



Catalina
Resources

Catalina Resources Ltd

(ACN 130 618 683)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Tuesday, 10 March 2026

11:00 am AWST

To be held at

**Level 2, 7 Havelock Street
West Perth WA 6005**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF MEETING

Notice is given that a General Meeting of Shareholders of Catalina Resources Ltd (ACN 130 618 683) (**Company**) will be held at Level 2, 7 Havelock Street, West Perth WA 6005 on Tuesday, 10 March 2026 commencing at 11:00 am AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm AWST on Sunday, 8 March 2026.

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

AGENDA

1. Resolution 1 – Ratification of prior issue of Placement Shares (ASX Listing Rule 7.1)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,246,376 Placement Shares issued pursuant to the Company’s capacity under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, NewCam Minerals Pty Ltd (and/or its nominees)); or
- (a) any Associate of that person or those persons.

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

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

2. Resolution 2 – Ratification of prior issue of Auric Shares (ASX Listing Rule 7.1)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,211,621 Auric Shares issued pursuant to the Company’s capacity under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Vendors (and/ or their respective nominees)); or
- (b) any Associate of that person or those persons.

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

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

3. Resolution 3 – Ratification of prior issue of Facilitation Shares (ASX Listing Rule 7.1)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,019,369 Facilitation Shares issued pursuant to the Company’s capacity under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Pareto Capital Pty Ltd (and/or its nominees)); or
- (b) any Associate of that person or those persons.

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

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

4. Resolution 4 – Ratification of prior issue of Lease Shares (ASX Listing Rule 7.1)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 726,979 Lease Shares issued pursuant to the Company’s capacity under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Pareto Nominees Pty Ltd (and/or its nominees)); or
- (b) any Associate of that person or those persons.

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

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

5. Resolution 5 – Approval to issue Consideration Shares

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 13,831,010 Consideration Shares to Forrestania Resources Limited (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Forrestania Resources Limited (and/or its nominees)); or
- (b) an Associate of that person (or those persons).

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

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

6. Resolutions 6(a), 6(b) and 6(c) – Approval to issue Consideration Options

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue to Forrestania Resources Limited (and/or its nominees):

- (a) up to 6,915,505 Class A Consideration Options;*
- (b) up to 9,681,707 Class B Consideration Options; and*
- (c) up to 4,149,303 Class C Consideration Options,*

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

Voting Exclusion Statement

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

- (a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Forrestania Resources Limited (and/or its nominees)); or
- (b) an Associate of that person (or those persons).

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

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

Dated 9 February 2026

BY ORDER OF THE BOARD

Johnathon Busing
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at Level 2, 7 Havelock Street, West Perth WA 6005 on Tuesday, 10 March 2026 commencing at 11:00 am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting by attending in person, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend in person and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

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

2.3 Submit your Proxy Vote

Online (preferred option)

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

By Paper

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

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

BY MAIL	By post to Automic Group, GPO Box 5193, Sydney NSW 2001
BY EMAIL	meetings@automicgroup.com.au

3. Resolution 1 – Ratification of prior issue of Placement Shares (ASX Listing Rule 7.1)

3.1 General

On 13 January 2026, the Company announced (among other things) that it will undertake a placement (**Placement**) with NewCam Minerals Pty Ltd (**Placement Participant**) to raise approximately \$500,000 (before costs) through the issue of 7,246,376 fully paid ordinary shares at an issue price of \$0.069 per Share (**Placement Shares**), using the Company's ASX Listing Rule 7.1 capacity.

The Company issued the 7,246,376 Placement Shares to the Placement Participant (and/or its nominees) on 23 January 2026 pursuant to the Company's ASX Listing Rule 7.1 placement capacity. The issue of the Placement Shares did not breach the Company's capacity under ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 7,246,376 Placement Shares

3.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions which are contained in ASX Listing Rule 7.2 (which do not apply in the circumstance of this Resolution), 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.

The issue of the Placement Shares do not fit within any of the exceptions in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, 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 of the Placement Shares.

3.3 ASX Listing Rule 7.4

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 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 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 ratify the issue of the Placement Shares under and for the purposes of ASX Listing Rule 7.4.

3.4 Technical information required by ASX Listing Rule 14.1A

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

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

3.5 Technical information required by ASX Listing Rule 7.5

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

- (a) the Placement Shares were issued to Newcam Minerals Pty Ltd (and/or its nominees), who is not a related party of the Company;
- (b) a total of 7,246,376 Placement Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 23 January 2026;
- (e) the Placement Shares were issued at an issue price of \$0.069 per Placement Share;
- (f) the purpose of the issue of the Placement Shares was to raise approximately \$500,000 (before costs). The funds raised from the Placement are to be applied towards strengthening the Company's balance sheet and supporting near-term exploration activities;
- (g) the Placement Shares were not issued under an agreement; and.
- (h) a voting exclusion statement is included in Resolution 1 of this Notice.

