the below two stage earn-in schedule:
 - (**Stage 1**) the Company is to sole fund the first \$1,250,000 expenditure across a 2-year period, to earn a 51% interest in the Tenement (“**First Earn-In Interest**”); and
 - (**Stage 2**) the Company is to sole fund a further \$2,500,000 expenditure across a further 3-year period, to earn a further 29% interest in the Tenement (“**Second Earn-In Interest**”),
 (“**Earn-In Period**”);
- the Company agreed to provide the following consideration to the Earn-In Parties:
 - a fixed cash payment of \$50,000 payable to the Vendor (or his nominee) within 3 Business Days of execution of the Earn-In Agreement;
 - the issue of:
 - 7,500,000 Earn-In Shares to the Vendor; and
 - 7,500,000 Earn-In Shares to Berma,
 within 3 Business Days of the Company’s drill rig arriving at the Tenement;
 - the issue of an aggregate amount of Shares equal to the value of \$250,000.00 (calculated on a 10-day VWAP) to the Vendor upon the First Earn-In Interest being granted to the Company; and
 - the issue of an aggregate amount of Shares equal to the value of \$250,000.00 (calculated on a 10-day VWAP) to the Vendor upon the Second Earn-In Interest being granted to the Company.
- The Vendor and Berma’s remaining 20% interest in the Tenement (should Berma elect to acquire a 10% interest in the Tenement from the Vendor during or on completion of First Earn-In Interest) will be free carried by the Company, which will sole fund all costs incurred in connection with exploration on and development of the Tenement, until such time that:
 - a bankable feasibility study on the Tenement is completed and presented to the Vendor and Berma; and

- financing from a reputable financial institution or other debt, equity and/or royalty or alternative finance provider is secured in relation to the Tenement,

following which the Vendor and Berma will be required to elect to either fund their share of all costs incurred in connection with exploration on and development of the Tenement or have their remaining interest in the Tenement diluted to a royalty on standard terms.

- The Earn-In Agreement may be terminated upon the Company electing not to proceed with exploration of the Tenement across the Earn-In Period, with the parties otherwise being entitled to terminate the Earn-In Agreement in writing, and in those circumstances, the parties will be released from their obligations under the Earn-In Agreement.

The Earn-In Agreement otherwise contains terms and conditions considered standard for that type of agreement.

(h) If the securities were issued under, or to fund, a reverse takeover, information about the reverse takeover

The Earn-In Shares were not issued under, or to fund, a reverse takeover.

(i) Voting Exclusion Statement

Refer to the Voting Exclusion Statement beneath the applicable Resolutions 3 and 4 in the Notice of Meeting.

4.4 Technical information required by Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule and what will happen if security holders give, or do not give, that approval.

If Resolutions 3 and 4 are approved by Shareholders, the Earn-In Shares will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue shares in the future up to the fifteen percent (15%) placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolutions 3 and 4 are not approved by Shareholders, the Earn-In Shares will be included in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1, effectively decreasing the amount of equity securities the Company can issue without the requirement to obtain prior Shareholder approval.

4.5 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4. The Chair intends to exercise all available proxies in favour of Resolutions 3 and 4.

5. Resolution 5 – Renewal of Proportional Takeover Provisions

5.1 General

Resolution 5 is a special resolution which seeks Shareholder approval to enable the Company to modify its Constitution by renewing clause 14 for a period of three (3) years from the date of Shareholder approval.

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. Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When the clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders). The Company's constitution (including the proportional takeover provisions set out in clause 14) was adopted on 30 June 2022. Accordingly, the proportional takeover provisions included in the Constitution ceased in effect as at 30 June 2025.

This Resolution is a special resolution which will enable the Company to modify its Constitution by renewing clause 14 for a period of three years from the date of Shareholder approval (if obtained). It is noted that Shareholder approval will not result in a change to the wording of clause 14.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

5.2 Corporations Act Section 648G(5)

Section 648G(5) of the Corporations Act requires the following information to be provided to Shareholders for the purposes of approvals sought under Resolution 5:

(a) Overview of proportional takeover bids

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.

