

7 January 2026

Dear Shareholder

NOTICE OF GENERAL MEETING AND PROXY FORM

Corella Resources Ltd (**ASX:CR9**) (**Corella** or the **Company**), will be holding a General Meeting at 11:30 am (AWST) on Tuesday 10 February 2026 (“Meeting”) at:

Regency Partners
642 Newcastle Street
LEEDERVILLE WA 6007

The Meeting will not be broadcast online.

As permitted under the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of General Meeting and Explanatory Memorandum (“Notice”) to Shareholders unless a Shareholder has requested a hard copy. Instead, Shareholders can access a copy of the Notice online:

- via the Company’s ASX announcements page under the Company’s ASX code CR9 at <https://www.asx.com.au/markets/company/CR9>
- if you have provided an email address and have elected to receive electronic communications for the Company, via an email to your nominated email address with a link to an electronic copy of the Notice.

The Notice sets out the business of the meeting which has been called to seek Shareholder approval for the issue of the Shares and Options associated with the Placement announced on 16 December 2025 and the issue of Lead Manager Options associated with the Placement. Shareholders are encouraged to review the Notice for full details of the resolutions to be put before the Meeting.

Whilst there will be a physical location where shareholders can attend the Meeting in person, Shareholders are encouraged to vote by proxy to provide for a more orderly meeting process.

The proxy form provided within the Notice and enclosed with this letter should be filled out by Shareholders intending to vote by proxy, with specific instructions on how the Shareholder’s vote is to be exercised by the proxy. For details on how to complete and submit the proxy form to the Company, please refer to the instructions in the Notice and on the proxy form.

If you are unable to access the Notice through the abovementioned means, please contact the Company’s Registry, Xcend by calling +61 (2) 8591 8509 or email support@xcend.co to receive a copy of the Notice.

Yours faithfully
Stuart Third
Company Secretary



Corella Resources Limited

(ACN 125 943 240)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Tuesday, 10 February 2026

11:30 am AWST

To be held at

**Regency Partners
642 Newcastle Street
LEEDERVILLE WA 6007**

This Notice of 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.

NOTICE OF MEETING

Notice is given that a General Meeting of Shareholders of Corella Resources Limited (ACN 125 943 240) (**Company**) will be held at Regency Partners, 642 Newcastle Street, Leederville WA 6007 on Tuesday, 10 February 2026 commencing at 11:30 am AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form 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 at 11:30am AWST on Sunday, 8 February 2026.

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

AGENDA

1. Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 142,857,142 Tranche 1 Placement Shares issued pursuant to the Company’s capacity under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants); or
- (b) any Associate of that person or those persons.

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

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

2. Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 142,857,142 Tranche 2 Placement Shares to Placement Participants on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) who is 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 holder of ordinary securities in the Company) (namely the Placement Participants); or
- (b) an Associate of that person (or those persons).

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

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

3. Resolution 3 – Approval to issue Lead Manager Options

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 60,000,000 Lead Manager Options to CPS Capital Group Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) who is 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 holder of ordinary securities in the Company) (namely CPS Capital Group Pty Ltd or its nominees); or
- (b) an Associate of that person (or those persons).

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

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

4. Resolutions 4(a) and 4(b) – Approval to issue Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:

- (a) 142,857,142 Placement Options relating to the Tranche 1 Placement Shares; and*
- (b) 142,857,142 Placement Options relating to the Tranche 2 Placement Shares, subject to the passing of Resolution 2 at this Meeting,*

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) a person (or persons) who is 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 holder of ordinary securities in the Company) (namely the Placement Participants); or
- (b) any Associate of that person or those persons.

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

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

Dated 7 January 2026

BY ORDER OF THE BOARD

Stuart Third
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

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 in person at Regency Partners, 642 Newcastle Street, Leederville WA 6007 on Tuesday, 10 February 2026 commencing at 11:30 am AWST.

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

Shareholders should read the Notice and this Explanatory Memorandum carefully 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 participate in the Meeting by attending in person, and are encouraged to lodge a directed 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 in person 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:

- (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.

Further details are set out below.

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, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (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 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online (preferred option)

Vote online at <https://investor.xcend.app/sha> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done in the following way:

BY MAIL	Xcend Pty Ltd, PO Box R1905 , Royal Exchange NSW 1225
BY EMAIL	meetings@xcend.co

3. Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1

3.1 General

On 16 December 2025, the Company announced that it would undertake a placement of shares (**Placement Share**) to sophisticated investors (**Placement Participants**) in two tranches at an issue price of \$0.0035 per Placement Share with one free attaching option, exercisable at \$0.004 and expiring 3 years from the date of issue, (**Placement Option**) for each Placement Share issued (**Placement Offer**) to raise approximately \$1,000,000 (before costs).

On 23 December 2025, the Company issued 142,857,142 Placement Shares under the first tranche of the Placement Offer using its capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**). Listing Rule 7.1 limits the amount of equity securities 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 12 month period. The Placement Options in respect of the Tranche 1 Placement Shares have not been issued and are subject to Shareholder approval in Resolution 4(a) in this Notice.

