



Dear Shareholder,

General Meeting – Letter to Shareholders

Minbos Resources Limited (ASX: MNB) (“**Minbos**” or the “**Company**”) advises that a General Meeting will be held at 10:00AM (AWST) on Monday, 16 February 2026 at Level 5, 191 St Georges Terrace, Perth WA 6000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (“**Notice**”) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://minbos.com/asx-announcements/>.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important. To vote in person, attend the General Meeting on the date and at the place set out above. To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant, or other professional adviser.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Harry Miller
Joint Company Secretary

Iveta Sceales
Joint Company Secretary

MINBOS RESOURCES LIMITED
ACN 141 175 493
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am (WST)
DATE: Monday, 16 February 2026
PLACE: Level 5, 191 St Georges Terrace
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 10.00am (WST) on Saturday, 14 February 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,359,990 Shares issued pursuant to Listing Rule 7.1 to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 97,504,961 Shares issued pursuant to Listing Rule 7.1A to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 117,864,951 Options to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO ALPINE CAPITAL PTY LTD

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 7.1 and for all other purposes, approval is given for the Company to issue 21,567,235 Options to Alpine Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – MR GRAEME ROBERTSON

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 10.11 and for all other purposes, approval is given for the Company to issue 7,692,308 Shares and 7,692,308 Options to Mr Graeme Robertson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – MR VALENTINE CHITALU

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 10.11 and for all other purposes, approval is given for the Company to issue 3,846,154 Shares and 3,846,154 Options to Mr Valentine Chitalu (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE SPP OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue up to 38,461,538 Options to the SPP Participants on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE SPP OPTIONS TO DIRECTOR – MR LINDSAY REED

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 10.11 and for all other purposes, approval is given for the Company to issue up to 1,153,846 Options to Mr Lindsay Reed (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SPP OPTIONS TO DIRECTOR – MR PAUL MCKENZIE

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 10.11 and for all other purposes, approval is given for the Company to issue up to 1,153,846 Options to Mr Paul McKenzie (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 15 January 2026

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of Placement Shares	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Placement Shares	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Placement Options	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to issue Options to Alpine Capital Pty Ltd	Alpine Capital Pty Ltd (or its nominees) or any other person 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) or an associate of that person (or those persons).
Resolution 5 – Approval of Director participation in the Placement – Mr Graeme Robertson	Mr Graeme Robertson (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval of Director participation in the Placement – Mr Valentine Chitalu	Mr Valentine Chitalu (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue SPP Options	SPP Participants or any other person 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) or an associate of that person (or those persons).
Resolution 8 – Approval to issue SPP Options to Director – Mr Lindsay Reed	Mr Lindsay Reed (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue SPP Options to Director – Mr Paul McKenzie	Mr Paul McKenzie (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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.

Voting by proxy

To vote by proxy, please complete the Proxy Form and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6219 7171.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 7

1.1 Placement

On 5 December 2025, the Company announced that it had received firm commitments from sophisticated and institutional investors (**Placement Participants**) to raise approximately \$3.36 million (before costs) through the issue of 129,403,413 Shares at an issue price of \$0.026 per Share (**Placement Shares**), together with one (1) free attaching listed Option for every one (1) Share subscribed for and issued (**Placement Options**), exercisable at \$0.04 on or before the date that is 3 years from the date of issue (**Placement**).

On 11 December 2025, the Company issued 117,864,951 Placement Shares to Placement Participants, comprising:

- (a) 20,359,990 Placement Shares issued under the Company's Listing Rule 7.1 placement capacity (being the subject of Resolution 1); and
- (b) 97,504,961 Shares issued under the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 2).

On 15 December 2025, the Company issued 117,864,951 Placement Options to the Placement Participants (ratification of which is sought under Resolution 3) on the terms and conditions set out in Schedule 1.

The Company's Directors, Mr Graeme Robertson and Mr Valentine Chitalu, have provided written applications to participate in the Placement on the same terms as the Placement Participants in the amount of \$200,000 (for 7,692,308 Shares and 7,692,308 Options), and \$100,000 (for 3,846,154 Shares and 3,846,154 Options) respectively, approval for which is sought pursuant to Resolutions 5 and 6.

1.2 Lead Manager

The Company has engaged Alpine Capital Pty Ltd (ACN 155 409 653) (**Alpine Capital**) as lead manager to the Placement pursuant to a lead manager mandate (**Mandate**). In consideration for lead manager services provided, the Company agreed to:

- (a) pay Alpine Capital a cash fee of 6% (being up to approximately \$201,869) (plus GST) of the gross proceeds of the Placement; and
- (b) issue to Alpine Capital (or its nominees) up to 21,567,235 listed Options on the same terms as the Placement Options (being the subject of Resolution 4).

