
ARGOSY MINERALS LIMITED**ACN 073 391 189****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 1.30pm (WST)

DATE: Friday 22 May 2026

PLACE: Boardroom
Pitcher Partners
Level 11
12-14 The Esplanade
Perth, Western Australia

This Notice of Meeting 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.

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

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	2
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	18
Proxy Form	

TIME AND PLACE OF MEETING AND HOW TO VOTE

TIME AND VENUE OF MEETING

The Annual General Meeting of the Shareholders of Argosy Minerals Limited which this Notice of Annual General Meeting relates to will be held at the **Boardroom, Pitcher Partners, Level 11, 12-14 The Esplanade, Perth, Western Australia on Friday 22 May 2026 at 1:30pm WST.**

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00 pm WST on 20 May 2026.

VOTING BY PROXY

To vote by proxy, please complete and 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 2001 (Cth), members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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 2001 (Cth), 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.

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Argosy Minerals Limited (ACN 073 391 189) (**Company**) will be held at Pitcher Partners, Level 11, 12-14 The Esplanade, Perth, Western Australia on Friday 22 May 2026 at 1:30pm WST. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm WST on 20 May 2026.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company for the year ended 31 December 2025 together with the Declaration of the directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 31 December 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Intentions of the Chair:

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRUCE MCFADZEAN

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 14.4, the Constitution of the Company and for all other purposes, Mr Bruce McFadzean, a Director who was first appointed on 19 April 2022, retires, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”

5. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

“That the proportional takeover provisions contained in clause 35 of the Company's Constitution be renewed for a further period of three years commencing from the date of this Annual General Meeting.”

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO PLACEMENT - LISTING RULE 7.1A

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

“That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 80,000,000 Shares pursuant to the Placement, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associate of 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 the attorney to vote on the Resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF OPTIONS PURSUANT TO PLACEMENT - LISTING RULE 7.1

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

“That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 39,999,996 attaching Listed Options pursuant to the Placement, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associate of 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 the attorney to vote on the Resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 - RATIFICATION OF LEAD MANAGER OPTIONS - LISTING RULE 7.1

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

“That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 7,500,000 Lead Manager Listed Options, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Evolution Capital Pty Ltd, their nominees and any person who obtained a material benefit as a result of the issue of the Lead Manger Options (except a benefit solely by reason of being a Shareholder) and any associates 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 the attorney to vote on the Resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 2 APRIL 2026

BY ORDER OF THE BOARD



**ANDREA BETTI
NON-EXECUTIVE DIRECTOR
AND COMPANY SECRETARY**

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 which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2025 together with the declaration of the directors, the Directors' Report, the Remuneration Report, and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.argosyminerals.com.au

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual Financial Report for the previous financial year) was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Voting exclusions apply to this Resolution, as specified in the Notice. The Chair intends to vote all available proxies in favour of adoption of the Remuneration Report, subject to any instructions of the Shareholder to the contrary included in the Proxy Form.

2.5 Recommendation of Directors

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company and the individual.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF MR BRUCE MCFADZEAN

The Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors, or, if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office, provided always that no Director (except the Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under the Constitution is eligible for re-election. The Company currently has four Directors (including the Managing Director) and accordingly one must retire.

Mr Bruce McFadzean, as the director longest in office since his last election, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders

Mr McFadzean was appointed to this role on 19 April 2022 and is considered to be an independent director by the Board.

Mr McFadzean is a qualified mining engineer with more than 40 years' experience in the global resources industry, and was recently the Managing Director of Sheffield Resources Limited. Mr McFadzean has led the financing, development and operation of several new mines around the world. His professional career includes 15 years with BHP Billiton and Rio Tinto in a variety of positions, and as Managing Director of successful ASX gold miner, Catalpa Resources Limited. Under Mr McFadzean management, Catalpa was involved in the merger to create Evolution Mining Limited. Mr McFadzean is a fellow of AusIMM.

Mr McFadzean holds the position of Non-Executive Director at Argosy Minerals Ltd and is currently the non-executive chairman of Aquirian Limited (ASX:AQN), a non-executive director of Bannerman Energy Ltd (ASX:BMN) and a non-executive director of Fin Resources Limited (ASX:FIN).

