



13 April 2026

2026 Notice of General Meeting

Dear Shareholder,

The Board of Freehill Mining Limited ACN 091 608 025 (ASX:FHS) (the **Company**) advises shareholders it will be convening a General Meeting (**Meeting**) at 11.00am (AEST) on Wednesday, 13 May 2026.

The Meeting will be a hybrid meeting, allowing shareholders to either attend in-person at Port Phillip Room, Business Centre and Member Lounge, Australian Institute of Company Directors, Level 26 - 27, 367 Collins Street, Melbourne VIC 3000 or online. Shareholders attending online will be able to watch, listen, ask questions and vote online. Online attendees are encouraged to pre-register as far in advance of the day of the Meeting as practical:

https://us02web.zoom.us/webinar/register/WN_z8aj4AieSjmW3U5GqJK3Hw

Shareholders are strongly encouraged to lodge their proxy votes by no later than 11.00am (AEST) on Monday, 11 May 2026 (**Proxy Deadline**) and in accordance with the instructions set out on the Proxy Form that accompanies this letter.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Statement (**Notice**), instead a copy of the Notice is available for download from the Company's share registry, Automic, or the Company's Information page on ASX.

The resolutions at the Meeting will be decided by way of a poll. If you are unable to attend the Meeting, you may wish to email any questions you want addressed at the Meeting by emailing them to info@freehillmining.com by 5.00pm (AEST) on Friday, 8 May 2026.

The Board look forward to welcoming you to the Meeting.

Yours faithfully

Paul Davies
Executive Director



Freehill Mining Limited ACN 091 608 025

Notice of General Meeting, Explanatory Memorandum and Proxy Form

Date of Meeting: Wednesday, 13 May 2026

Time of Meeting: 11:00 am (AEST)

Place of Meeting: *Physical*
Port Phillip Room, Business Centre and Member Lounge, Australian Institute of Company Directors, Level 26 - 27, 367 Collins Street, Melbourne VIC 3000

Virtual

Please ensure you have a zoom logon/account, then pre-register prior to the day of the meeting at: https://us02web.zoom.us/webinar/register/WN_z8aj4AleSjmW3U5GqJK3Hw

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of General Meeting to Shareholders unless they have made a valid election to receive documents by hard copy. The Notice of General Meeting can be viewed and downloaded from the Australian Securities Exchange Announcement Platform and on the Company's website (<https://freehillmining.com/asx-release/>).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Freehill Mining Limited

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Freehill Mining Limited (**Company**) will be held on Wednesday, 13 May 2026 at 11:00 am (AEST) (**Meeting**).

The Meeting will be held physically at Port Phillip Room, Business Centre and Member Lounge, Australian Institute of Company Directors, Level 26 - 27, 367 Collins Street, Melbourne VIC 3000 and through an online platform. The online platform will enable Shareholders to view the Meeting, ask questions in relation to the business of the Meeting and vote in real time. Further details on how to access the Meeting online and how to ask questions and vote on matters of business are set out on page 4 of this Notice.

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

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

Agenda

1. Resolution 1 – Ratification of Prior Issue of 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 ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 500,000,000 fully paid ordinary shares at an issue price of \$0.003 per Share issued to sophisticated and professional investors on 11 March 2026, on the terms set out in the Explanatory Memorandum.”

Voting exclusions apply to this Resolution – please see the voting exclusions on page 7.

2. Resolution 2 – Approval to issue Placement 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 ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 500,000,000 free-attaching Options in the Company to sophisticated and professional investors, attaching to the Shares issued under the Placement on 11 March 2026, on the terms set out in the Explanatory Memorandum.”

Voting exclusions apply to this Resolution – please see the voting exclusions on page 7.

3. Resolution 3 – Approval to issue 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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Lead Manager Options to the Lead Manager (or its nominee(s)), on the terms set out in the Explanatory Memorandum.”

Voting exclusions apply to this Resolution – please see the voting exclusions on page 7.

4. Resolution 4 – Approval to issue Shares and Options to Cove Street

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 10.11 and for all other purposes, approval is given for the Company to issue up to 16,666,667 Shares and 16,666,667 Options to Cove Street (or nominee(s)), a related party of Benjamin Jarvis, a Director of the Company in satisfaction of loan owing to Cove Street, and otherwise on the terms set out in the Explanatory Memorandum.”