3.6 Board Recommendation

The Directors of the Company believe Resolution 1 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour. The Chair intends to vote all undirected proxies in favour of Resolution 1.

4. Resolution 2 – Ratification of prior issue of Auric Shares (ASX Listing Rule 7.1)

4.1 General

On 13 January 2026, the Company announced that it executed a binding agreement (**Auric North Agreement**) to acquire 100% of the issued share capital in Auric North Pty Ltd (**Auric North**) from the shareholders of Auric North (**Vendors**). Auric North is the holder of five exploration licences and one prospecting license in the Mid-West region.

A summary of the material terms of the Auric North Agreement are as follows:

- (a) (Option): The Vendors agree to grant to the Company an option to acquire 100% of the issued share capital of Auric North.
- (b) (Consideration): The Company agrees to pay the following consideration:
 - (i) a non-refundable option fee of \$5,000;
 - (ii) if the Company wishes to extend the option period, a non-refundable option extension fee of \$10,000;

- (iii) fully paid ordinary shares in the Company to the value of \$75,000, calculated based on the Company's 20-day VWAP immediately preceding the date of the announcement to the ASX by the Company (**Auric Shares**); and
- (iv) \$45,000 in cash.
- (c) (Royalty): the Company agrees to the assignment from Auric North any royalties that exist at settlement, and to issue a 0.5% net smelter return on any tenements that do not currently have a royalty.
- (d) (Condition Precedent): the Auric North Agreement is subject to the parties obtaining all necessary regulatory, shareholder or third-party consents and/or approvals required to lawfully complete the transaction.

The Auric North Agreement otherwise contains terms considered customary for a transaction of this nature.

On 23 January 2026, the Company issued 1,211,621 Auric Shares to the Vendors pursuant to the Company's ASX Listing Rule 7.1 placement capacity, at approximately \$0.0619 per Auric Share. The issue of the Auric Shares did not breach the Company's capacity under ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Auric Shares.

4.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Sections 3.2 and 3.3 respectively.

The Auric Shares do not fit within any of the exceptions in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, 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.

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 2 seeks Shareholder approval to subsequently ratify the issue of the Auric Shares under and for the purposes of ASX Listing Rule 7.4.

4.3 Technical information required by ASX Listing Rule 14.1A

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

If Resolution 2 is not passed, the Auric Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

4.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Auric Shares were issued to the Vendors (and/or their respective nominees), being shareholders of Auric North, in proportion to their shareholding in Auric North;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Vendors are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) a total of 1,211,621 Auric Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1;
- (d) the Auric Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Auric Shares were issued on 23 January 2026;
- (f) the Auric Shares were issued at a deemed issue price of \$0.0619 per Auric Share, being the 20-day VWAP of the Company's Shares immediately preceding and including 12 January 2026;
- (g) the Auric Shares were issued to satisfy the Company's obligations under the Auric North Agreement;
- (h) the Auric Shares were issued pursuant to the Auric North Agreement. A summary of the Auric North Agreement is set out in Section 4.1 above; and
- (i) a voting exclusion statement is included in Resolution 2 of this Notice.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour. The Chair intends to vote all undirected proxies in favour of Resolution 2.

5. Resolution 3 – Ratification of prior issue of Facilitation Shares (ASX Listing Rule 7.1)

5.1 Background

On 13 January 2026, the Company announced that it will pay a facilitation fee of \$125,000 in fully paid ordinary shares, based on the 20-day VWAP immediately preceding the date of the announcement to the ASX by the Company, to Pareto Capital Pty Ltd (and/or its nominees) for the facilitation of the acquisition of Auric North (**Facilitation Shares**), pursuant to an agreement with Pareto Capital Pty Ltd (**Introduction Agreement**). A summary of the material terms of the Introduction Agreement is as follows:

- (a) (Introduction): Pareto Capital Pty Ltd introduced the acquisition of 100% of the issued capital of Auric North to the Company.
- (b) (Fee): The Company agrees to pay to Pareto Capital Pty Ltd a facilitation fee of \$125,000 in Facilitation Shares, using the same methodology for the calculation of the Auric Shares, being the Company's 20-day VWAP immediately preceding the date of the announcement to the ASX by the Company.