The Board (other than Mr McFadzean, because of his interest in the outcome of Resolution 2) recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

4.1 General

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 period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10%, to 25% (**Additional Placement Facility**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of the votes cast by shareholders present and eligible to vote at the meeting to be in favour of the resolution.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.2 Quoted securities

Any Equity Securities issued under the Additional Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company currently has two classes of Equity Securities quoted on the ASX, being Ordinary Shares (ASX: AGY) and Listed Options exercisable at \$0.04 and expiring 1 August 2028 (ASX: AGYO).

4.3 Formula for Additional Placement Facility

If Resolution 3 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula, as outlined in ASX Listing Rule 7.1A.2:

Additional Placement Capacity = (A x D) – E

A = the number of fully-paid ordinary securities on issue at the commencement of the 12 month period immediately preceding the date of the issue or agreement (**Relevant Period**):

- plus the number of fully-paid ordinary securities issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully-paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

- plus the number of fully-paid ordinary securities issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period with approval under Listing Rule 7.1 or 7.4;
- plus the number of partly-paid ordinary securities that became fully-paid in the Relevant Period;
- less the number of fully-paid ordinary securities cancelled in the Relevant Period;

D = 10%; and

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

4.4 Technical Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

a) Period for which the Additional Placement Facility is valid

The Additional Placement Facility will commence on the date of the Meeting at which the Shareholder approval is obtained and expire on the first to occur of the following:

- (i) The date that is 12 months after the date of this Meeting (i.e. 22 May 2027), presuming Shareholder approval is obtained;
- (ii) The time and date of the Company's next annual general meeting; and
- (iii) The time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature and scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

b) Minimum Price at which equity securities may be issued

Any Equity Securities issued under the Additional Placement Facility will be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

c) Use of funds raised under Additional Placement Facility

The Company intends to use funds raised from issues of Equity Securities under the Additional Placement Facility for the development of the Company's current business and projects, the acquisition of new resources, assets and investments (including expenses associated with such acquisitions) and general working capital.

d) Risk of economic and voting dilution

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional

Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date Shareholder approval is obtained for this Resolution; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

The table below shows the potential dilution of existing Shareholders following the issue of Equity Securities under the Additional Placement Facility (based on the formula set out above) using different variables for the number of issued Ordinary Shares and the market price of Ordinary Shares. The information in the table below is calculated using the closing market price of Shares and the number of Equity Securities on issue as at 1 April 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional Placement Facility.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0335 50% decrease in Current Issue Price	\$0.067 Current Issue Price	\$0.1005 50% increase in Current Issue Price
1,543,420,934 Shares (Current Variable 'A')	Shares Issued - 10% Voting Dilution	154,342,093 Shares	154,342,093 Shares	154,342,093 Shares
	Funds Raised	\$5,170,460	\$10,340,920	\$15,511,380
2,315,131,401 Shares (50% increase in Current Variable 'A')	Shares Issued - 10% Voting Dilution	231,513,140 Shares	231,513,140 Shares	231,513,140 Shares
	Funds Raised	\$7,755,690	\$15,511,380	\$23,267,071
3,086,841,868 Shares (100% increase in Current Variable 'A')	Shares Issued - 10% Voting Dilution	308,684,187 Shares	308,684,187 Shares	308,684,187 Shares
	Funds Raised	\$10,340,920	\$20,681,841	\$31,022,761

The number of Shares on issue (Variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,543,420,934 Shares on issue, with 80,000,000 shares issued on 11 July 2025 pursuant to Listing Rule 7.1A.
2. The issue price set out above is the closing price of \$0.067 of the Shares on the ASX on 1 April 2026.
3. The Company issues the maximum possible number of Equity Securities under the Additional Placement Facility.
4. The Company has not issued any other Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Placement Facility consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to by reasons of placements under the Additional Placement Facility. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the shares may be issued at a price that is at a discount to the market price for those shares on the issue date.

e) Allocation policy under the Additional Placement Facility

The recipients of Equity Securities to be issued under the Additional Placement Facility have not been determined. However, the recipients of Equity Securities could consist of existing Shareholders or new investors (or both) none of whom will be related parties of the Company.

The Company will determine the recipients at the time of issue under the Additional Placement Facility, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 23 May 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 23 May 2025, the Company issued 80,000,000 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 5.495% of the total diluted number of Equity Securities on issue in the Company on 23 May 2025, which was 1,455,920,934.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

g) Compliance with ASX Listing Rule 7.1A.4

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities under the Additional Placement Facility.

