

PTR MINERALS LIMITED
ACN 106 806 884

**NOTICE OF EXTRAORDINARY GENERAL
MEETING**

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Friday, 20 February 2026

Time of Meeting

9:30am (Adelaide time)

Place of Meeting

HLB Mann Judd

Level 1

169 Fullarton Road

DULWICH SA 5065

NOTICE OF EXTRAORDINARY GENERAL MEETING

PTR MINERALS LIMITED ACN 106 806 884

Notice is hereby given that the Extraordinary General Meeting of shareholders of PTR Minerals Limited (**Company**) will be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich, South Australia at 9:30am (Adelaide time) on Friday, 20 February 2026.

Ordinary Business

Resolution 1: Approval of Previous Issue of Placement Shares

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

'That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 46,800,000 fully paid ordinary shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.'

Resolution 2: Approval for Issue of Placement Shares to Mr Robert Sennitt

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and all other purposes, approval is given for the Company to issue up to 200,000 Shares to Mr Robert Sennitt (or his nominees) on the terms and conditions set out in the Explanatory Statement."

Resolution 3: Approval for Issue of Placement Shares to Mr Derek Carter

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and all other purposes, approval is given for the Company to issue up to 200,000 Shares to Mr Derek Carter (or his nominees) on the terms and conditions set out in the Explanatory Statement."

Resolution 4: Approval for Issue of Placement Shares to Mr Simon O'Loughlin

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and all other purposes, approval is given for the Company to issue up to 200,000 Shares to Mr Simon O'Loughlin (or his nominees) on the terms and conditions set out in the Explanatory Statement."

Resolution 5: Approval for Issue of Placement Shares to Mr Donald Stephens

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and all other purposes, approval is given for the Company to issue up to 200,000 Shares to Mr Donald Stephens (or his nominees) on the terms and conditions set out in the Explanatory Statement."

Resolution 6: Approval for Issue of Placement Shares to Mr Simon Taylor

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and all other purposes, approval is given for the Company to issue up to 400,000 Shares to Mr Simon Taylor (or his nominees) on the terms and conditions set out in the Explanatory Statement."

DATED 19 JANUARY 2026

**BY ORDER OF THE BOARD
PTR MINERALS LIMITED**

A handwritten signature in cursive script, appearing to read 'K Adams', written in black ink.

**KATELYN ADAMS
COMPANY SECRETARY**

NOTES:

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in both this Notice of Extraordinary General Meeting and the Explanatory Memorandum.

2. Voting Exclusion Statements

2.1 Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of persons who participated in the issue of shares, and associates of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
- For the purposes of the Corporations Act, a person appointed as a proxy must not

2.2 Resolutions 2, 3, 4, 5 and 6

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Mr Robert Sennitt, in favour of Resolution 3 by or on behalf of Mr Derek Carter, in favour of Resolution 4 by or on behalf of Mr Simon O'Loughlin, in favour of Resolution 5 by or on behalf of Mr Donald Stephens and in favour of Resolution 6 by or on behalf of Mr Simon Taylor (and their respective associates) and any other person who will obtain a material benefit as a result of the issue of the shares (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 a resolution by:

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

3. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a shareholder. If the shareholder is entitled to cast two or more votes at the Meeting the shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To record a valid vote, a shareholder will need to take the following steps:

- 3.1 cast the shareholder's vote online by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed proxy form; or
- 3.2 complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited:
 - (a) by post at the following address:

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001

OR
 - (b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- 3.3 for Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com,

so that it is received no later than 9:30 am (Adelaide time) on Wednesday, 18 February 2026.

The chair intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the chair may change his or her voting intention on any resolution, in which case an ASX announcement will be made.

4. **'Snap Shot' Time**

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Directors have determined that all shares of the Company that are quoted on ASX as at 7.00 pm (Sydney time) on Wednesday, 18 February 2026 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

5. **Corporate Representative**

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

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of shareholders of PTR Minerals Limited to be held on Friday, 20 February 2026. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolution proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 to 6.

1. **RESOLUTION 1: APPROVAL OF PREVIOUS ISSUE OF PLACEMENT SHARES**

On 2 December 2025, the Company announced a placement of 48,000,000 ordinary shares at an issue price of \$0.25 (25 cents) per share to raise \$12.0million. The Company issued 46,800,000 of these shares to non-related professional and sophisticated investors (**Issue**) on 8 December 2025 (**Issue Date**). The Directors have agreed to subscribe for the remaining 1,200,000 shares, subject to obtaining shareholder approval under Resolutions 2, 3, 4, 5 and 6.

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

Under ASX 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 approval from its members under ASX Listing Rule 7.1A at its 2025 annual general meeting.

The Issue does not fit within any of the exceptions to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the combined 25% limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX 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 ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

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 ASX Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.4.