Pursuant to section 648G of the Corporations Act, the Company has included in the Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

(b) Effect of the proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market

bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(c) Reasons for the proposed 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. By making a partial 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.

These amended 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.

(d) Knowledge of acquisitions proposals

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

(e) Potential advantages and disadvantages associated with the proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for the Directors 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:

- the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- assisting in preventing Shareholders from being locked in as a minority;
- increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- 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:

- proportional takeover bids may be discouraged;
- lost opportunity to sell a portion of Shares at a premium; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

(f) Review and recommendation of the proportional takeover approval provisions

While the proportional takeover approval provision has been in effect under the Company's Constitution, no takeover bids for the Company have been made (either proportional or otherwise). Accordingly, there are no actual examples against which the advantages or disadvantages of the existing proportional takeover provision could be reviewed for the Directors and Shareholders of the Company.

On balance, the Directors believe the potential advantages outweigh any potential disadvantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

5.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 5.

6. Resolution 6 – Approval to issue Equity Securities under the Employee Incentive Plan

6.1 Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Exception 13(b) of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

6.2 Listing Rule 7.2 Exception 13(b)

For the purposes of Listing Rule 7.3A, the following technical information is provided to Shareholders in relation to Resolution 6:

(a) Summary of the Plan

A summary of the key terms and conditions of the Plan is set out in the Schedule.

(b) **Securities previously issued under the Plan**

A summary of the securities issued under the Company's previous employee incentive plan since 30 June 2022 (being the date on which it last obtained shareholder approval under Exception 13(b) of Listing Rule 7.2) is set out in the table below:

Date	Number/Class of Securities
25/7/2022	6,750,000 Options
22/11/2023	2,250,000 Options
Total	9,000,000 securities

(c) **Maximum number of securities to be issued under the Plan**

The maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 29,100,534 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately, rather over the course of the three (3) year period.

6.3 Additional information

Noting that each Director may have a personal interest in the outcome of this Resolution by virtue of them being eligible to participate in the Plan, the Board refrains from making any voting recommendation in respect of Resolution 6.

The Chair intends to exercise all available proxies in favour of Resolution 6.

7. Resolution 7 – Approval of 10% Placement Facility

7.1 General

Resolution 7 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under, and in accordance with, Listing Rule 7.1A ("**10% Placement Facility**").

7.2 Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 7 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule

7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Is the Company an eligible entity?

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

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

When can Equity Securities be issued?

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting;
- the time and date of the Company's next annual general meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

How many Equity Securities can be issued?

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

$$(A \times D) - E$$

A = has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- plus the number of fully paid Equity Securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid Equity Securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the commencement of the relevant period; or
- the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other Equity Securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid Equity Securities that became fully paid in the relevant period;
- less the number of fully paid Equity Securities cancelled in the relevant period;

D = is 10%; and

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

What is the effect of Resolution 7?

The effect of Resolution 7 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 7:

(a) Minimum price at which the securities may be issued

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the above date, the date on which the Equity Securities are issued.

Equity Securities issued under Listing Rule 7.1A.2 must be in an existing quoted class and issued for cash consideration.

(b) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Facility will dilute the holding of Shareholders who do not participate in the issue.

If this Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and

voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the formula above.