5. Resolution 5 – Change of Company Name

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

“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval be given for the name of the Company to be changed to “Freehill Materials & Mining Limited” and that the Constitution of the Company be amended to reflect the change of name of the Company by changing all references to the name of the Company in the Constitution to “Freehill Materials & Mining Limited.”

By order of the Board of Freehill Mining Limited:



Paul Davies
Executive Director

13 April 2026

Information on attending in person or virtually, voting, proxies, corporate representatives and attorneys

How to attend the Meeting in person

If you wish to attend the Meeting in person, you will need to register to gain access to the Meeting. Registration will also enable you to ask questions and to vote in person.

To help with the registration process, you are encouraged to bring your shareholder details (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)). You can find your SRN/HIN on the Welcome Letter or other documentation you received when you first became a shareholder of the Company. If you are unable to locate your SRN/HIN, the registration team will be able to look up your shareholder details when you arrive at the Meeting. Alternatively, you may also contact Automic (Share Registry) on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas) or at meetings@automicgroup.com.au.

If you are appointed as a proxy, please identify yourself to the registration team.

If you will not be attending the Meeting in person on 13 May 2026, we invite and encourage you to vote directly or lodge a directed proxy and ask questions in advance and attend virtually as described below.

If it is necessary for the Company to give further updates on the arrangements for the Meeting, we will inform you through our investor website (www.freehillmining.com) and the ASX Market Announcements Platform.

How to attend the Meeting virtually

Shareholders will be able to participate via an online platform using their computer or mobile device. Shareholders and proxyholders will be able to ask questions and vote in real time, subject to the connectivity of their device.

Accessing the Meeting online

To register to attend online:

1. If you do not have a zoom logon, please create an account. If you require a new, free zoom account, depending on the device used, you will need to have **Zoom Mobile Apps** (for mobile phone) or **Zoom Client for Meetings** (for Windows/Mac) installed and a free zoom account created.
2. Open your internet browser and go to:
https://us02web.zoom.us/webinar/register/WN_z8aj4AleSjmW3U5GqJK3Hw.
3. Enter the following details when prompted:
 - a. Select whether you are attending as a shareholder, staff or visitor;
 - b. Your name (if a shareholder, your registered shareholding name);
 - c. Email address of your zoom login; and
 - d. HIN/SRN (if a shareholder).
4. Once your details are verified, you will receive a separate email with your personalised link to join the Meeting.
5. On the day of the Meeting, click on the personalised URL you will be sent, where you can watch, listen, ask questions and vote online in the Poll.
6. Once the Chair of the Meeting has declared the Poll open for voting, select "For", "Against" or "Abstain" for each resolution.

Shareholders are encouraged to register prior to the day of the Meeting to ensure there is no delay in attending the Meeting.

Asking questions

A discussion will be held on all items of business to be considered at the Meeting.

Shareholders will have a reasonable opportunity to ask questions during the Meeting at the physical location or via the virtual Meeting platform, including an opportunity to ask question of the Company's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by emailing info@freehillmining.com.

Written questions must be received by the Company by 5:00 pm (AEST) on Friday, 8 May 2026, and can be submitted by mail, by email or in person.

We will attempt to address the more frequently asked questions in the Chair and CEO's presentations at the Meeting.

Voting

Eligibility to vote

The Company has determined that, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company's shares quoted on ASX Limited at 7:00 pm (AEST) on 11 May 2026 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the Meeting.

Shareholders may vote by either using the online platform, or by appointing a proxy.

All resolutions by poll

In accordance with the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll on each Resolution to be in the best interests of the shareholders as a whole, and to ensure the proportionate representation of shareholders voting at the Meeting.

Voting online

Shareholders attending the Meeting online may vote using the online platform.

The Chair will advise the Meeting when the poll is opened, and votes can be cast online and when the poll is closed.

In order to vote online, shareholders will need their Securityholder Reference Number or Holder Identification Number, and proxyholders will need their proxy code (as noted above).

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy in accordance with valid proxy instructions below if they plan to attend online.

Proxies

A shareholder who is entitled to attend and vote at the Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. If you require an additional proxy form, please contact the Company's share registry Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands.

A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11:00 am (AEST) on Monday, 11 May 2026.