The Introduction Agreement otherwise contains terms considered customary for a transaction of this nature.

On 23 January 2026, the Company issued 2,019,369 Facilitation Shares to Pareto Capital Pty Ltd (and/or its nominees) at a deemed issued price of \$0.0619 per Facilitation Share pursuant to its ASX Listing Rule 7.1 placement capacity. The issue of the Facilitation Shares did not breach the Company's capacity under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Facilitation Shares.

5.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Sections 3.2 and 3.3 respectively.

The Facilitation Shares do not fit within any of the exceptions in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, 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.

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 3 seeks Shareholder approval to subsequently ratify the issue of the Facilitation Shares under and for the purposes of ASX Listing Rule 7.4.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Facilitation Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 3 is not passed, the Facilitation Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

5.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the Facilitation Shares were issued to Pareto Capital Pty Ltd (and/or its nominees), who is not a related party of the Company;
- (b) a total of 2,019,369 Facilitation Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1;
- (c) the Facilitation Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Facilitation Shares were issued on 23 January 2026;
- (e) the Facilitation Shares were issued at a deemed issue price of \$0.0619 per Facilitation Share, being the 20-day VWAP of the Company's Shares immediately preceding and including 12 January 2026;
- (f) the Facilitation Shares were issued to satisfy the Company's obligations under the Introduction Agreement;

- (g) the Facilitation Shares were issued pursuant to the Introduction Agreement. A summary of the material terms of the Introduction Agreement is set out in Section 5.1; and
- (h) a voting exclusion statement is included in Resolution 3 of this Notice.

5.5 Board Recommendation

The Directors of the Company believe Resolution 3 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour. The Chair intends to vote all undirected proxies in favour of Resolution 3.

6. Resolution 4 – Ratification of prior issue of Lease Shares (ASX Listing Rule 7.1)

6.1 Background

On or about 13 January 2026, the Company entered into a lease agreement with Pareto Nominees Pty Ltd to lease the property at Unit 1, 65 Edward Street, Osborne Park WA 6017 (**Lease Agreement**).

A summary of the material terms of the Lease Agreement are as follows:

- (a) (Lease): Pareto Nominees Pty Ltd agrees to lease to the Company the property at Unit 1, 65 Edward Street, Osborne Park WA 6017.
- (b) (Term): The initial lease term is three (3) years, with an option to extend for a further two (2) terms of three (3) years.
- (c) (Rent):
 - (i) The initial rent is \$60,000 per annum as follows:
 - (A) \$45,000 in cash, payable monthly in advance by monthly instalments of \$3,750; and
 - (B) \$15,000 in fully paid ordinary shares of the Company, to be issued as a lumpsum for the three (3) year term (totalling \$45,000 in Shares over the three (3) year term of the Lease Agreement) (**Lease Shares**).
 - (ii) The annual rent review is 3% and in the event that the Company exercises its option to extend the Lease Agreement, the rent review will be the greater of 3% or the market review. 75% of the rent will be payable in cash, while the remaining 25% will be paid via fully paid ordinary shares. The Company will issue that number of Lease Shares equal to 25% of the total rent payable for that three (3) year period.

The Lease Agreement otherwise contains terms considered customary for a transaction of this nature.

On 23 January 2026, the Company issued 726,979 Lease Shares to Pareto Nominees Pty Ltd (and/or its nominees) at a deemed issue price of \$0.0619 per Lease Share. The issue of the Lease Shares did not breach the Company's capacity under ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Lease Shares.

6.2 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Sections 3.2 and 3.3 respectively.

The Lease Shares do not fit within any of the exceptions in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, 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.

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 4 seeks Shareholder approval to subsequently ratify the issue of the Lease Shares under and for the purposes of ASX Listing Rule 7.4.

6.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Lease Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 4 is not passed, the Lease Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

6.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) the Lease Shares were issued to Pareto Nominees Pty Ltd (and/or its nominees), who is not a related party of the Company;
- (b) a total of 726,979 Lease Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1;
- (c) the Lease Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Lease Shares were issued on 23 January 2026;
- (e) the Lease Shares were issued at a deemed issue price of \$0.0619 per Lease Share, being the 20-day VWAP of the Company's Shares immediately preceding and including 12 January 2026;
- (f) the Lease Shares were issued to satisfy the Company's obligations under the Lease Agreement;
- (g) the Lease Shares were issued pursuant to the Lease Agreement. A summary of the material terms of the Lease Agreement is set out in Section 6.1 above; and
- (h) a voting exclusion statement is included in Resolution 4 of this Notice.