Variable 'A' (Shares on issue)		Issue price		
		\$0.005 (50% decrease)	\$0.009 (Current) ²	\$0.014 (50% increase)
582,010,693 (Current) ¹	Shares issued	58,201,069	58,201,069	58,201,069
	Funds raised	\$261,905	\$523,810	\$785,714
873,016,040 (50% increase)	Shares issued	87,301,604	87,301,604	87,301,604
	Funds raised	\$392,857	\$785,714	\$1,178,572
1,164,021,386 (100% increase)	Shares issued	116,402,139	116,402,139	116,402,139
	Funds raised	\$523,810	\$1,047,619	\$1,571,429

Notes:

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 10 October 2025.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

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

(c) Date by which the securities may be issued

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) **Purposes for which the securities may be issued**

Any Equity Securities issued under the 10% Placement Facility may only be issued for the following purposes (without limitation) for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards the exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

(e) **Allocation policy for issues of securities**

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however, recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case-by-case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) **Previous issues of securities**

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

7.4 Additional information

Resolution 7 is a special resolution.

7.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7. The Chair intends to exercise all available proxies in favour of Resolution 7.

DEFINITIONS

In this Notice of Meeting and Explanatory Memorandum, the following terms have the following meanings:

“**10% Placement Facility**” has the meaning given in Section 7.1 of this Notice.

“**10% Placement Period**” has the meaning given in Section 7.2 of this Notice.

“**Annual Report**” means the Directors' Report, the Financial Report, the Remuneration Report and Auditor's Report, in respect to the year ended 30 June 2025.

“**ASIC**” means the Australian Securities and Investments Commission.

“**Associate**” has the meaning set out in sections 11 to 17 of the Corporations Act, as applicable and as applied in accordance with the note to Listing Rule 14.11.

“**ASX**” means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

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

“**AWST**” means Australian Western Standard Time being the time in Perth, Western Australia.

“**Berma**” means Berma Prospecting Pty Ltd (ACN 665 477 734).

“**Board**” means the board of Directors.

“**Chair**” means the person appointed to chair the Meeting.

“**Clause**” means a clause of the Constitution.

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act, and includes a spouse or child of the member.

“**Company**” means Zinc of Ireland NL (ACN 124 140 889).

“**Earn-In Agreement**” has the meaning given in Section 4 of this Notice.

“**Earn-In Shares**” has the meaning given in Section 4 of this Notice.

“**Constitution**” means the constitution of the Company as at the date of the Meeting.

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

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

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

“**Equity Security**” has the meaning given in the Listing Rules.

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice.

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

“Key Management Personnel” or **“KMP”** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

“Listing Rules” means the listing rules of ASX.

“Meeting” or **“Annual General Meeting”** means the Annual General Meeting of Shareholders to be held at the **Offices of Prospera Partners, Suite B9, 431 Roberts Road, Subiaco, Western Australia 6008** on **Friday, 28 November 2025** commencing at **1.00pm (AWST)**.

“Notice” means this notice of annual general meeting.

“Options” has the meaning given in the Schedule.

“Person” means, in relation to a Voting Exclusion Statement for a Resolution for the purposes of Listing Rule 7.4, a person who participated in the issue or is a counterparty to the agreement being approved.

“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 referred to in the Notice.

“Schedule” means a schedule to the Notice.

“Section” means a section of the Explanatory Memorandum.

“Securities” means any Equity Securities of the Company (including Shares, Options and Performance Rights).

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

“Shareholder” means a shareholder of the Company.

“Strike” means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

“Trading Day” has the meaning given in the Listing Rules.

“Vendor” means Mr Christopher Reindler.

“Voting Exclusion Statement” means a voting exclusion statement as required by Listing Rule 14.11.

“VWAP” means volume weighted average market price.