Proxies may be lodged with the Company, along with the power of attorney or other authority (if any) under which the proxy form is signed:

online, by logging into the following website address:

<https://investor.automic.com.au/#/loginsah> using the holding details as shown on your proxy form and select 'voting' and follow the prompts to lodge your vote.

by mail, to Automic, using the enclosed reply envelope to:

Automic
GPO Box 5193
Sydney NSW 2001 **by**

hand delivery:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

by email: meetings@automicgroup.com.au

Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the Chair of the Meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as proxy for that shareholder, in favour of that item on a poll.

Voting by Corporate Representatives

A shareholder or proxy that is a corporation is entitled to attend and vote at the Meeting, may appoint an individual to act as its corporate representative. The Company must receive evidence of the appointment of a corporate representative prior to the Meeting, and the appointment must be in accordance with the Corporations Act.

Voting by Attorney

A shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the shareholder's behalf. An attorney need not be a shareholder of the Company.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy appointment forms.

Evidence of execution

If any instrument (including a proxy appointment form or appointment of corporate representative) returned to the Company is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by the Company or the Company's share registry.

Voting Exclusions

The ASX Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

In accordance with ASX 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 persons named in the table below:

Resolution	Voting exclusion statement
Resolution 1 – Ratification of Prior Issue of Shares	(a) A person who participated in the issue (being the Placement Participants). (b) An associate of that person or those persons.
Resolution 2 – Approval to Issue Placement Options	(a) A person who is expected to participate or who will obtain a material benefit as a result of the proposed issue (being the Placement Participants) (except a benefit solely by reason of being a holder of ordinary securities in the Company). (b) An associate of that person or those persons.
Resolution 3 – Approval to Issue Lead Manager Options	(a) Alpine Capital Pty Ltd (or its nominee(s)). (b) A person who is expected to participate 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). (c) An associate of that person or those persons.

Resolution 4 – Approval to issue Shares and Options to Cove Street	(a) Cove Street, and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and (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 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.

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice.

This Explanatory Memorandum should be read in conjunction with the Notice. Capitalised terms in this Explanatory Memorandum are defined in the Glossary.

2. Summary of Relevant ASX Listing Rules and Chapter 2E of the Corporations Act

2.1 ASX Listing Rules

Resolutions 1 to 4 seek approval under ASX Listing Rules 7.1, 7.1A, 7.4 or 10.11.

A summary of these ASX Listing Rules is as follows:

- (a) ASX Listing Rule 7.1, broadly speaking, and subject to a number of exceptions, limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.
- (b) ASX Listing Rule 7.1A provides an additional 10% placement capacity for eligible entities, allowing them to issue further equity securities during the 12 months following their annual general meeting, if shareholders have approved the additional capacity. This 10% capacity is in addition to the company's 15% capacity under ASX Listing Rule 7.1.

The Company obtained the Listing Rule 7.1A approval at its 2025 annual general meeting on 28 November 2025.

- (c) 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.
- (d) ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party, an associate of a related party or certain other persons specified in ASX Listing Rule 10.11, unless it obtains the approval of its shareholders.

2.2 Chapter 2E of the Corporations Act

In accordance with section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

Section 210 of the Corporations Act provides that member approval is not needed to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a) above.

3. Resolution 1 – Ratification of Prior Issue of Shares

3.1 Background

For the purposes of ASX Listing Rule 7.4 and for all other purposes, Resolution 1 seeks Shareholders' ratification of the Company's prior issue of the following securities on 11 March 2026:

- (a) 354,885,359 ordinary fully paid Placement Shares issued under ASX Listing Rule 7.1A; and
- (b) 145,114,641 ordinary fully paid Placement Shares issued under ASX Listing Rule 7.1.

On 3 March 2026, the Company announced that it had obtained firm commitments for a capital raising of \$1.5 million through the issue of Shares in the Company (**Placement Shares**) at an issue price of \$0.003 per Share (**Placement**). The Placement Shares were issued on 11 March 2026.

The issue of the Placement Shares the subject of Resolution 1 was undertaken without Shareholder approval in compliance with ASX Listing Rules 7.1 and 7.1A.

3.2 Requirements of the ASX Listing Rules

The Placement Shares were issued to the Placement Participants on 11 March 2026, pursuant to the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A.

The Company seeks Shareholders' ratification of the issue of the Placement Shares under Resolution 1 pursuant to ASX Listing Rule 7.4.

See Section 2.1 for further information on ASX Listing Rules 7.1, 7.1A and 7.4.

