
CANNINDAH RESOURCES LIMITED
ACN 108 146 694
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.30am
DATE: 18 March 2026
PLACE: Level 2, 22 Mount Street, Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AWST on 16 March 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ELECTION OF DIRECTOR – CAMERON SWITZER

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

“That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Cameron Switzer, a Director who was appointed casually on 15 December 2025, retires, and being eligible, is elected as a Director.”

2. RESOLUTION 2 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – CAMERON SWITZER

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 20,000,000 Performance Rights to Cameron Switzer (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 154,743,736 Shares on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 91,367,375 Shares on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 87,222,223 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO AQUIS FINANCE PTY LTD

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 77,777,778 Shares to Aquis (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO ANTHONY ROVIRA

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 2,222,222 Shares to Anthony Rovira (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO CAMERON SWITZER

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 1,111,111 Shares to Cameron Switzer (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO JOHN MORRISON

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 1,666,667 Shares to John Morrison (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – RATIFICATION OF LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options to Canaccord (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

By order of the Board



Andrea Betti

Company Secretary

Dated: 12 February 2026

Voting Prohibition Statement

Resolution 2 – Approval to Issue Performance Rights to Director – Cameron Switzer	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
--	--

Voting Exclusion Statements

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

Resolution 2 – Approval to Issue Performance Rights to Director – Cameron Switzer	Cameron Switzer (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3 – Ratification of prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Ratification of prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1A	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Approval to Issue Tranche 2 Placement Shares	Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to Issue Tranche 2 Placement Shares to Substantial Holder – Aquis Finance Pty Ltd	Aquis Finance Pty Ltd (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Tranche 2 Placement Shares to Director – Anthony Rovira	Anthony Rovira (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to Issue Tranche 2 Placement Shares to Director – Cameron Switzer	Cameron Switzer (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to Issue Tranche 2 Placement Shares to Director – John Morrison	John Morrison (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10– Ratification of Lead Manager Options	Canaccord Genuity (Australia) Limited or any other person who participated in the issue or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6188 8181.

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – ELECTION OF DIRECTOR – CAMERON SWITZER

1.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Cameron Switzer, having been appointed by other Directors on 15 December 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Cameron Switzer is set out below.

Qualifications, experience and other material directorships	<p>Cameron Switzer has been in the role of Interim CEO since August 2025 and prior to that had been working with the Company as Technical Advisor to the Board and Exploration Manager since March 2025. Importantly, during this period, the Company's exploration program has been significantly advanced, and it is obvious to the Board that Cameron Switzer is the best person to lead the Company through the exciting discovery, exploration and development phases of the Mt Cannindah Copper-Gold Project.</p> <p>Cameron Switzer is a highly experienced geologist with over 35 years in the mining industry, specialising in mineral exploration, resource development, and project evaluation. He has worked extensively across Australia and internationally, with a strong focus on copper, gold, and base metals projects. His expertise in porphyry copper-gold systems, particularly within the Australian domain and importantly Queensland, is directly aligned with the exploration and development objectives at the Mt Cannindah Project.</p>
Term of office	<p>Cameron Switzer has served as a Director since 15 December 2025.</p>
Independence	<p>If re-elected, the Board does not consider that Cameron Switzer will be an independent Director.</p>
Other material information	<p>The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Cameron Switzer.</p>
Board recommendation	<p>Having received an acknowledgement from Cameron Switzer that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Cameron Switzer since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Cameron Switzer) recommend that Shareholders vote in favour of this Resolution.</p>

1.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Cameron Switzer will be elected to the Board as an executive Director.

If this Resolution is not passed, Cameron Switzer will not continue in their role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

2. RESOLUTION 2 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – CAMERON SWITZER

2.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 20,000,000 Performance Rights to Cameron Switzer (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the Securities proposed to be issued are set out in the table below.

CLASS	QUANTUM	RECIPIENT	VESTING CONDITION	EXPIRY DATE
A	4,000,000	Cameron Switzer (or their nominee(s)).	The Company's announcement of a JORC compliant resource containing 300,000t of contained CuEq metal. ¹	2 years from the date of issue.
B	4,000,000	Cameron Switzer (or their nominee(s)).	The Company's announcement of a JORC compliant resource containing 450,000t of contained CuEq metal. ¹	3 years from the date of issue.
C	4,000,000	Cameron Switzer (or their nominee(s)).	The Company's announcement of a JORC compliant resource containing 600,000t of contained CuEq metal. ¹	4 years from the date of issue.
D	4,000,000	Cameron Switzer (or their nominee(s)).	The volume weighted average price of Shares for any 10 consecutive trading days in which Shares were traded (10-day VWAP) being at least \$0.12.	2 years from the date of issue.
E	4,000,000	Cameron Switzer (or their nominee(s)).	The 10-day VWAP being at least \$0.18.	3 years from the date of issue.