SCHEDULE – TERMS OF THE EMPLOYEE INCENTIVE PLAN

The objectives and key terms of the Employee Incentive Plan are summarised below:

Objectives	<p>The primary objectives of the Employee Incentive Plan are to:</p> <ul style="list-style-type: none">• establish a method by which eligible participants can participate in the future growth and profitability of the Company;• to provide an incentive and reward for eligible participants for their contribution to the Company; and• attract and retain a high standard of managerial and technical personnel for the benefit of the Company.
Eligible Participants	<p>Under the Employee Incentive Plan, an award (i.e. options or performance rights, etc.) may be awarded to an eligible participant.</p> <p>The Board, at its sole and absolute discretion, may invite an eligible person selected by to it complete an application relating to a specified number of awards allocated to that eligible person by the Board. The Board may offer an award (as applicable) to any eligible person it elects and determine the extent of that person’s participation in the Employee Incentive Plan (“Participant”).</p> <p>An offer by the Board is required to specify, among other things, the type of award offered, the date and total number of awards granted, the exercise price and exercise period and any other matters the Board determines necessary, including the exercise conditions and disposal restrictions attaching to the awards.</p>
5% Limit	<p>The Employee Incentive Plan has been prepared to comply with the Class Order and as such, offers under the Employee Incentive Plan are limited to the 5% capital limit set out in the Class Order.</p>
Awards Rights	<p>Unless the Board determines otherwise, any awards granted under the Employee Incentive Plan are not capable of being transferred or encumbered by a Participant.</p>
Exercise of Awards	<p>At the sole and absolute discretion of the Board, and in general terms, awards granted under the Employee Incentive Plan may only be exercised if particular exercise or vesting conditions have been met, the exercise price has been paid to the Company and the awards are exercised within the respective exercise period. An award granted under the Employee Incentive Plan may not be exercised once it has lapsed.</p>
Cashless Exercise Facility	<p>Under the terms of the Employee Incentive Plan, a Participant may request to pay the exercise price for an award by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (“Cashless Exercise Facility”). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the exercise price has been set off. Any such request must be expressly made by the Participant in the exercise notice. The Board may approve or refuse the request in its sole and absolute discretion.</p>

Change of Control Event	On the occurrence of a change of control event, being, in general terms, an unconditional takeover bid under Chapter 6 of the Corporations Act, a court sanctioned scheme of arrangement or any other merger involving the Company occurs which results in the holders of Shares holding 50% or less of the voting shares in the Company, the Board may in its sole discretion determine that all or a percentage of unvested awards will vest and become exercisable in accordance with the Employee Incentive Plan rules.
Cessation of Employment	<p>If a Participant ceases to be a director, employee or a contractor of any member of the Company's group, being associated bodies corporate of the Company, due to his or her resignation, redundancy dismissal for cause or poor performance on or before the relevant exercise period, the awards will lapse.</p> <p>If a Participant ceases to be a director, employee or a contractor of any member of the Company's group, being associated bodies corporate of the Company, due to his or her resignation, redundancy dismissal for cause or poor performance during the exercise period, the expiry date is adjusted to 60 days (in cases of resignation or redundancy) or immediately (in cases of dismissal for cause or poor performance) after the termination date (or a later date determined by the Board).</p>
Fraudulent behavior	If, in the opinion of the Board, a Participant has acted fraudulently or dishonestly, the Board may determine that any award granted to that Participant should lapse, and the award will lapse accordingly.
Reconstruction of share capital	If the event of any reconstruction of the share capital of the Company, the number of awards to which each Participant is entitled and/or the exercise price must be reconstructed in accordance with the ASX Listing Rules. Awards must be reconstructed in a manner which is fair with respect to the Participants and the holders of other securities in the Company, subject to the ASX Listing Rules.
Participation Rights	Holders of awards issued under the Employee Incentive Plan may only participate in new issues of securities by the Company if they have first exercised their awards within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are a registered holder.
Compliance with Laws	<p>Awards may not be granted and/or Shares may not be allotted and issued, acquired, transferred or otherwise dealt with under the Employee Incentive Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.</p> <p>The Employee Incentive Plan Rules contain customary and usual terms having regard to Australian law for dealing with administration, variation and termination of the Employee Incentive Plan.</p>



Proxy Voting Form

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

Zinc of Ireland NL | ABN 23 124 140 889

Your proxy voting instruction must be received by **1:00pm (AWST) on Wednesday, 26 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.



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