None of the Placement Participants to whom Tranche 1 Placement Shares were issued are related parties of the Company.

The Tranche 1 Placement Shares issued rank pari passu with all existing Shares in the capital of the Company.

CPS Capital Group Pty Ltd (ACN 088 055 636) acted as lead manager to the Placement Offer (**Lead Manager**).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 142,857,142 Tranche 1 Placement Shares.

3.2 ASX Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

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 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Tranche 1 Placement Shares issued do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval to subsequently approve the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

3.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

3.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Company issued the Tranche 1 Placement Shares to the Placement Participants, who are sophisticated investors. The Placement Participants were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement Offer;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that apart from Indomain Enterprises Pty Ltd, none of the Placement Participants are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) a total of 142,857,142 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under ASX listing Rule 7.1 in parcels ranging from 1,428,570 Shares to 22,678,570 Shares;
- (d) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 23 December 2025;
- (f) the Company received \$0.0035 per Tranche 1 Placement Share issued totalling approximately \$500,000 before costs;
- (g) the purpose of the issue of the Tranche 1 Placement Shares is to provide the Company with working capital to fund further exploration and assessment of its tenement, and to pursue new opportunities;
- (h) the Tranche 1 Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is included in Resolution 1 of this Notice.

3.5 Board Recommendation

The Directors of the Company believe Resolution 1 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour.

4. Resolution 2 – Approval to issue Tranche 2 Placement Shares

4.1 General

As outlined in 3.1 above, the Company determined to conduct a Placement Offer to sophisticated investors by issuing Placement Shares in two tranches with the Tranche 1 Placement Shares being issued on 23 December 2025 utilising the Company's capacity under Listing Rule 7.1.

The remaining 142,857,142 Shares to be issued under the Placement Offer are subject to Shareholder approval under Listing Rule 7.1 (**Tranche 2 Placement Shares**). The Company now seeks Shareholder approval to issue the Tranche 2 Placement Shares to the same Placement Participants.

None of the Placement Participants are related parties of the Company.

The Tranche 2 Placement Shares to be issued will rank pari passu with all existing Shares in the capital of the Company.

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Tranche 2 Shares.

4.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

The Tranche 2 Placement Shares do not fit within any of the exceptions in Listing Rule 7.2 and, as the Tranche 1 Placement Shares effectively used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date, the Tranche 2 Placement Shares require Shareholder approval to be issued.

To this end, Resolution 2 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

4.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the Tranche 2 Placement Shares will be issued and will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 2 is not passed, the Tranche 2 Shares will not be issued and will reduce the amount raised under the Placement Offer to \$500,000 (before costs), thereby limiting the Company's ability to undertake further exploration and assessment of the Company's tenements.

4.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Company will issue the Tranche 2 Placement Shares to the same Placement Participants who received the Tranche 1 Placement Shares, being sophisticated investors who were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement Offer;

- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that apart from Indomain Enterprises Pty Ltd, none of the Placement Participants are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) a total of 142,857,142 Tranche 2 Placement Shares will be issued;
- (d) the Tranche 2 Placement Shares to be issued are all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than three (3) months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Company will receive \$0.0035 per Tranche 2 Placement Share issued totalling approximately \$500,000 before costs;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to provide the Company with working capital to fund further exploration and assessment of its tenement, and to pursue new opportunities;
- (h) the Tranche 2 Placement Shares are not being issued under an agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 2 of this Notice.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour.

5. Resolution 3 – Approval to issue Lead Manager Options

5.1 General

As set out in Section 3.1, CPS Capital Group Pty Ltd acted as Lead Manager to the Placement Offer.

Resolution 3 seeks Shareholder approval to issue 60,000,000 Options, exercisable at \$0.004 and expiring three (3) years from the date of issue, (**Lead Manager Options**) to the Lead Manager in accordance with a lead manager mandate between the Company and the Lead Manager (**Lead Manager Mandate**).

A summary of the material terms of the Lead Manager Mandate are as follows:

- (a) (**Service**): the Lead Manager agrees to be engaged as the lead manager of the Placement Offer;
- (b) (**Fees**): the Company has agreed to pay the following fees to the Lead Manager:
 - (i) a management fee of 2% of the placement amount (plus GST);

- (ii) a placement fee of 4% of the placement amount (plus GST); and
- (iii) subject to Shareholder approval, issue to the Lead Manager (and/or its nominees) 60,000,000 Lead Manager Options at an issue price of \$0.00001 per Lead Manager Option.

The Lead Manager Mandate otherwise contains terms and conditions considered customary in a lead manager mandate.

5.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

The Lead Manager Options do not fit within any of the exceptions in Listing Rule 7.2 and, as the Tranche 1 Placement Shares effectively used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date, the Lead Manager Options require Shareholder approval to be issued.

To this end, Resolution 3 seeks Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company may have to consider alternative forms of compensation to the Lead Manager.