4.5 Voting Exclusion Statement

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this notice

4.6 Board Recommendation

The Board believes that the 10% Placement Capacity is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

5.1 Background

Resolution 4 seeks Shareholders approval for the renewal of the proportional takeover provisions which are contained in clause 35 of the Company's Constitution. A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Under the Corporations Act, the provisions in clause 35 must be renewed every three years, or they will cease to have effect.

The current provisions were renewed and approved at an annual general meeting of Shareholders, held on 27 April 2023. Accordingly, the provisions will expire on 27 April 2026, which will be prior to the 2026 Annual General Meeting of Shareholders.

5.2 Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

5.3 Recommendation of Directors

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provisions in the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO A PLACEMENT

6.1 Background

On 7 July 2025, the Company announced that it had successfully completed a placement to institutional and sophisticated investors, to raise \$2,000,000 (before costs) (**Placement**). The Placement included the issue of 80,000,000 shares at an issue price of \$0.025 (**Placement Shares**) together with 1 free attaching Listed Option for every 2 Shares issued under the Placement with an exercise price of \$0.04 and an expiry date of 1 August 2028 (**Placement Options**).

On 11 July 2025, the Company issued 80,000,000 Placement Shares, pursuant to the Company's existing placement capacity under Listing Rule 7.1A, and raised \$2,000,000 (before costs).

Resolution 5 is an ordinary resolution and seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 80,000,000 Placement Shares.

6.2 ASX Listing Rules 7.1, 7.1A and 7.4

This Resolution seeks Shareholder approval and ratification pursuant to Listing Rule 7.4 for the issue of the 80,000,000 Placement Shares issued under Listing Rule 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 shares it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% to 25%. The Company sought and obtained such approval at the Company's Annual General Meeting on 22 May 2025.

The Placement Share 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 the Company's Shareholders, effectively it uses up the Company's 15% limit in Listing Rule 7.1 or its 10% limit in Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A for the 12 month period following the Placement Share Issue Date. The Company has elected to utilise the Company's available 10% limit pursuant to Listing Rule 7.1A, for the issue of the Placement Shares.

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 therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and Listing Rule 7.1A.

To this end, Resolution 5 seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4, for the prior issue of the Placement Shares.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the issue of 80,000,000 Placement Shares will be excluded in calculating the Company's 10% placement capacity 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 Resolution 5 is not passed, the issue of 80,000,000 Placement Shares will be included in calculating the Company's 10% placement capacity 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 Placement Shares issue date.

6.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5:

a) The number and class of securities the entity issued

A total of 80,000,000 Placement Shares were issued using the Company's 10% placement capacity limit under Listing Rule 7.1A.

The Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares.

b) The price or other consideration the entity has received for the issue

The Placement Shares were issued at an issue price of \$0.025 per Share. The Company has not and will not receive any other consideration for the issue of the Shares.

c) The date or dates on which the securities were or will be issued

The Placement Shares were issued on 11 July 2025.

d) The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Placement Shares were issued to various sophisticated and professional investors who are existing shareholders or are clients of the Lead Manager, Evolution Capital. The recipients were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the capital raising process from non-related parties of the Company.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms none of the Placement participants were related parties, key management personnel or any substantial holders of the Company or advisors of the Company or an associate of any of these parties.

e) The purpose of the issue, including the use or intended use of any funds raised by the issue

The purpose of the issue was to raise \$2,000,000 (before costs), which will be primarily be used for the ongoing 12ktpa Rincon engineering/optimisation and feasibility development works and working capital and corporate requirements.

f) Were the securities issued under an agreement

The Placement Shares were not issued under an agreement.

g) Voting Exclusion Statement

A voting exclusion statement in relation to this Resolution is included in the Notice.

6.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 5.

7. RESOLUTION 6 RATIFICATION OF PRIOR ISSUE OF OPTIONS PURSUANT TO A PLACEMENT

7.1 General

As set out in Section 6.1, on 7 July 2025, the Company announced that it had successfully completed a placement to institutional and sophisticated investors, to raise \$2,000,000 (before costs) which included the issue of 80,000,000 shares at an issue price of \$0.025 together with 1 free attaching Listed Option for every 2 Shares issued under the Placement.

On 1 August 2025, the Company issued 39,999,996 Placement Options, pursuant to the Placement. The Placement Options have been issued pursuant to a transaction specific prospectus that was lodged with ASIC and ASX on 21 July 2025 (**Prospectus**). The Placement Options are exercisable at \$0.04 per option and expire on 1 August 2028. The Placement Options are listed options, under ASX security code AGYO.

