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## **ORE RESOURCES LIMITED**

### **ACN 148 966 545**

## **ADDENDUM TO NOTICE OF GENERAL MEETING**

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Ore Resources Limited (ACN 148 966 545) (**Company**) gives notice to Shareholders that, in relation to the Notice of General Meeting dated 16 January 2026 (**Notice**) in respect of the Company's general meeting of members to be held at 10:00 AM (WST) on Monday, 23 February 2026 (**Meeting**), the Directors have resolved to include two new Resolutions 11 and 12 within the Notice (**Additional Resolutions**), additional Sections 9 and 10 within the Explanatory Statement and additional defined terms within the Glossary 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 votes for the Additional Resolutions 11 and 12, **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 vote on the Additional Resolutions, 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 10 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 Resolutions**.
- (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 6383 7817.

## Voting Exclusion Statements

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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:

<b>Resolution 11 – Approval to issue Shares to Complete Prospecting</b>	Complete Prospecting (or its nominee(s)) 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).
<b>Resolution 12 – Approval to issue Shares to George Main</b>	George Main (or his nominee(s)) 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).

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.

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## SUPPLEMENTARY BUSINESS OF THE MEETING

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### The agenda of the Notice is amended by including the following Resolutions:

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#### 1. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO COMPLETE PROSPECTING

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 that number of Shares that, when multiplied by the Deemed Issue Price, equals \$500,000 to Complete Prospecting Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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#### 2. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO GEORGE MAIN

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 that number of Shares that, when multiplied by the Deemed Issue Price, equals \$100,000 to George Main (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

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## SUPPLEMENTARY EXPLANATORY STATEMENT

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**The Explanatory Statement is supplemented by including the following Section:**

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### 9. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO COMPLETE PROSPECTING

#### 9.1 Background

On 5 February 2026, the Company announced that it had entered into a binding tenement sale agreement with Complete Prospecting Pty Ltd (ACN 643 083 354) (**Complete Prospecting**) pursuant to which the Company's wholly owned subsidiary, Ore Resource Co Pty Ltd (ACN 686 309 848), will acquire the tenements and tenement applications that comprise the Mt Monger Project from Complete Prospecting, as detailed in Schedule 1 (**Mt Monger Acquisition Agreement**).

As consideration for the acquisition, the Company has agreed to pay Complete Prospecting:

- (a) at settlement:
  - (i) a cash payment of \$300,000; and
  - (ii) subject to Shareholder approval, \$500,000 worth of fully paid ordinary shares in the capital of the Company at a deemed issue price equal to the 5-day volume weighted average price of shares as traded on the ASX immediately prior to the date of issue (**Deemed Issue Price**). The consideration shares will be subject to voluntary escrow for a period of six months from their date of issue.
  
- (b) the following deferred milestone payments:
  - (i) \$100,000 on satisfaction of the following milestone:

Achievement of a Measured, Indicated or Inferred Mineral Resource by Complete Prospecting not less than 50,000 ounces of gold across one or more of the tenements, estimated and reported by a Competent Person in accordance with the JORC Code (as in force from time to time, and including any replacement or amended edition), using a cutoff grade of not less than 1 gram of gold per tonne (1 g/t Au).
  - (ii) \$200,000 on satisfaction of the following milestone:

Achievement of a Measured, Indicated or Inferred Mineral Resource by Complete Prospecting of not less than 200,000 ounces of gold across one or more of the tenements, estimated and reported by a Competent Person in accordance with the JORC Code (as in force from time to time, and including any replacement or amended edition), using a cutoff grade of not less than 1 gram of gold per tonne (1 g/t Au).
  - (iii) \$300,000 on satisfaction of the following milestone:

Achievement of a Measured, Indicated or Inferred Mineral Resource by Complete Prospecting of not less than 500,000 ounces of gold across one or more of the tenements, estimated

and reported by a Competent Person in accordance with the JORC Code (as in force from time to time, and including any replacement or amended edition), using a cutoff grade of not less than 1 gram of gold per tonne (1 g/t Au).

Settlement is conditional on receipt of any necessary shareholder, regulatory or third-party consents and/or approvals, including approval of this Resolution.

With respect to any tenement that remains a pending application as at settlement, upon grant of the applicable tenement, the Company grants Complete Prospecting a non-exclusive section 118A Mining Act 1978 (WA) authorisation to metal detect and hand-recover surface gold for a period of 12 months (extendable by agreement up to 24 months), subject to compliance with laws, access/heritage and safety requirements.

The Mt Monger Acquisition Agreement otherwise contains terms and conditions considered standard for an agreement of its type.

## **9.2 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of that number of Shares that, when multiplied by the Deemed Issue Price, equals \$500,000 to Complete Prospecting (or its nominee(s)) as consideration for the Mt Monger Project.

## **9.3 Listing Rule 7.1**

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

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.

## **9.4 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 the Resolution is not passed, the Company will be unable to proceed with the issue. Consequently, the Company will be unable to satisfy the relevant condition precedent to settlement, which may entitle a party to terminate the agreement unless the parties agree an alternative form of consideration.