If Resolution 1 is passed, the Issue will be excluded in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 1 is not passed, the Issue will be included in calculating the Company's combined 25% limit in ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

For the purpose of ASX Listing Rule 7.5 information regarding the Issue is provided as follows:

- (a) Taylor Collison and Argonaut Securities acted as lead managers to the placement. The allottees of the shares are professional and sophisticated investor applicants as determined by the lead manager following a review of the Company's share register and identification of potential new investors, and the running of a bookbuild process. Allocation was determined by prioritising existing shareholders and prospective long term holders.
- (b) 46,800,000 ordinary shares have been issued.
- (c) The shares were issued on 8 December 2025.
- (d) The shares were issued at \$0.25 (25 cents) each and raised \$11.7 million.
- (e) Funds raised from the issue of the shares will be used primarily to progress the next stage of study work at the Rosewood Titanium Project as well as further exploration drilling following continued exploration success at both Rosewood and the larger Muckanippie Heavy Mineral Project. At the date of drafting the Notice no material expenditure has been incurred in respect of the funds received.
- (f) A voting exclusion statement is included in respect of Resolution 1.

Resolution 1 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 1 and recommend that shareholders vote in favour of Resolution 1.

The chair intends to vote undirected proxies in favour of Resolution 1.

2. **RESOLUTIONS 2, 3, 4, 5, AND 6: ISSUE OF PLACEMENT SHARES TO DIRECTORS**

2.1 **Background**

On 2 December 2025, the Company announced a placement of 48,000,000 ordinary shares (**Placement Shares**) at \$0.25 (25 cents) per share to raise approximately \$12.0 million (**Placement**). The Company issued 46,800,000 Placement Shares to non-related professional and sophisticated investors on 8 December 2025.

The Directors have agreed to subscribe for 1,200,000 Placement Shares (**Related Party Shares**), subject to obtaining shareholder approval.

The number of Related Party Shares to be issued to each Director, subject to obtaining shareholder approval, is set out below:

Director	Number of Shares to be issued	Price per Share	Funds to be received by the Company
Robert Sennitt	200,000	\$0.25	\$50,000
Derek Carter	200,000	\$0.25	\$50,000
Simon O'Loughlin	200,000	\$0.25	\$50,000
Donald Stephens	200,000	\$0.25	\$50,000
Simon Taylor	400,000	\$0.25	\$100,000
	1,200,000		\$300,000

2.2 Chapter 2E of the Corporations Act

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 of the Related Party Shares constitutes the giving of a financial benefit, and each of the Directors to whom the Related Party Shares are proposed to be issued is a related party of the Company by virtue of being a Director.

As the Participation Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Participation Shares. Accordingly, Shareholder approval for the issue of the Participation Shares is sought in accordance with Chapter 2E of the Corporations Act.

2.3 ASX Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six 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;

- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in ASX 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 of the Related Party Shares falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of shareholders under ASX Listing Rule 10.11.

Resolutions 2, 3, 4, 5, and 6 seek the required shareholder approval to the issue of the Related Party Shares under and for the purposes of ASX Listing Rule 10.11.

If any of Resolutions 2, 3, 4, 5, and 6 is passed, the Company will be able to proceed with the issue of the Related Party Shares the subject of that resolution.

If any of Resolutions 2, 3, 4, 5, and 6 is not passed, the Company will not be able to proceed with the issue of the Related Party Shares the subject of that resolution.

2.4 **Technical information required by ASX Listing Rule 10.13 and Section 219 of the Corporations Act**

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of Related Party Shares pursuant to Resolutions 2, 3, 4, 5, and 6:

- (a) The Related Party Shares will be issued to Messrs Sennitt, Carter, O'Loughlin, Stephens and Taylor, or their respective nominees.
- (b) Each of Messrs Sennitt, Carter, O'Loughlin, Stephens and Taylor is a director of the Company and therefore a related party under ASX Listing Rule 10.11.1.
- (c) The number of fully paid ordinary shares to be issued is as follows:
 - (1) Mr Sennitt: 200,000 Shares for a value of \$50,000;
 - (2) Mr Carter: 200,000 Shares for a value of \$50,000;
 - (3) Mr O'Loughlin: 200,000 Shares for a value of \$50,000;
 - (4) Mr Stephens: 200,000 Shares for a value of \$50,000;
 - (5) Mr Taylor: 400,000 Shares for a value of \$100,000;
- (d) The maximum number of Related Party Shares to be issued is 1,200,000 (being the nature of financial benefit proposed to be given) and will be allocated in the proportions set out above.