5.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) The Lead Manager Options will be issued to CPS Capital Group Pty Ltd (and/or its nominees);
- (b) a total of 60,000,000 Lead Manager Options will be issued;
- (c) the Lead Manager Options will be issued on the terms and conditions set out in Schedule 2;
- (d) the Lead Manager Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Lead Manager Options will be issued at a nominal issue price of \$0.00001 per Lead Manager Option;
- (f) the Lead Manager Options will be issued for the purpose of satisfying the Company's obligation under the Lead Manager Mandate;
- (g) the Lead Manager Options will be issued pursuant to the Lead Manager Mandate, a summary of the material terms of this agreement is set out above in Section 5.1;

- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in this Notice in respect of Resolution 3.

5.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interests of the Company and its Shareholders and recommend that the Shareholders vote in favour.

6. Resolutions 4(a) and 4(b) – Approval to issue Placement Options

6.1 Background

Resolutions 4(a) and 4(b) seek Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Placement Options to the Placement Participants. Resolution 4(b) is subject to the passing of Resolution 2 above.

None of the Placement Participants to whom the Placement Options are to be issued are related parties of the Company.

6.2 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.1.

The Placement Options do not fit within any of the exceptions in Listing Rule 7.2 and, as the Tranche 1 Placement Shares effectively used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date, the Placement Options require Shareholder approval to be issued.

To this end, Resolutions 4(a) and 4(b) seek Shareholder approval for the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

6.3 Technical information required by ASX Listing Rule 14.1A

If Resolutions 4(a) and 4(b) are passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the Placement Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolutions 4(a) and 4(b) are not passed, the Company will not be able to proceed with the issue of the Placement Options to the Placement Participants.

6.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 4(a) and 4(b):

- (a) the Placement Options will be issued to the Placement Participants, being sophisticated investors who were identified through a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement Offer;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that apart from Indomain Enterprises Pty Ltd, none of the Placement Participants are:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) a total of 285,714,284 Placement Options will be issued as follows:
 - (i) 142,857,142 Placement Options relating to the Tranche 1 Placement Shares (the subject of Resolution 4(a)); and
 - (ii) subject to the passing of Resolution 2, 142,857,142 Placement Options relating to the Tranche 2 Placement Shares (the subject of Resolution 4(b));
- (d) the Placement Options are to be issued on the terms and conditions set out in Schedule 2;
- (e) the Placement Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the issue price of the Placement Options is nil;
- (g) the Placement Options are being issued free attaching to the Placement Shares on the basis of one Placement Option for every Placement Share subscribed for and issued;
- (h) the Placement Options are not being issued under an agreement;
- (i) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolutions 4(a) and 4(b) of this Notice.

6.5 Board Recommendation

The Directors of the Company believe Resolutions 4(a) and 4(b) are in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

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

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

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

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

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Corella Resources Limited (ACN 125 943 240).

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

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

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.

Lead Manager has the meaning given in Section 3.1.

Lead Manager Mandate has the meaning given in Section 5.1.

Lead Manager Options has the meaning given in Section 5.1.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Placement Offer has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a 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.

Tranche 1 Placement Shares has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 4.1.

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

SCHEDULE 2 – Terms and Conditions of Lead Manager Options and Placement Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.004 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

Subject to the Board's discretion, the Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(l) **Change in exercise price**

An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Your General Meeting Proxy Form



Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.



Attending the Meeting

Date and time	Tuesday, 10 February 2026 at 11.30am (AWST)
Location	Regency Partners, 642 Newcastle Street, LEEDERVILLE WA 6007
Arriving at the Meeting & What to Bring	<ul style="list-style-type: none"> • Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy



Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Corella Resources Ltd

Enter HIN/SRN:

Enter Postcode: if within Australia or

Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy form
- Email to: meetings@xcend.co



Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Allow extra time for postal delivery

DEADLINE: Sunday, 8 February 2026 at 11.30am (AWST)
(48 hours before the meeting)

SRN/HIN:

Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form – Corella Resources Ltd
General Meeting February 2026

I/We, being member(s) of Corella Resources Ltd ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of
the Meeting, write the name of the person or body
corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the General Meeting on Tuesday, 10 February 2026 at 11.30am (AWST) at Regency Partners, 642 Newcastle Street, LEEDERVILLE WA 6007 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions.

By appointing the Chair of the Meeting as proxy (or where the Chair of the Meeting becomes proxy by default), I/we give the Chair of the Meeting express authority to vote on the Resolutions, unless I/we have indicated a different voting intention below.

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions

For

Against

Abstain

1 Ratification of prior issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1

2 Approval to issue Tranche 2 Placement Shares

3 Approval to issue Lead Manager Options

4a Approval to issue 142,857,142 Placement Options relating to Tranche 1 Placement Shares

4b Approval to issue 142,857,142 Placement Options relating to Tranche 2 Placement Shares,
subject to the passing of Resolution 2 at this Meeting.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.