3.3 Information required by ASX Listing Rule 7.5

Pursuant to ASX Listing Rule 7.5 and to enable the Shareholders to ratify the issue of the Placement Shares, the subject of Resolution 1, Shareholders are provided with the following information:

(a) **Name of the person to whom the Company issued securities**

The Placement Shares were issued, to unrelated parties that were sophisticated and professional investors, and who participated in the Placement (**Placement Participants**).

None of the Placement Participants were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the Placement Participants were persons whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21, being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued more than 1% of the Company's current issued capital.

(b) **Number of and class of securities issued**

A total of 500,000,000 Shares were issued to the Placement Participants.

(c) **Material terms of the securities**

The Placement Shares are fully paid ordinary shares.

(d) **Date of issue of securities**

The Placement Shares were issued on 11 March 2026.

(e) **The price or other consideration received**

The Placement Shares were issued at \$0.003 per Share, raising a total of \$1,500,000.

(f) **Purpose of issue and use of the funds raised**

The Placement Shares were issued to advance exploration and development works on two highly prospective copper gold projects located in region IV of Chile, exploration, mine survey and planning and applying for approvals at the high-grade Blanco y Negro copper project, compilation and re-release of all historical data on the Joshua multiphase copper porphyry project, fund capex to expand processing capacity for the aggregate business and fund general working capital purposes.

(g) **Summary of the material terms of the agreement**

The Placement Shares were issued pursuant to a terms sheet and application form between the Company and the Placement Participants. The terms sheet and application form were on standard subscription terms for a share subscription.

(h) **Voting exclusion statement**

A voting exclusion statement in relation to this Resolution 1 is set out on page 7.

3.4 ASX Listing Rule 14.1A

In accordance with ASX Listing Rule 14.1A, if this Resolution 1 is approved, the prior issue of 500,000,000 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If this Resolution 1 is not approved, the prior issue of 500,000,000 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in ASX Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on this Resolution 1 being passed at this Meeting.

3.5 Board recommendation

The Board recommends that Shareholders approve the past issue of the Placement Shares by passing Resolution 1.

4. Resolution 2 – Approval to Issue Placement Options

4.1 Background

Resolution 2 seeks Shareholder approval for the purpose of ASX Listing Rule 7.1 and all other purposes for the future issue of 500,000,000 free-attaching options with an exercise price of \$0.005 (0.5 cents), with an expiry date of 3 years from the date of issue, on the basis of one option for every one Share issued to the Placement Participants as part of the Placement

announced by the Company on 3 March 2026 (**Placement Options**).

It is intended that the Placement Options will be listed, and an application will be made to the ASX for quotation of the options, subject to Shareholder approval and meeting the ASX requirements for quotation of the options.

4.2 Requirements of the ASX Listing Rules

The Placement Options are proposed to be issued subject to obtaining Shareholder approval under ASX Listing Rule 7.1.

See Section 2.1 for further information on ASX Listing Rule 7.1.

4.3 Information required by ASX Listing Rule 7.3

Pursuant to ASX Listing Rule 7.3 and to enable the Shareholders to approve the issue of the Placement Options, the subject of Resolution 2 Shareholders are provided with the following information:

(a) **Name of the person to whom the Company will issue the securities**

The Placement Options are proposed to be issued to the Placement Participants, who are unrelated parties that were sophisticated and professional investors, and who participated in the Placement.

There were no participants in the Placement that are a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. There are no persons whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21, being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who will be issued more than 1% of the Company's current issued capital.

(b) **Number of and class of securities to be issued**

A total of 500,000,000 Placement Options, that are exercisable at \$0.005 and expiring 3 years after the date of issue, are proposed to be issued to the Placement Participants.

(c) **Material terms of the securities**

The Placement Options are exercisable at \$0.005 and expiring 3 years after the date of issue.

The full terms and conditions of the Placement Options are set out in Annexure 1 of this Notice.

(d) **Date of issue of securities**

The Company will issue the Placement Options no later than three (3) months after the date of this Meeting, subject to the approval of the Shareholders (or such later date as may be approved by ASX).

(e) **The price or other consideration received**

The Placement Options will be issued for nil consideration as they are free-attaching to the Placement Shares.

(f) **Purpose of issue and use of the funds raised**

The Placement Options will be issued as part of the Placement in the form of free-attaching options and therefore no funds will be raised from the issue of the Placement Options.

