
MINBOS RESOURCES LIMITED

ACN 141 175 493

ADDENDUM TO NOTICE OF GENERAL MEETING

Minbos Resources Limited (ACN 141 175 493) (**Company**) gives notice to Shareholders that, in relation to the Notice of General Meeting dated 15 January 2026 (**Notice**) in respect of the Company's general meeting of members to be held at 10.00am (Perth time) on Monday, 16 February 2026 (**Meeting**), the Directors have resolved to include a new Resolution 10 within the Notice (**Additional Resolution**), amend Sections 1 and 7 within the Explanatory Statement and include an additional Voting Exclusion Statement for Resolution 10, as set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to cast a vote for the Additional Resolution, **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 9 or vote on the Additional Resolution, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 9 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolution.**
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

Enquiries

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

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Resolution:

10. RESOLUTION 10 – APPROVAL TO ISSUE SPP OPTIONS TO DIRECTOR – 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 up to 1,153,846 Options to Mr Graeme Robertson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

SUPPLEMENTARY VOTING EXCLUSION STATEMENT

The voting exclusion statements of the Notice is amended by including the following voting exclusion statement:

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 10 – Approval to issue SPP Options to Director – 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. |
|--|---|

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

- (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) 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.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by amending Sections 1 and 7:

1. BACKGROUND TO RESOLUTIONS 1 TO 10

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 to 10, the Company is seeking Shareholder approval for the issue of an aggregate of up to 3,461,538 SPP Options to the Company's Directors, Mr Lindsay Reed, Mr Paul McKenzie and Mr Graeme Robertson, in the amount of up to \$30,000 each (for up to 1,153,846 Options each) 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.

7. RESOLUTIONS 8 TO 10 – APPROVAL TO ISSUE SPP OPTIONS TO DIRECTORS – MR LINDSAY REED, MR PAUL MCKENZIE AND MR GRAEME ROBERTSON

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 3,461,538 SPP Options to Mr Reed, Mr McKenzie and Mr Robertson (or their respective nominee(s)), comprising:

- (a) up to 1,153,846 SPP Options to Mr Reed (or his nominee) pursuant to Resolution 8;
- (b) up to 1,153,846 SPP Options to Mr McKenzie (or his nominee) pursuant to Resolution 9; and
- (c) up to 1,153,846 SPP Options to Mr Robertson (or his nominee) pursuant to Resolution 10.

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, Mr McKenzie and Mr Robertson 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.

In respect of Resolution 10, the Directors (other than Mr Robertson who has a material personal interest in Resolution 10) 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 Robertson (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, Mr McKenzie and Mr Robertson, 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 3,461,538 SPP Options will be issued comprising: <ul style="list-style-type: none"> (a) up to 1,153,846 Options to Mr Reed (or his nominees) (the subject of Resolution 8); (a) up to 1,153,846 Options to Mr McKenzie (or his nominees) (the subject of Resolution 9); and (b) up to 1,153,846 Options to Mr Robertson (or his nominees) (the subject of Resolution 10). |
| 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 these Resolutions. |



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.



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