- (e) The Related Party Shares will be fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing fully paid ordinary Shares.
- (f) The Related Party Shares will be granted no 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 ASX Listing Rules).
- (g) The Related Party Shares will be issued at an issue price of \$0.25 (25 cents) each and will raise \$300,000.
- (h) The purpose of the issue is to issue shares to the Directors, who wish to participate in the Placement. The purpose of the issue is not to remunerate or incentivise the Directors.
- (i) Funds raised from the issue of the shares will be used primarily to progress the next stage of study work at the Rosewood Titanium Project as well as further exploration drilling following continued exploration success at both Rosewood and the larger Muckanippie Heavy Mineral Project. At the date of drafting the Notice no material expenditure has been incurred in respect of the funds received.
- (j) The Directors will participate in the Placement on the same terms as the institutional, professional and sophisticated investors who took part in the Placement.
- (k) The Company does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Shares to the Directors upon the terms proposed.
- (l) the total remuneration package for each of the Directors in the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Director	Proposed remuneration financial year ended 30 June 2026 ^{1, 3}	Financial Year ended 30 June 2025 ^{1, 2, 4}
Derek Carter	67,200	115,998
Robert Sennitt	280,000 ⁵	62,387
Simon Taylor	44,800	83,878
Simon O'Loughlin	44,800	83,878
Donald Stephens	44,800	83,878

¹ Superannuation contributions are included in these figures. Superannuation payments were made at a rate of 11.0% until 30 June 2024 and at 11.5% from 1 July 2024 until 30 June 2025. From 1 July 2025 superannuation payments were made at a rate of 12%

² Mr Sennitt was appointed 1 May 2025

³ Excludes the value of any equity based incentive remuneration.

⁴ Includes equity based incentive remuneration in respect of FY25

⁵ Excludes any annual leave or long service leave accrued

- (m) The Company will not receive any other consideration in respect of the issue of Related Party Shares.
- (n) The Related Party Shares are not being issued under an agreement.
- (o) The relevant interests of the Directors in securities of the Company are set out below:

Director	Shares	Options	Performance Rights	Undiluted	Fully Diluted
Derek Carter ¹	4,659,311	750,000	-	4,659,311	5,409,311
Robert Sennitt ²	-	-	1,800,000	-	1,800,000
Simon Taylor ³	5,491,000	600,000	-	5,491,000	6,091,000
Simon O'Loughlin ⁴	6,334,980	600,000	-	6,334,980	6,934,980
Donald Stephens ⁵	5,680,876	600,000	-	5,680,876	6,280,876

¹ 448,000 Shares held Directly, remainder of Securities held Indirectly

² Securities Indirectly held

³ Securities Indirectly held

⁴ 226,063 Shares held Directly, remainder of Securities held Indirectly

⁵ Securities Indirectly held

- (p) If 1,200,000 Related Party Shares are issued pursuant to Resolutions 2 to 6, this will increase the number of Shares on issue from 393,414,770 (being the total number of Shares on issue at the date of drafting this Notice) to 394,614,770 (assuming that no further Shares are issued and no options or other convertible securities vest or are exercised) with the effect that the Shareholding of existing Shareholders will be diluted by an aggregate of 0.3%.
- (q) The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 2 to 6.
- (r) A voting exclusion statement is included for Resolutions 2 to 6 in the Notice.

Each of Resolutions 2, 3, 4, 5, and 6 is an ordinary resolution.

Each Director has a material personal interest in the outcome of resolutions 2 to 6 on the basis that all of the Directors (or their nominees) are to be issued Shares should Resolutions 2 to 6 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 2 to 6 of this Notice.

The Chair intends to vote undirected proxies in favour of each of Resolutions 2, 3, 4, 5, and 6.

3. GLOSSARY

In this Explanatory Memorandum and Notice of Extraordinary General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

10% Placement Facility has the meaning given in section 7.1;

10% Placement Period has the meaning given in section 7.2(f);

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the listing rules of ASX;

Board means the board of directors of the Company;

Closely Related Party of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed as such by the *Corporations Regulations 2001* (Cth);

Company means PTR Minerals Limited ACN 106 806 884;

Constitution means the existing constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

Equity Securities has the same meaning as in the ASX Listing Rules;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company);

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of extraordinary general meeting to which this Explanatory Memorandum is attached;

Trading Day means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules; and

VWAP means volume weighted average market price.



PTR
MINERALS

PTR MINERALS LTD
ACN 106 806 884

PTR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (ACDT) on Wednesday, 18 February 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PTR Minerals Ltd hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of PTR Minerals Ltd to be held at HLB Mann Judd, Level 1, 169 Fullarton Road, Dulwich, SA 5065 on Friday, 20 February 2026 at 9:30am (ACDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval of Previous Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval for Issue of Placement Shares to Mr Robert Sennitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for Issue of Placement Shares to Mr Derek Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval for Issue of Placement Shares to Mr Simon O'Loughlin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval for Issue of Placement Shares to Mr Donald Stephens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval for Issue of Placement Shares to Mr Simon Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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