1.3 Share Purchase Plan

On 5 December 2025, the Company also announced that separate to the Placement, the Company will be conducting a share purchase plan (**SPP**) to raise up to \$1,000,000 (before costs) through the issue of up to 38,461,538 Shares to Eligible Shareholders (**SPP Participants**) on the same terms as the Placement, being at an issue price of \$0.026 per Share, together with one (1) free attaching listed Option for every Share issued, exercisable at \$0.04 each on or before the date that is three (3) years from the date of issue (**SPP Options**).

SPP Participants will be entitled to subscribe for up to 38,461,538 SPP Options on the same terms and conditions as the Placement Options as set out in Schedule 1, via a separate offer under a prospectus.

Pursuant to Resolution 7, the Company is seeking Shareholder approval for the issue of up to 38,461,538 SPP Options to unrelated SPP Participants, for the purposes of Listing Rule 7.1.

Pursuant to Resolutions 8 and 9, the Company is seeking Shareholder approval for the issue of an aggregate of up to 2,307,692 SPP Options to the Company's Directors, Mr

Lindsay Reed and Mr Paul McKenzie, in the amount of up to \$30,000 (for up to 1,153,846 Options), and up to \$30,000 (for up to 1,153,846 Options) respectively for the purposes of Listing Rule 10.11.

1.4 Use of funds

Proceeds from the Placement and SPP will ensure that the Company remains fully prepared for the anticipated debt-financing approvals and subsequent transition into full project execution with work to continue to finalise stage 1 construction activities. In addition, a portion of this targeted use of funds will provide working-capital flexibility to maintain operational continuity and ensure the Company can meet its strategic and regulatory obligations during the financing period.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 117,864,951 Shares at an issue price of \$0.026 per Share to raise \$3,064,488.

As set out in Section 1.1 above, 20,359,990 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 97,504,961 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

2.2 Listing Rules 7.1 and 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 12 month 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%. The Company obtained this approval at its annual general meeting held on 28 May 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 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 and so does not reduce 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.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Placement Participants who were identified through a bookbuild process, which involved Alpine Capital seeking expressions of interest from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	117,864,951 Placement Shares were issued on the following basis: (a) 20,359,990 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 97,504,961 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	11 December 2025.
Price or other consideration the Company received for the Securities	\$0.026 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT OPTIONS

3.1 General

As set out in Section 1.1 above, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 117,864,951 free attaching Placement Options to the Placement Participants. The Placement Options are exercisable at \$0.04 and expire on the date that is three (3) years from the date of issue. The terms and conditions of the Placement Options are set out in Schedule 1.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issue does not fit within any of the exceptions set out 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 date of the issue.

3.3 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 and so does not reduce 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.

3.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Placement Participants who were identified through a bookbuild process, which involved Alpine Capital seeking expressions of interest from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	<p>117,864,951 Placement Options were issued.</p> <p>The Placement Options were issued on the basis of one (1) free attaching Placement Option for each Placement Share subscribed for and issued under the Placement.</p>
Terms of Securities	<p>The Options were issued on the terms and conditions set out in Schedule 1.</p>
Date(s) on or by which the Securities were issued	<p>15 December 2025</p>
Price or other consideration the Company received for the Securities	<p>Nil per Placement Option as the Placement Options were issued free attaching with the Placement Shares on a 1:1 basis.</p>
Purpose of the issue, including the intended use of any funds raised by the issue	<p>Refer to Section 1.4 for details of the proposed use of funds.</p>
Summary of material terms of agreement to issue	<p>The Placement Options were not issued under an agreement.</p>
Voting Exclusion Statement	<p>A voting exclusion statement applies to this Resolution.</p>
Compliance	<p>The issue did not breach Listing Rule 7.1.</p>

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO ALPINE CAPITAL PTY LTD

4.1 General

As set out in Section 1.2 above, the Company engaged Alpine Capital as lead manager to the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 21,567,235 Options to Alpine Capital (or its nominees) as part consideration for lead manager services provided under the Placement.

The Options proposed to be issued Alpine Capital are on the same terms and conditions as the Placement Options, the terms of which are set out in Schedule 1.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to satisfy its obligations under the Mandate and may be required to renegotiate the payment terms of the Mandate or pay an amount in cash.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Alpine Capital (or its nominees).
Number of Securities and class to be issued	21,567,235 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for lead manager services provided by Alpine Capital.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Options to Alpine Capital (or its nominees) is to satisfy the Company's contractual obligations under the Mandate.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Options are being issued under the Mandate, a summary of the material terms of which is set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 5 AND 6 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – MR GRAEME ROBERTSON AND MR VALENTINE CHITALU

5.1 General

As set out in Section 1.1 above, two of the Company's current Directors, Mr Graeme Robertson and Mr Valentine Chitalu, wish to participate in the Placement for an aggregate of \$300,000 on the same terms as the Placement Participants.