Note:

1. CuEq (copper equivalent) is calculated by reference to Copper (Cu), Gold (Au), Silver (Ag) and Molybdenum (Mo). The relevant JORC Resource is reported using a minimum 0.3% CuEq cut off grade.

The full terms and conditions of the Performance Rights are set out in Schedule 1.

2.2 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and Cameron Switzer is a related party of the Company by virtue of Cameron Switzer.

The Directors (other than Cameron Switzer who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Performance Rights, reached as part of the remuneration package for Cameron Switzer, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

2.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

2.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will likely be required to make alternative remuneration arrangements such as paying additional cash remuneration.

2.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Cameron Switzer (or their nominee(s)).
Categorisation under Listing Rule 10.11	The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. 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	20,000,000 Performance Rights will be issued in the proportion set out in Section 2.1.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Cameron Switzer to motivate and reward their performance as a Director and to provide cost effective remuneration to Cameron Switzer, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Cameron Switzer.
Remuneration package	<p>The current total remuneration package for Cameron Switzer is \$340,000, comprising of salary of \$303,571.43 and a superannuation payment of \$36,428.57.</p> <p>If the Securities are issued, the total remuneration package of Cameron Switzer will increase from \$340,000 to \$1,225,875, being the value of the Securities, based on the Black Scholes methodology for Class A, B and C Performance Rights and using the Barrier up-and-in trinomial pricing model with a Parisian barrier adjustment for the Class D & E Performance Rights). Refer to Schedule 2 for further details with respect to the valuation of the Performance Rights.</p>
Summary of material terms of agreement to issue	The Performance Rights are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

3. BACKGROUND TO RESOLUTIONS 3 TO 10

3.1 Placement

As was announced on 3 February 2026, the Company received firm commitments from sophisticated and professional investors (**Placement Participants**) to raise \$15,000,000 (before costs) (**Placement**). The Placement is being undertaken in the following tranches:

- (a) the Company issued 246,111,111 Shares at an issue price of \$0.045 per Share to raise \$11,075,000 (before costs) (**Tranche 1 Placement**); and
- (b) subject to Shareholder approval, the Company will issue a further 87,222,223 Shares at an issue price of \$0.045 per Share to raise \$3,925,000 (before costs) (**Tranche 2 Placement**).

Accordingly, the Company is seeking Shareholder approval for:

- (a) the ratification of the issue of the Tranche 1 Placement Shares (see Resolution 3); and
- (b) the issue of the Tranche 2 Placement Shares (see Resolution 4).

The following Listing Rule 10.11 parties intend to subscribe for Shares on identical terms as the Placement Participants:

- (a) Aquis – 77,777,778 Shares;
- (b) Anthony Rovira – 2,222,222 Shares;
- (c) Cameron Switzer – 1,111,111 Shares; and
- (d) John Morrison – 1,666,667 Shares.

3.2 Lead Manager

The Company has appointed Canaccord Genuity (Australia) Limited (**Canaccord**) to act as the lead manager of the Placement pursuant to a letter agreement dated 29 January 2026 (**Lead Manager Mandate**).

In part consideration for their services, the Company has agreed to:

- (a) pay Canaccord a management fee equal to 2% of the proceeds of the Placement;
- (b) pay Canaccord a selling fee equal to 4% of the proceeds of the Placement;
- (c) pay Canaccord a corporate advisory fee of \$5,000 per month for a minimum of six months; and
- (d) subject to Shareholder approval, issue Canaccord (or its nominees) 10,000,000 Options each exercisable at \$0.0675 on or before the date that is three years from the date of issue of issue of the fully paid diluted shares outstanding in the Company (**Lead Manager Options**).

The terms and conditions of the Lead Manager Options are set out in Schedule 3.

The Company is seeking Shareholder approval under Resolution 10 to issue of up to 10,000,000 Lead Manager Options.