Resolution 6 is an ordinary resolution and seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 39,999,996 free attaching listed Placement Options under Listing Rule 7.1.

7.2 ASX Listing Rules 7.1 and 7.4

A summary of listing Rule 7.1 is set out in Section 6.2 above.

The issue of the Placement Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by the Company's Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, thereby 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 issue date.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval and ratification for the issue of the Placement Options under and for the purpose of Listing Rule 7.4.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the issue of 39,999,996 Placement Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Option issue date.

If Resolution 6 is not passed, the issue of 39,999,996 Placement Options will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Option issue date.

7.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

a) The number and class of securities the entity issued

A total of 39,999,996 Placement Options were issued on 1 August 2025 using the Company's 15% limit under Listing Rule 7.1.

The Options issued were in a new class of security and were issued pursuant to the Options Prospectus lodged with ASIC and ASX on 21 July 2025. The Options issued have an exercise price of \$0.04 and expire on 1 August 2028. The Placement Options are listed options, under ASX security code AGYO. The terms and conditions of the Options are set out in Schedule 2.

b) The price or other consideration the entity has received for the issue

The Placement Options were issued for nil cash consideration as they were issued as free attaching options to the Shares issued pursuant to the Placement.

c) The date or dates on which the securities were or will be issued

The Placement Options were issued on 1 August 2025.

d) The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Placement Options issued as free attaching options pursuant to the issue of the Placement Shares and were issued to various sophisticated and professional investors who are existing shareholders and clients of the Lead Manager, Evolution Capital Pty Ltd, as detailed in section 6.4(d) above.

The Placement Options were issued on the basis of one free attaching option for every two Shares subscribed for and issued under the Placement.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms none of the Placement Options issued to Placement participants, were related parties, key management personnel or any substantial holders of the Company or advisors of the Company or an associate of any of these parties.

e) The purpose of the issue, including the use or intended use of any funds raised by the issue

The Placement Options were issued as part of the Placement in the form of free attaching options and therefore no funds were raised from the issue of the Placement Options. The Company will however, assess the use of funds raised from the exercise of the Options at the relevant time, which may include using such funds for the exploration at the Company's projects, general working capital and corporate purposes.

f) Were the securities issued under an agreement

The Placement Options issued pursuant to the Placement were not issued under an agreement.

g) Voting Exclusion Statement

A voting exclusion statement in relation to this Resolution is included in the Notice.

7.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6. The Chair intends to exercise all available proxies in favour of Resolution 6.

8. RESOLUTION 7 RATIFICATION OF PRIOR ISSUE OF LEAD MANAGER OPTIONS

8.1 General

As set out in Section 6.1, on 7 July 2025, the Company announced that it had successfully completed a placement to institutional and sophisticated investors, to raise \$2,000,000 (before costs).

The Company entered into an agreement (**Lead Manager Mandate**) with Evolution Capital Pty Ltd (**Evolution**) where Evolution was appointed as Lead Manager to the Placement. Pursuant to this arrangement, the Company agreed to issue Evolution 7,500,000 Lead Manager Options on the same terms and conditions as the Placement Options (**Lead Manager Options**).

On 1 August 2025, the Company issued 7,500,000 Lead Manager Options. The Lead Manager Options have been issued pursuant to the same transaction specific Prospectus as the Placement Options were issued pursuant to, as lodged with ASIC and ASX on 21 July 2025. The Lead Manager Options are exercisable at \$0.04 per option and expire on 1 August 2028. The Lead Manager Options are listed options, under ASX security code AGYO.

Resolution 7 is an ordinary resolution and seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 7,500,000 Lead Manager Options under Listing Rule 7.1.

8.2 ASX Listing Rules 7.1 and 7.4

A summary of listing Rule 7.1 is set out in Section 6.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by the Company's Shareholders, effectively uses up part of the Company's 15% limit in Listing Rule 7.1, thereby 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 issue date.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval and ratification for the issue of the Lead Manger Options under and for the purpose of Listing Rule 7.4.

8.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the issue of 7,500,000 lead Manager Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Lead Manager Option issue date.

If Resolution 7 is not passed, the issue of 7,500,000 Lead Manager Options will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Lead Manger Option issue date.