Up to \$2,500,000 will be raised on exercise of the Placement Options. The funds raised from the exercise of the Placement Options are intended to fund exploration and development of two copper-gold projects in Region IV, Chile, expansion of processing capacity for the aggregates business, and general working capital.

(g) **Summary of the material terms of the agreement**

The Placement Options are proposed to be issued pursuant to a terms sheet and application form between the Company and the Placement Participants.

(h) **Voting exclusion statement**

A voting exclusion statement in relation to this Resolution 2 is set out on page 7.

4.4 ASX Listing Rule 14.1A

In accordance with ASX Listing Rule 14.1A, if this Resolution 2 is not passed, the Company will not be able to proceed with the issue of 500,000,000 Placement Options with Shareholder approval, however, may consider issuing the securities out of its placement capacity under ASX Listing Rule 7.1, subject to approval of Resolution 1.

If this Resolution 2 is passed, the Company will issue 500,000,000 Placement Options without using any of its placement capacity under ASX Listing Rule 7.1, and retain the flexibility to make further issues of equity securities up to the 15% limit.

4.5 Board recommendation

The Board recommends that Shareholders approve the issue of the Placement Options by passing Resolution 2.

5. Resolution 3 – Approval to issue Lead Manager Options

5.1 Background

Resolution 3 seeks Shareholders approval for the purpose of ASX Listing Rule 7.1 and all other purposes for the future issue of the Lead Manager Options, being 100,000,000 free-attaching options with an exercise price of at \$0.005 (0.5 cents), with an expiry of 3 years from the date of issue to Alpine Capital Pty Ltd (ACN 155 409 653) (and/or its nominee(s)) (**Lead Manager Options**), in part consideration for lead manager services provided by the Lead Manager for the Placement announced by the Company on 3 March 2026.

The Company entered into a mandate with the Lead Manager dated 24 February 2026 for the provision of lead managerial services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Lead Manager has agreed to:

- (a) act as lead manager and book runner to the Placement;
- (b) coordinate and manage the Placement; and
- (c) advise the Company in relation to timing, structure and pricing of the Placement.

In consideration for these services, the Company has agreed to pay the Lead Manager:

- (a) a management fee of 3.0% of gross proceeds on funds raised under the Placement;
- (b) a selling fee of 4.0% of gross proceeds on funds raised under the Placement; and
- (c) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature

It is intended that the Lead Manager Options will be listed, and an application will be made to the ASX for quotation of the options, subject to Shareholder approval and meeting the ASX requirements for quotation of the options.

5.2 Requirements of the ASX Listing Rules

The Lead Manager Options are proposed to be issued subject to obtaining Shareholder approval under ASX Listing Rule 7.1. See Section 2.1 for further information on ASX Listing Rule 7.1.

5.3 Information required by ASX Listing Rule 7.3

Pursuant to ASX Listing Rule 7.3 and to enable the Shareholders to approve the issue of the Lead Manager Options the subject of Resolution 3, Shareholders are provided with the following information:

(a) **Name of the person to whom the Company issued securities**

The Lead Manager Options are to be issued to Lead Manager (or nominee(s)) for the Placement.

(b) **Number of and class of securities issued**

A total of 100,000,000 Lead Manager Options, that are exercisable at \$0.005 and expiring 3 years after the date of issue, are proposed to be issued to the Lead Manager (or nominee(s)).

(c) **Material terms of the securities**

The Lead Manager Options are exercisable at \$0.005 and expiring 3 years after the date of issue.

The full terms and conditions of the Lead Manager Options are set out in Annexure 1 of this Notice.

(d) **Date of issue of securities**

The Company will issue the Lead Manager Options no later than three (3) months after the date of this Meeting, subject to the approval of the Shareholders (or such later date as may be approved by ASX).

(e) **The price or other consideration received**

The Lead Manager Options were issue in respect of part consideration payable to the Lead Manager for services provided under the Lead Manager Mandate in connection with the Placement.

(f) **Purpose of issue and use of the funds raised**

The issue of the Lead Manager Options is intended to satisfy the Company's obligations in respect of part consideration payable to the Lead Manager for services provided in connection with the Placement.

Up to \$500,000 will be raised on exercise of the Lead Manager Options. The funds raised from the exercise of the Lead Manager Options are intended to fund exploration and development of two copper-gold projects in Region IV, Chile, expansion of processing capacity for the aggregates business, and general working capital.

(g) **Summary of the material terms of the agreement**

The Lead Manager Options are proposed to be issued pursuant to the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is in Section 5.1 above.