3.3 Use of funds

The Company will apply proceeds from the Placement, together with existing cash on hand, towards the following purposes:

- (a) reverse circulation drilling to expand the Mt Cannindah Copper-Gold Breccia deposit (current MRE of 14.5Mt at 1.09% CuEq1);
- (b) diamond drilling to follow up recently identified high-grade mineralisation at the Southern Porphyry Target;
- (c) other exploration and development activities at the Mt Cannindah Project; and
- (d) general working capital.

4. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACMENT SHARES

4.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 246,111,111 Shares at an issue price of \$0.045 per Share to raise \$11,075,000.

154,743,736 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 3) and 91,367,375 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 4) on 9 February 2026.

4.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 11 November 2025.

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

4.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

4.4 Technical information required by Listing Rule 14.1A

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

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

4.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Placement Participants who were identified through a bookbuild process, which involved Canaccord seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company under the Tranche 1 Placement.
Number and class of Securities issued	246,111,111 Shares were issued on the following basis: (a) 154,743,736 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 3); and

REQUIRED INFORMATION	DETAILS
	(b) 91,367,375 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	9 February 2026.
Price or other consideration the Company received for the Securities	\$0.045 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 1 Placement Shares are not being issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 87,222,223 Shares to professional and sophisticated investors at an issue price of \$0.045 per Share to raise up to approximately \$3,925,000.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

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

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

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>Placement Participants who will be identified through a bookbuild process, which will involve Canaccord seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that, in relation to the proposed issue of Shares under this Resolution, no Material Persons will be issued more than 1% of the issued capital of the Company.</p>

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	87,222,223 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.045 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 2 Placement Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO SUBSTANTIAL HOLDER – AQUIS FINANCE PTY LTD

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 77,777,778 Tranche 2 Placement Shares to Aquis (or their nominee(s)) to enable the Substantial Holder to participate in the Company's capital raising activities on the same terms as unrelated participants.

As of the date of this Notice, Aquis currently has a relevant interest in 27.42% of the voting shares in the Company.

Resolution 6 is conditional on Shareholders approving Resolutions 3 to 5.

6.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 2.3 above.

The issue falls within Listing Rule 10.11.2 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.

6.3 Sections 606 and 611 of the Corporations Act

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a "relevant interest" in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

- (a) from 20% or below to more than 20%; or
- (b) from a starting point above 20% and below 90%.

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person's voting power in a

company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

Section 611 of the Corporations Act provides that certain acquisitions of relevant interests in a company's voting shares are exempt from the prohibition in Section 606(1), including acquisitions by a person, which as a result of the acquisition, that person would have voting power in the company more than 3 percentage points (3%) higher than they had 6 months before the acquisition (this exemption is known as the "3% creep" exemption and is found in item 9 of section 611 of the Corporations Act).

The Company notes that:

- (a) 6 months prior to the date of this Notice, Aquis' voting power in the Company was 33.97% (ie, in excess of 20%);
- (b) Resolution 6 is conditional on Shareholders approving Resolutions 3 to 5; and
- (c) Aquis' voting power is expected to decrease to 31.37% on issue of the maximum number of Shares under this Notice, assuming all Resolutions are approved.

6.4 Technical information required by Listing Rule 14.1A

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

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

6.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Aquis Finance Pty Ltd (or their nominee(s)).
Categorisation under Listing Rule 10.11	Aquis falls within the category set out in Listing Rule 10.13.1 as they are a related party of the Company by virtue of being a person who was at any time in the 6 months before the issue a substantial (30%+) holder in the Company. Any nominee(s) of Aquis who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	77,777,778 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.045 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, refer to Section 3.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTIONS 7 TO 9 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTORS

7.1 General

These Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of an aggregate of 5,000,000 Shares to Anthony Rovira (2,222,222 Shares), Cameron Switzer (1,111,111 Shares) and John Morrison (1,666,667 Shares) (or their nominee(s)), to enable their participation in the Company's capital raising activities on the same terms as unrelated participants.

Resolutions 7 to 9 are conditional on Shareholders approving Resolution 5.