6.5 Board Recommendation

The Directors of the Company believe Resolution 4 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour. The Chair intends to vote all undirected proxies in favour of Resolution 4.

7. Resolution 5 – Approval to issue Consideration Shares

7.1 Background

On 13 January 2026, the Company announced the acquisition of the Breakaway Dam Copper Project from Forrestania Resources Limited (ASX:FRS) (**Forrestania**) and the divestment of its Laverton Project under a binding agreement with Forrestania (**Asset Swap Agreement**).

A summary of the material terms of the Asset Swap Agreement are as follows:

- (a) (Sale Asset Swap): the Company agrees to transfer all of its rights, title and interest in the tenements comprising the Laverton Project (ie E38/3697, E38/3698 and E38/3847) and Forrestania agrees to transfer all of its rights, title and interest in the Breakaway Dam Copper Project (E29/1037) to the Company (**Asset Swap**).
- (b) (Consideration): the Company agrees to transfer the following securities to Forrestania:
 - (i) 13,831,010 fully paid ordinary shares in the Company at a deemed issue price of \$0.069 per Share (**Consideration Shares**); and
 - (ii) a total of up to 20,746,515 Options (**Consideration Options**) as follows:
 - (A) 6,915,505 Options exercisable at \$0.115 on or before 22 May 2027 (**Class A Consideration Options**);
 - (B) 9,681,707 Options exercisable at \$0.23 on or before the date that is three (3) years from the date of issue (**Class B Consideration Options**); and
 - (C) 4,149,303 Options exercisable at \$0.345 on or before the date that is three (3) years from the date of issue (**Class C Consideration Options**).
- (c) (Condition Precedent): the Asset Swap Agreement is subject upon the satisfaction (or waiver) of the following conditions precedent:
 - (i) the parties completing their respective legal and financial due diligence on the Laverton Project and the Breakaway Dam Copper Project (as the case may be) to their satisfaction; and
 - (ii) the parties obtaining all necessary regulatory, shareholder and third party approvals necessary to lawfully complete the Asset Swap, including but not limited to the Company obtaining shareholder approval for the issue of the Consideration Shares and the Consideration Options, and any necessary deeds of assignment and assumptions.

The Asset Swap Agreement otherwise contains terms considered customary for a transaction of this nature.

Resolution 5 seeks Shareholder approval to issue up to 13,831,010 Consideration Shares to Forrestania.

Resolution 5 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

7.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.2.

The issue of the Consideration Shares falls within exception 17 of ASX Listing Rule 7.2, as the Asset Swap Agreement notes the issue of the Consideration Shares is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Consideration Shares.

7.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 5 is passed (and all the Acquisition Resolutions are passed by Shareholders), the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Company thus cannot proceed with the Asset Swap as it is a condition precedent that the Company obtains the necessary Shareholder approval to complete the Asset Swap.

7.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Consideration Shares will be issued to Forrestania Resources Limited (and/or its nominees);
- (b) 13,831,010 Consideration Shares will be issued;
- (c) the Consideration Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (d) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Consideration Shares will be issued at a deemed issue price of \$0.069 per Consideration Share;
- (f) the Consideration Shares will be issued for the purpose of satisfying the Company's obligation under the Asset Swap Agreement;
- (g) the Consideration Shares will be issued pursuant to the Asset Swap Agreement. A summary of the Asset Swap Agreement is set out above in Section 7.1;
- (h) the Consideration Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in this Notice in respect of Resolution 5.

7.5 Board Recommendation

The Directors of the Company believe Resolution 5 is in the best interests of the Company and its Shareholders and recommend that the Shareholders vote in favour. The Chair intends to vote all undirected proxies in favour of Resolution 5.

8. Resolutions 6(a), 6(b) and 6(c) – Approval to issue Consideration Options

8.1 General

As set out in Section 7.1 above, the Company must seek Shareholder approval to issue the Consideration Options to Forresteria pursuant to the Asset Swap Agreement.

Accordingly, Resolutions 6(a)–6(c) seek Shareholder approval for the issue of:

- (a) up to 6,915,505 Class A Consideration Options (being the subject of Resolution 6(a));
- (b) up to 9,681,707 Class B Consideration Options (being the subject of Resolution 6(b)); and
- (c) up to 4,149,303 Class C Consideration Options (being the subject of Resolution 6(c)).

Resolutions 6(a)–6(c) are subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

8.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.2.

The issue of the Consideration Options falls within exception 17 of ASX Listing Rule 7.2, as the Asset Swap Agreement notes the issue of the Consideration Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Consideration Options.