## 9.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Complete Prospecting (or its nominee(s)).
<b>Number of Securities and class to be issued</b>	That number of Shares that, when multiplied by the Deemed Issue Price, equals \$500,000. By way of example, if the Deemed Issue Price were equal to the closing price of Shares as at 2 February 2026 (being \$0.063), a total of 7,936,508 Shares would be issued.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities at settlement of the acquisition. In any event, the Company will not issue any Securities 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued at the Deemed Issue Price, as consideration for the acquisition of the Mt Monger Project.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Mt Monger Acquisition Agreement.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued under the Mt Monger Acquisition Agreement, a summary of the material terms of which is set out in Section 9.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 10. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO GEORGE MAIN

### 10.1 Background

On 6 February 2026, the Company announced that it had entered into a binding tenement sale agreement with George Main pursuant to which the Company's wholly owned subsidiary, Coolgardie Nickel Pty Ltd (ACN 659 454 261), will acquire mining licence M15/11 from George Main (**Tenement Acquisition Agreement**).

As consideration for the acquisition, the Company has agreed to issue George Main, subject to Shareholder approval, \$100,000 worth of fully paid ordinary shares in the capital of the Company at the Deemed Issue Price.

The Shares to be issued to George Main under the Tenement Acquisition Agreement are subject to voluntary escrow for a period of six months from the date of issue.

Settlement is conditional on receipt of any necessary shareholder, regulatory or third-party consents and/or approvals, including approval of this Resolution.

The Tenement Acquisition Agreement otherwise contains terms and conditions considered standard for an agreement of its type.

## 10.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of that number of Shares that, when multiplied by the Deemed Issue Price, equals \$100,000 to George Main (or his nominee(s)) as consideration for the acquisition.

## 10.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.3 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.

## 10.4 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 the Resolution is not passed, the Company will be unable to proceed with the issue. Consequently, the Company will be unable to satisfy the relevant condition precedent to settlement, which may entitle a party to terminate the agreement unless the parties agree an alternative form of consideration.

## 10.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	George Main (or his nominee(s)).
<b>Number of Securities and class to be issued</b>	That number of Shares that, when multiplied by the Deemed Issue Price, equals \$100,000. By way of example, if the Deemed Issue Price were equal to the closing price of Shares as at 2 February 2026 (being \$0.063), a total of 1,587,302 Shares would be issued.

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities will be issued</b>	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 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued at the Deemed Issue Price, as consideration for the acquisition.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Tenement Acquisition Agreement.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued under the Tenement Acquisition Agreement, a summary of the material terms of which is set out in Section 10.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**Complete Prospecting** means Complete Prospecting Pty Ltd (ACN 643 083 354).

**Deemed Issue Price** has the meaning given in Section (a)(ii).

**Mt Monger Acquisition Agreement** has the meaning given in Section 9.1.

**Tenement Acquisition Agreement** has the meaning given in Section 10.1.

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**SCHEDULE 1**

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<b>TENEMENT</b>	<b>HOLDER</b>	<b>STATUS</b>
P25/2825	Complete Prospecting Pty Ltd	Pending
P25/2829	Complete Prospecting Pty Ltd	Live
P25/2835	Complete Prospecting Pty Ltd	Live
P25/2836	Complete Prospecting Pty Ltd	Live
P25/2840	Complete Prospecting Pty Ltd	Live
P25/2877	Complete Prospecting Pty Ltd	Pending
P25/2878	Complete Prospecting Pty Ltd	Pending
P26/4764	Complete Prospecting Pty Ltd	Live
P26/4779	Complete Prospecting Pty Ltd	Live
P26/4780	Complete Prospecting Pty Ltd	Live
P26/4781	Complete Prospecting Pty Ltd	Live
P26/4782	Complete Prospecting Pty Ltd	Live
P26/4783	Complete Prospecting Pty Ltd	Live
P26/4784	Complete Prospecting Pty Ltd	Live
P26/4785	Complete Prospecting Pty Ltd	Live
P26/4786	Complete Prospecting Pty Ltd	Live
P26/4787	Complete Prospecting Pty Ltd	Live
P26/4788	Complete Prospecting Pty Ltd	Live
P26/4793	Complete Prospecting Pty Ltd	Live
P26/4794	Complete Prospecting Pty Ltd	Live
P26/4795	Complete Prospecting Pty Ltd	Live
P26/4796	Complete Prospecting Pty Ltd	Live
P26/4797	Complete Prospecting Pty Ltd	Live
P26/4818	Complete Prospecting Pty Ltd	Live
P26/4819	Complete Prospecting Pty Ltd	Live
P26/4820	Complete Prospecting Pty Ltd	Live
P26/4840	Complete Prospecting Pty Ltd	Pending
P26/4841	Complete Prospecting Pty Ltd	Pending
P26/4844	Complete Prospecting Pty Ltd	Pending

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 21 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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