7.2 Chapter 2E of the Corporations Act

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

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

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

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

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to the Directors on the same terms as Securities issued to non-related party participants in the capital raising 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 2.3 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 this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 3.3. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

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

7.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	5,000,000 Shares will be issued as set out in Section 7.1 above.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.045 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 10 – RATIFICATION OF LEAD MANAGER OPTIONS

8.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 10,000,000 Options to Canaccord (or their nominee(s)) on 9 February 2026 in consideration for Lead Manager services.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 4.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

8.4 Technical information required by Listing Rule 14.1A

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

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

8.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Canaccord (or their nominee(s)). The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	10,000,000 Options were issued.
Terms of Securities	The Options were issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities were issued.	9 February 2026.
Price or other consideration the Company received for the Securities	The Securities were issued at a nil issue price, in consideration for Lead Manager services.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Lead Manager Mandate. Refer to Section 3.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities were issued under the are not being issued under an agreement, a summary of the material terms of which is set out in Section 3.2.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

10-day VWAP has the meaning given in Section 2.1.

ASIC means the Australian Securities & Investments Commission.

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

Aquis means Aquis Finance Pty Ltd (ACN 604 001 630).

Board means the current board of directors of the Company.

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

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466).

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Cannindah Resources Limited (ACN 108 146 694).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 3.2.

Lead Manager Options has the meaning given in Section 3.2.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, Performance Right or Performance Share (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement has the meaning given in Section 3.1.

Tranche 2 Placement has the meaning given in Section 3.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.																		
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.																		
3.	Vesting Conditions	<p>The Performance Rights shall vest as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">CLASS</th> <th style="text-align: center;">QUANTUM</th> <th style="text-align: center;">VESTING CONDITION</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">A</td> <td style="text-align: center;">4,000,000</td> <td>The Company's announcement of a JORC compliant resource containing 300,000t of contained CuEq metal.</td> </tr> <tr> <td style="text-align: center;">B</td> <td style="text-align: center;">4,000,000</td> <td>The Company's announcement of a JORC compliant resource containing 450,000t of contained CuEq metal.</td> </tr> <tr> <td style="text-align: center;">C</td> <td style="text-align: center;">4,000,000</td> <td>The Company's announcement of a JORC compliant resource containing 600,000t of contained CuEq metal.</td> </tr> <tr> <td style="text-align: center;">D</td> <td style="text-align: center;">4,000,000</td> <td>The 10-day VWAP being at least A\$0.12.</td> </tr> <tr> <td style="text-align: center;">E</td> <td style="text-align: center;">4,000,000</td> <td>The 10-day VWAP being at least A\$0.18.</td> </tr> </tbody> </table> <p>Note:</p> <p>1. CuEq (copper equivalent) is calculated by reference to Copper (Cu), Gold (Au), Silver (Ag) and Molybdenum (Mo). The relevant JORC Resource is reported using a minimum 0.3% CuEq cut off grade.</p> <p>each, a Vesting Condition.</p>	CLASS	QUANTUM	VESTING CONDITION	A	4,000,000	The Company's announcement of a JORC compliant resource containing 300,000t of contained CuEq metal.	B	4,000,000	The Company's announcement of a JORC compliant resource containing 450,000t of contained CuEq metal.	C	4,000,000	The Company's announcement of a JORC compliant resource containing 600,000t of contained CuEq metal.	D	4,000,000	The 10-day VWAP being at least A\$0.12.	E	4,000,000	The 10-day VWAP being at least A\$0.18.
CLASS	QUANTUM	VESTING CONDITION																		
A	4,000,000	The Company's announcement of a JORC compliant resource containing 300,000t of contained CuEq metal.																		
B	4,000,000	The Company's announcement of a JORC compliant resource containing 450,000t of contained CuEq metal.																		
C	4,000,000	The Company's announcement of a JORC compliant resource containing 600,000t of contained CuEq metal.																		
D	4,000,000	The 10-day VWAP being at least A\$0.12.																		
E	4,000,000	The 10-day VWAP being at least A\$0.18.																		
4.	Expiry Date	<p>The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm (AEST) as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">CLASS</th> <th style="text-align: center;">EXPIRY DATE</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">A</td> <td>2 years from the date of issue.</td> </tr> <tr> <td style="text-align: center;">B</td> <td>3 years from the date of issue.</td> </tr> <tr> <td style="text-align: center;">C</td> <td>4 years from the date of issue.</td> </tr> <tr> <td style="text-align: center;">D</td> <td>2 years from the date of issue.</td> </tr> <tr> <td style="text-align: center;">E</td> <td>3 years from the date of issue.</td> </tr> </tbody> </table> <p>(Expiry Date).</p> <p>If the relevant Vesting Condition attached to the Performance Right has not been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.</p>	CLASS	EXPIRY DATE	A	2 years from the date of issue.	B	3 years from the date of issue.	C	4 years from the date of issue.	D	2 years from the date of issue.	E	3 years from the date of issue.						
CLASS	EXPIRY DATE																			
A	2 years from the date of issue.																			
B	3 years from the date of issue.																			
C	4 years from the date of issue.																			
D	2 years from the date of issue.																			
E	3 years from the date of issue.																			
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.																		
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.																		
7.	Conversion	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.																		
8.	Timing of issue of Shares on conversion	<p>Within five Business Days of conversion of the Performance Rights, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;</p>																		