(h) **Voting exclusion statement**

A voting exclusion statement in relation to this Resolution 3 is set out on page 7.

5.4 **ASX Listing Rule 14.1A**

In accordance with ASX Listing Rule 14.1A, if this Resolution 3 is not passed, the Company will not be able to proceed with the issue of 100,000,000 Lead Manager Options and consequently the Company will not potentially raise up to \$500,000 on any exercise of Lead Manager Options.

If this Resolution 3 is passed, then the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of Lead Manager Options will not form part of the Company's placement capacity under ASX Listing Rule 7.1, and retain the flexibility to make future issues of equity securities up to the 15% limit.

5.5 **Board recommendation**

The Board recommends that Shareholders approve the issue of the Lead Manager Options by passing Resolution 3.

6. **Resolution 4 – Approval to issue Shares and options to Cove Street**

6.1 **Background**

On 30 January 2026, Cove Street, a related party of Benjamin Jarvis, a Director of the Company, advanced a \$50,000 loan to the Company (**Director Loan**).

The Company is now seeking approval from the Shareholders to convert \$50,000 of the Director Loan into equity on the same terms as the Placement, being:

- (a) 16,666,667 Shares at \$0.003 per Share (**Cove Street Shares**); and
- (b) 16,666,667 free-attaching options exercisable at \$0.005 and expiring three years from the date of issue (**Cove Street Options**),

together, the **Cove Street Securities**.

Resolution 4 seeks Shareholder approval for the future issue of the Cove Street Securities to Cove Street (or nominee(s)).

6.2 Requirements of the ASX Listing Rules

Cove Street is an entity associated with Mr Benjamin Jarvis, who is the Non-Executive Chairman and Director of the Company. Cove Street is therefore a related party of the Company.

As the issue of the Cove Street Securities involves the issue of securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. If Shareholders approve the issue of the Cove Street Securities, separate approval for the issue of the Cove Street Securities is not required under ASX Listing Rule 7.1.

See Section 2.1 for further information on ASX Listing Rule 10.11.

6.3 Information required by ASX Listing Rule 10.13

Pursuant to ASX Listing Rule 10.13 and to enable the Shareholders to approve the issue of the Cove Street Securities the subject of Resolution 4, Shareholders are provided with the following information.

(a) **Name of the person to whom the Company will issue the securities**

The Cove Street Securities are proposed to be issued to Cove Street (or nominee(s)), a related party of Mr Benjamin Jarvis, a Non-Executive Director and Chairman of the Company.

(b) **Category of ASX Listing Rule 10.11.1 to 10.11.5 person**

Cove Street is an entity associated with Mr Benjamin Jarvis, a Non-Executive Director and Chairman of the Company and a related party of the Company. Therefore, Cove Street is an associate of an ASX Listing Rule 10.11.1 related party under ASX Listing Rule 10.11.4.

(c) **Number of and class of securities to be issued**

The maximum number of securities to be issued to Cove Street (or nominee(s)) is 16,666,667 Shares and 16,666,667 Options.

(d) **Date of issue of securities**

The Cove Street Securities will be issued as soon as practicable after the Meeting, and no later than one month after the date of the Meeting, subject to the approval of the Shareholders (or such later date as may be approved by ASX).

(e) **The price or other consideration received**

The Cove Street Shares will be issued at an issue price of \$0.003 per Share, being the same issue price as Shares issued under the Placement.

The Cove Street Options will be issued for nil consideration as they are free-attaching to the Cove Street Shares, being on the same terms as free-attaching Options to be issued under the Placement.

The Cove Street Securities are being issued in consideration for the repayment of the Director Loan.

(f) **Purpose of issue and use of the funds raised**

The Cove Street Securities are proposed to be issued as repayment of the Director Loan. No funds will be raised for the issue of the Cove Street Securities.

Up to \$83,333.33 will be raised on exercise of the Cove Street Options. The funds raised from the exercise of the Cove Street Options are intended to fund exploration and

development of two copper-gold projects in Region IV, Chile, expansion of processing capacity for the aggregates business, and general working capital.

(g) **No Director remuneration**

The issue of the Cove Street Securities is not intended to remunerate or incentivise Benjamin Jarvis (as a Director of the Company).