8.3 Technical information required by ASX Listing Rule 14.1A

If Resolutions 6(a) – 6(c) are passed (and all the Acquisition Resolutions are passed by Shareholders), the Company will be able to proceed with the issue of the Consideration Options. In addition, the issue of the Consideration Options will be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 6(a) – 6(c) are not passed, the Company will not be able to proceed with the issue of the Consideration Options and the Company thus cannot proceed with the Asset Swap as it is a condition precedent that the Company obtains the necessary Shareholder approval to complete the Asset Swap.

8.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 6(a) – 6(c):

- (a) the Consideration Options will be issued to Forresteria Resources Limited (and/or its nominees);

- (b) a total of up to 20,746,515 Consideration Options will be issued as follows:
 - (i) 6,915,505 Class A Consideration Options (the subject of Resolution 6(a));
 - (ii) 9,681,707 Class B Consideration Options (the subject of Resolution 6(b)); and
 - (iii) 4,149,303 Class C Consideration Options (the subject of Resolution 6(c));
- (c) the Class A Consideration Options will be issued on the terms set out in Schedule 2, the Class B Consideration Options will be issued on the terms set out in Schedule 3 and the Class C Consideration Options will be issued on the terms set out in Schedule 4;
- (d) the Consideration Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Consideration Options will be issued at nil issue price;
- (f) the Consideration Options will be issued for the purpose of satisfying the Company's obligation under the Asset Swap Agreement;
- (g) the Consideration Options will be issued pursuant to the Asset Swap Agreement. A summary of the Asset Swap Agreement is set out above in Section 7.1;
- (h) the Consideration Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in this Notice in respect of Resolutions 6(a) – 6(c).

8.5 Board Recommendation

The Directors of the Company believe Resolutions 6(a) – 6(c) are in the best interests of the Company and its Shareholders and recommend that the Shareholders vote in favour. The Chair intends to vote all undirected proxies in favour of Resolutions 6(a) – 6(c).

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition Resolutions means collectively, Resolution 5, Resolution 6(a), Resolution 6(b) and Resolution 6(c).

Asset Swap has the meaning given in Section 7.1.

Asset Swap Agreement has the meaning given in Section 7.1.

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

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

ASX Listing Rules means the ASX Listing Rules of ASX.

Auric North has the meaning given in Section 4.1.

Auric North Agreement has the meaning given in Section 4.1.

Auric Shares has the meaning given in Section 4.1.

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

Board means the board of Directors.

Business Day means:

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

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

Class A Consideration Options has the meaning given in Section 7.1.

Class B Consideration Options has the meaning given in Section 7.1.

Class C Consideration Options has the meaning given in Section 7.1.

Closely Related Party means:

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

Company means Catalina Resources Ltd (ACN 130 618 683).

Consideration Options has the meaning given in Section 7.1.

Consideration Shares has the meaning given in Section 7.1.

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

Director means a director of the Company.

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

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitation Shares has the meaning given in Section 5.1.

Forrestania has the meaning given in Section 7.1.

Introduction Agreement has the meaning given in Section 5.1.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lease Agreement has the meaning given in Section 6.1.

Lease Shares has the meaning given in Section 6.1.

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

Notice means this notice of meeting.

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

Placement has the meaning given in Section 3.1.

Placement Participant has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Vendor has the meaning given in Section 4.1.

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

SCHEDULE 2 – Terms and Conditions of Class A Consideration Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.115 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on 22 May 2027 (**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) **Exercise Notice**

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

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

(h) **Shares issued on exercise**

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

(i) **Reorganisation**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(j) **Participation in new issues**

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

(k) **Change in exercise price / Adjustment for rights issue**

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.

(l) **Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(m) **Transferability**

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

SCHEDULE 3 – Terms and Conditions of Class B Consideration Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.23 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) 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) **Exercise Notice**

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

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

(h) **Shares issued on exercise**

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

(i) **Reorganisation**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(j) **Participation in new issues**

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

(k) **Change in exercise price / Adjustment for rights issue**

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.

(l) **Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(m) **Transferability**

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

SCHEDULE 4– Terms and Conditions of Class C Consideration Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.345 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) 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) **Exercise Notice**

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

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

(h) **Shares issued on exercise**

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

(i) **Reorganisation**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

(j) **Participation in new issues**

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

(k) **Change in exercise price / Adjustment for rights issue**

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.

(l) **Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(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.

Catalina Resources Ltd | ABN 74 130 618 683

Your proxy voting instruction must be received by **11:00am (AWST) on Sunday, 08 March 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:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