		<p>(b) 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</p> <p>(c) 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 Performance Rights.</p> <p>If a notice delivered under paragraph (b) 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.</p>
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Change of Control	<p>Upon:</p> <p>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p>(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p>(ii) having been declared unconditional by the bidder; or</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate Vesting Conditions and will automatically convert into Shares on a one-for-one basis.</p>
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

15.	Cessation of Employment	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of Mr Switzer's employment with the Company for any reason
16.	Transferability	The Performance Rights are not transferable.
17.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – VALUATION OF THE PERFORMANCE RIGHTS

Using the Black & Scholes model for the Class A to C Performance Rights, and the Barrier up-and-in trinomial pricing model with a Parisian barrier adjustment for Classes D and E, and based on the assumptions set out below, the Performance Rights were ascribed the following value:

CLASS	A	B	C	D	E
Number of instruments	4,000,000	4,000,000	4,000,000	4,000,000	4,000,000
Valuation date	4/02/2026	4/02/2026	4/02/2026	4/02/2026	4/02/2026
Expiry date (years)	2.00	3.00	4.00	2.00	3.00
Underlying share price	\$0.053	\$0.053	\$0.053	\$0.053	\$0.053
Exercise price	\$0.00	\$0.00	\$0.00	\$ -	\$ -
Performance vesting share price	N/A	N/A	N/A	\$0.120	\$0.180
Parisian barrier adjustment	N/A	N/A	N/A	\$0.146	\$0.219
Volatility	80.00%	80.00%	80.00%	80.00%	80.00%
Risk free rate	4.18%	4.24%	4.38%	4.18%	4.24%
Dividend yield	-	-	-	-	-
Value per right	0.0530	0.0530	0.0530	0.0316	0.0309
Total fair value of rights	\$212,000.00	\$212,000.00	\$212,000.00	\$126,375.23	\$123,499.88

SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.0675 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is 3 years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	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.
6.	Exercise Date	An Exercise Notice 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).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) 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; (b) 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 (c) 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. <p>If a notice delivered under 7(b) 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.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	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.

10.	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.
11.	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.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



- «EntityRegistrationDetailsLine1Envelope»
- «EntityRegistrationDetailsLine2Envelope»
- «EntityRegistrationDetailsLine3Envelope»
- «EntityRegistrationDetailsLine4Envelope»
- «EntityRegistrationDetailsLine5Envelope»
- «EntityRegistrationDetailsLine6Envelope»

Your General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Wednesday, 18 March 2026 at 10.30am (WST)
Location	Level 2, 22 Mount Street, Perth WA 6000
Arriving at the Meeting & What to Bring	<ul style="list-style-type: none"> • Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Cannindah Resources Limited

Enter HIN/SRN: «AccountNumber»

Enter Postcode: if within Australia or

Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Allow extra time for postal delivery

DEADLINE: Monday, 16 March 2026 at 10.30am (WST)

(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

**Your Proxy Form – Cannindah Resources Limited
General Meeting 18 March 2026**

Appointment of Proxy

I/We, being member(s) of Cannindah Resources Limited ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the General Meeting on Wednesday, 18 March 2026 at 10.30am (WST) at Level 2, 22 Mount Street, Perth WA 6000 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy (or where the Chair of the Meeting becomes proxy by default), I/we give the Chair of the Meeting express authority to vote on Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1 Election of Director – Cameron Switzer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to Issue Performance Rights to Director – Cameron Switzer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Issue Tranche 2 Placement Shares to Aquis Finance Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Tranche 2 Placement Shares to Anthony Rovira	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to Issue Tranche 2 Placement Shares to Cameron Switzer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval to Issue Tranche 2 Placement Shares to John Morrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.