Accordingly, Resolutions 5 and 6 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 11,538,462 Shares and 11,538,462 Options, comprising:

- (a) 7,692,308 Shares and 7,692,308 Options to Mr Robertson (or his nominees) pursuant to Resolution 5; and
- (b) 3,846,154 Shares and 3,846,154 Options to Mr Chitalu (or his nominees) pursuant to Resolution 6,

on the terms set out below.

5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients are a related party of the Company by virtue of being Directors.

For the purposes of Resolution 5, the Directors (other than Mr Robertson who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Robertson (or his nominees) on the same terms as Securities offered to the Placement Participants and as such the giving of the financial benefit is on arm's length terms.

For the purposes of Resolution 6, the Directors (other than Mr Chitalu who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Chitalu (or his nominees) on the same terms as Securities offered to the Placement Participants and as such the giving of the financial benefit is on arm's length terms.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;

- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.4. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised and the Company will not be able to raise the full amount under the Placement.

5.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued and categorisation under Listing Rule 10.11	The Securities will be issued to Mr Robertson and Mr Chitalu, who each fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Securities to be issued is 11,538,462 Shares and 11,538,462 Options, comprising: <ul style="list-style-type: none"> (a) 7,692,308 Shares and 7,692,308 Options to Mr Robertson (or his nominees) (the subject of Resolution 5); and (b) 3,846,154 Shares and 3,846,154 Options to Mr Chitalu (or his nominees) (the subject of Resolution 6).
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Shares will have an issue price of \$0.026, and the issue price of the Options will be nil, being the same issue price as the Shares and Options issued to the Placement Participants. The Company will not receive any other consideration for the issue of the Securities (other than in respect of funds received on exercise of the Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Placement is to raise capital, which the Company intends to use in the manner set out in Section 1.4.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

6. RESOLUTION 7 – APPROVAL TO ISSUE SPP OPTIONS

6.1 General

As set out in Section 1.3 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 38,461,538 SPP Options to SPP Participants.

The funds raised under the SPP will be used in the manner set out in Section 1.4 above.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	SPP Participants that have elected to participate in the SPP. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 38,461,538 SPP Options will be issued.
Terms of Securities	The SPP Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the SPP Options within 5 Business Days of the Meeting. In any event, the Company will not issue any SPP Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing

REQUIRED INFORMATION	DETAILS
	Rules).
Price or other consideration the Company will receive for the Securities	Nil per SPP Option as the SPP Options will be issued free attaching with the Shares issued under the SPP on a 1:1 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE SPP OPTIONS TO DIRECTORS – MR LINDSAY REED AND MR PAUL MCKENZIE

7.1 General

As set out in Section 1.3, these Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to an aggregate of up to 2,307,692 SPP Options to Mr Reed and Mr McKenzie (or their respective nominee(s)), comprising:

- (a) up to 1,153,846 SPP Options to Mr Reed (or his nominee) pursuant to Resolution 8; and
- (b) up to 1,153,846 SPP Options to Mr McKenzie (or his nominee) pursuant to Resolution 9.

These SPP Options are proposed to be issued as a result of the recipients' participation in the SPP, on the same terms as unrelated participants.

7.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

The issue constitutes giving a financial benefit and Mr Reed and Mr McKenzie are a related party of the Company by virtue of being Directors.

In respect of Resolution 8, the Directors (other than Mr Reed who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the SPP Options will be issued to Mr Reed (or his nominee(s)) on the same terms as SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit is on arm's length terms.

In respect of Resolution 9, the Directors (other than Mr McKenzie who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the SPP Options will be issued to Mr McKenzie (or his nominee(s)) on the same terms as SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit is on arm's length terms.

7.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is

not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue.

7.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued and categorisation under Listing Rule 10.11	The SPP Options will be issued to Mr Reed and Mr McKenzie, who each fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 2,307,692 SPP Options will be issued comprising: (a) up to 1,153,846 Options to Mr Reed (or his nominees) (the subject of Resolution 8); and (b) up to 1,153,846 Options to Mr McKenzie (or his nominees) (the subject of Resolution 9).
Terms of Securities	The SPP Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any SPP Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nil per Option as the SPP Options will be issued free attaching with the Shares on a 1:1 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

Alpine Capital means Alpine Capital Pty Ltd (ACN 155 409 653).

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

Chair means the chair of the Meeting.

Company means Minbos Resources Limited (ACN 141 175 493).

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel 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.

Mandate has the meaning given to that term in Section 1.2.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given to that term in Section 1.1.

Placement Options has the meaning given to that term in Section 1.1.

Placement Participants has the meaning given to that term in Section 1.1.

Placement Shares has the meaning given to that term in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

SPP has the meaning given to that term in Section 1.3.

SPP Options has the meaning given to that term in Section 1.3.

SPP Participants has the meaning given to that term in Section 1.3.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is 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**

Within five Business Days after the Exercise Date, 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 paragraph (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) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **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.

(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.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



Proxy Voting Form

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

Minbos Resources Limited | ABN 93 141 175 493

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 14 February 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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