8.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7:

a) The number and class of securities the entity issued

A total of 7,500,000 Lead Manager Options were issued on 1 August 2025 using the Company's 15% limit under Listing Rule 7.1.

The Options issued were in a new class of security and were issued pursuant to the Options Prospectus lodged with ASIC and ASX on 21 July 2025. The Options issued have an exercise price of \$0.04 and expire on 1 August 2028. The Lead Manager Options are listed options, under ASX security code AGYO. The terms and conditions of the Options are set out in Schedule 2.

b) The price or other consideration the entity has received for the issue

The Lead Manager Options were issued for nil cash consideration and as part consideration for brokerage services provided as the Lead Manager to the Placement. The Company will not receive any other consideration for the issue of the Lead Manager Options.

d) The date or dates on which the securities were or will be issued

The Lead Manager Options were issued on 1 August 2025.

e) The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Lead Manager Options issued to Evolution Capital Pty Ltd, for their role as Lead Manager to the Placement.

f) The purpose of the issue, including the use or intended use of any funds raised by the issue

The Lead Manager Options were issued to satisfy the Company's obligations under the Lead Manager Mandate.

h) Were the securities issued under an agreement

The Lead Manager Options were issued to the Lead Manager pursuant to the Lead Manager Mandate. Evolution were appointed to act as lead manager to the Placement as noted in Section 8.1.

The material terms of the Lead Manager Mandate are as follows:

The Company to pay the Lead Manager:

- (i) a management fee of 1% of the proceeds raised from the Placement;
- (ii) a selling fee of 5% of the proceeds raised from the Placement; and
- (iii) 7,500,000 options issued on the same terms as the Attaching Options.

The Lead Manager Mandate is otherwise on terms considered standard for an agreement of its nature.

i) Voting Exclusion Statement

A voting exclusion statement in relation to this Resolution is included in the Notice.

8.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 7. The Chair intends to exercise all available proxies in favour of Resolution 7.

9. ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 8) 6188 8181 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or Meeting means the Annual General Meeting of the Company convened by the Notice, which is to be held on Friday 22nd May 2026.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report.

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.

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; and
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Argosy** means Argosy Minerals Limited (ACN 073 391 189).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Securities means any security as defined by ASX in Listing Rule 19;

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

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

Option means an option to acquire a share.

Placement has the meaning given to it in Section 6.1

Prospectus has the meaning given to it in Section 7.1

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's annual Financial Report for the year ended 31 December 2025.

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

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

Shareholder means a holder of a Share.

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

**SCHEDULE 1 – ISSUES OF EQUITY SECURITIES UNDER LISTING
RULE 7.1A IN PREVIOUS 12 MONTHS**

Date	Recipients	Number and class of Equity Securities issued	Issue price and discount to market price (if applicable)	Total cash consideration and use of funds
<p>Issue: 11 July 2025</p> <p>Appendix 3B: 7 July 2025</p> <p>Appendix 2A: 11 July 2025</p>	<p>Sophisticated clients of Evolution Capital</p>	<p>80,000,000 fully paid ordinary shares</p>	<p>A\$0.025 representing a premium of 11% to the 15-day VWAP as at 3 July 2025.</p>	<p>Amount raised: A\$2,000,000 (before costs)</p> <p>Amount spent: Nil</p> <p>Use of funds: Funding the development works for the Rincon Lithium Project, exploration at Tonopah project, strategic opportunities and working capital and fees.</p> <p>Amount remaining: \$2 million</p> <p>Proposed use of remaining funds: Proceeds to be used for Rincon Lithium Project development works, working capital, corporate expenses and related project expenditure.</p>

SCHEDULE 2 – TERMS AND CONDITIONS OF LISTED OPTIONS

The Placement Options and Lead Manager Options (Options) offered pursuant to the Prospectus dated 21 July 2025 and are regulated by the Corporations Act, the ASX Listing Rules and general law.

The terms and conditions of the Options are as follows:

- a) Entitlement**
Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- b) Exercise Price**
Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.04 (Exercise Price).
- c) Expiry Date**
Each Option will expire three (3) years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) Exercise Period**
The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- e) 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)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- h) Shares issued on exercise**
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- i) Reconstruction of capital**
If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- j) Participation in new issues**
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- k) Transferability**
The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- l) Quotation of Options**
The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

Your proxy voting instruction must be received by **1:30pm (AWST) on Wednesday, 20 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)