(h) **Summary of the material terms of the agreement**

The Cove Street Securities are proposed to be issued as repayment of the Director Loan. The Director Loan was advanced to the Company on 30 January 2026. The Director Loan does not incur interest, and is repayable by the Company within seven days if Shareholder approval for the issue of the Cove Street Securities is not obtained at the Meeting.

(i) **Voting exclusion statement**

A voting exclusion statement in relation to this Resolution is set out on page 7.

6.4 ASX Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to issue the Cove Street Securities. As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Cove Street Securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Cove Street Securities will not use up any of the Company's 15% placement capacity.

In the event that the Shareholders do not approve Resolution 4, the Company will be required to repay the Director Loan within seven days.

6.5 Chapter 2E of the Corporations Act

The proposed issue of Cove Street Shares to Cove Street (or nominee(s)) is at a price of \$0.003 per Share, being the same issue price as the Shares issued to the Placement Participants under the Placement (the subject to Resolution 1). The Cove Street Options are also proposed to be issued on the same terms as the Placement Options (the subject to Resolution 2) as free-attaching to the Placement Shares.

As such, the proposed issue of the Cove Street Securities falls within the "arm's length exception" as set out in section 210 of the Corporations Act. Accordingly, the Company is not required to seek Shareholder approval in respect of the issue of the Cove Street Securities under Chapter 2E of the Corporations Act and is only required to seek Shareholder approval for the purposes of ASX Listing Rule 10.11 under Resolution 4.

See Section 2.2 for further information on Chapter 2E of the Corporations Act.

6.6 Board recommendation

The Board, with Mr Benjamin Jarvis abstaining, recommends that Shareholders approve the issue of the Cove Street Securities by passing Resolution 4.

7. Resolution 5 – Change of Company name

7.1 Background

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks approval of Shareholders for the Company to change its name to "Freehill Materials & Mining Limited" and that the Constitution of the Company be amended to reflect the

change of name of the Company by changing all references to the name of the Company in the Constitution to “Freehill Materials & Mining Limited”.

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the operations of the Company.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following this Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company’s registration.

There will be no change to the Company’s ASX listing code if Resolution 5 is passed.

7.2 Board Recommendation

The Board recommends that Shareholders approve the change of company name by passing Resolution 5.

Glossary

In the Notice and this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires.

\$ means Australian Dollars.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691.

AEST means Australian Eastern Standard Time.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Chair means the chair of the Meeting.

Company means Freehill Mining Limited (ACN 091 608 025).

Constitution means the constitution of the Company as at the date of the Meeting.

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

Cove Street means Cove Street Pty Ltd (ACN 602 133 380),

Cove Street Options has the meaning given to it in Section 6.1.

Cove Street Securities has the meaning given to it in Section 6.1.

Cove Street Shares has the meaning given to it in Section 6.1.

Directors mean the directors of the Company and **Director** means any one of them.

Director Loan has the meaning given to it in Section 6.1.

Explanatory Memorandum means this explanatory memorandum.

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 means Alpine Capital Pty Ltd (ACN 155 409 653).

Lead Manager Mandate has the meaning given to it in Section 5.1.

Lead Manager Options means the issue of 100,000,000 free-attaching Options the subject of Resolution 3.

Meeting means the General Meeting of the Company convened by the Notice.

Notice means the notice of general meeting and the Explanatory Memorandum.

Option means an option to acquire shares on the terms set out at Annexure 1.

Placement means the issue of 500,000,000 Shares to sophisticated and professional investors at an issue price of \$0.003 to raise \$1.5 million before costs.

Placement Options means the issue of 500,000,000 free-attaching Options the subject of Resolution 2.

Placement Participants has the meaning given to it in Section 3.3(a).

Placement Shares has the meaning given to it in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Annexure 1 – Terms of Placement Options, Lead Manager Options, and Cove Street Options in connection with Resolutions 2, 3 and 4

The terms and conditions of the Options are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.005 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (AEST) on the third anniversary from the date of issue, but if such date falls on a day that is not a business day, the final date will be the next business day (**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) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) 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 Notice of Exercise 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**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, 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 Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5) 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 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) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the ASX Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. The Company gives no assurance that such quotation will be granted. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company and will be subject to the provisions of the Constitution of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **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.

(l) **Change in exercise price**

Subject to paragraph (j), 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.

(k) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX (if any) 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.

Freehill Mining Limited | ABN 27 091 608 025

Your proxy voting instruction must be received by **11:00am (AEST) on Monday, 11 May 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)

