

---

**CHARIOT RESOURCES LTD**  
**ACN 637 559 847**  
**NOTICE OF ANNUAL GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 2:00pm (WST)

**DATE:** Friday, 29 May 2026

**PLACE:** Level 5, 191 St Georges Terrace, Perth WA 6000

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on Wednesday, 27 May 2026.***

---

## BUSINESS OF THE MEETING

---

### FINANCIAL STATEMENTS AND REPORTS

To receive and consider 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.

---

#### 1. 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 purposes 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.**

---

#### 2. RESOLUTION 2 – ELECTION OF BRENDAN BORG

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

*"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Brendan Borg, a Director who was appointed casually on 15 August 2025, retires, and being eligible, is elected as a Director."*

---

#### 3. RESOLUTION 3 – RE-ELECTION OF FREDERICK FORNI

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

*"That, for the purpose of clause 15.2 of the Constitution and for all other purposes, Frederick Forni, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

---

#### 4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 otherwise on the terms and conditions set out in the Explanatory Statement."*

---

#### 5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,470,588 Shares on the terms and conditions set out in the Explanatory Statement."*

---

#### 6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

---

**7. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

---

**8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,538,464 Shares on the terms and conditions set out in the Explanatory Statement.”*

---

**9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,461,536 Shares on the terms and conditions set out in the Explanatory Statement.”*

---

**10. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,500,000 Options on the terms and conditions set out in the Explanatory Statement.”*

---

**11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES AND OPTIONS TO BRENDAN BORG**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 500,000 Shares and 250,000 Options to Brendan Borg (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

---

**12. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,150,000 Options on the terms and conditions set out in the Explanatory Statement.”*

---

**13. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 790,000 Options on the terms and conditions set out in the Explanatory Statement.”*

---

**14. RESOLUTION 14 – APPROVAL TO ISSUE OPTIONS**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

---

**15. RESOLUTION 15 – APPROVAL TO ISSUE SHARES**

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 24,000,000 Shares to Continental (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

**Dated: 29 April 2026**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <p>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or</p> <p>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.</p> <p>However, a person (the <b>voter</b>) 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:</p> <p>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the Chair and the appointment of the Chair as proxy:</p> <p>(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p>(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.</p>
---	--

## Voting Exclusion Statements

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

<b>Resolution 4 – Approval of 7.1A Mandate</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 5 – Ratification of prior issue of Shares under Listing Rule 7.1A</b>	Any person who participated in the issue or an associate of that person or those persons.
<b>Resolution 6 – Approval to issue Options</b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 7 – Approval to issue Options</b>	Southern Cross Financial (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 8 – Ratification of prior issue of Shares under Listing Rule 7.1</b>	Any person who participated in the issue or an associate of that person or those persons.
<b>Resolution 9 – Ratification of prior issue of Shares under Listing Rule 7.1A</b>	Any person who participated in the issue or an associate of that person or those persons.
<b>Resolution 10 – Approval to issue Options</b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 11 --Approval to issue Shares and Options to Brendan Borg</b>	Brendan Borg (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
<b>Resolution 12 – Approval to issue Options</b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 13 – Approval to issue Options</b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 14 – Approval to issue Options</b>	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 15 – Approval to issue Shares to Continental</b>	Continental (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

## **Voting by proxy**

---

To vote by proxy, please complete 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, Shareholders are advised that:

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

Shareholders and their proxies should be aware that:

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

## **Voting in person**

---

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 9299 9690 .***

---

## EXPLANATORY STATEMENT

---

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

---

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, 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.chariotcorporation.com](http://www.chariotcorporation.com).

---

### 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 to 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

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 most recent 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 Meeting.

### 3. RESOLUTION 2 – ELECTION OF BRENDAN BORG

#### 3.1 General

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

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

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

Further information in relation to Mr Borg is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Mr Borg has 25 years of experience in management, operations, and project development roles across the mineral exploration and mining industries with companies including Rio Tinto Iron Ore, Magnis Resources Limited, Celsius Resources Limited, Tempus Resources Limited, Firefinch Limited and Sibelco Australia Limited. Mr. Borg holds a Master of Science in Hydrogeology and Groundwater Management from the University of Technology Sydney and a Bachelor of Science in Geology/Environmental Science from Monash University. He is a member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the International Association of Hydrogeologists (IAH).</p> <p>Mr Borg is currently the Managing Director of Bupalus Resources Ltd (ASX: BUS) and a Director of battery minerals explorer Kuniko Limited (ASX: KNI).</p>
<b>Term of office</b>	Mr Borg has served as a Director since 15 August 2025.
<b>Independence</b>	If re-elected, the Board considers that Mr Borg will be an independent Director.
<b>Other material information</b>	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Borg.
<b>Board recommendation</b>	Having received an acknowledgement from Mr Borg that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Borg since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Borg) recommend that Shareholders vote in favour of this Resolution.

#### 3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Borg will be elected to the Board as an independent Non-Executive Director.

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

## 4. RESOLUTION 3 – RE-ELECTION OF FREDERICK FORNI

### 4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Frederick Forni, who has held office without re-election since 30 May 2025 and being eligible retires by rotation and seeks re-election.

Further information in relation to Frederick Forni is set out below.

<b>Qualifications, experience and other material directorships</b>	<p>Mr Forni was a senior finance professional with Macquarie Holdings (USA) Inc., a US affiliate of Macquarie Group Limited, from October 1997 to October 2012, as well as a Senior Managing Director from and after July 2004. Mr Forni was involved in: (1) developing, marketing, executing and managing structured and conventional financial product transactions for the Macquarie Group, including the establishment of a NYSE listed US\$425 million closed-end fund (Macquarie Global Infrastructure Fund; Ticker: MGU) and the formation and management of specialised investment portfolios of CLO and CMBS securities aggregating in excess of US\$1 billion and (2) structuring principal and advisory transactions principally from an income tax perspective.</p> <p>Mr Forni acted as a Non-Executive Director for numerous Macquarie Group entities, including an investment adviser under the Investment Company Act of 1940 and a fund incubation joint venture with M.D. Sass. From 1995 to 1997, he was employed as a tax associate with Morgan, Lewis &amp; Bockius LLP. Mr Forni held Series 24, Series 7 and Series 63 FINRA licenses and is admitted to practice law in both New York and Connecticut. Mr Forni has a B.A. in Economics from Connecticut College, a J.D., awarded cum laude, from Georgetown University Law Center and an LL.M. in taxation from New York University Law School.</p>
<b>Term of office</b>	<p>Mr Forni has served as a Director since 2 August 2021 and was last re-elected on 30 May 2025.</p>
<b>Independence</b>	<p>If re-elected, the Board does not consider that Frederick Forni will be an independent Director.</p>
<b>Board recommendation</b>	<p>Having received an acknowledgement from Frederick Forni that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Frederick Forni since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Frederick Forni) recommend that Shareholders vote in favour of this Resolution.</p>

### 4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Frederick Forni will be re-elected to the Board as an Executive Director.

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

## 5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

### 5.1 General

This Resolution 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.

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 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% (**7.1A Mandate**). 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. As of the date of this Notice, the Company's market capitalisation is approximately \$15,853,670. The Company is therefore an Eligible Entity.

### 5.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution 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 this Resolution 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.

### 5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"><li>(a) the date that is 12 months after the date of this Meeting;</li><li>(b) the time and date of the Company's next annual general meeting; and</li><li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li></ul>
<b>Minimum price</b>	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration 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:</p> <ul style="list-style-type: none"><li>(a) 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</li><li>(b) 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.</li></ul>

REQUIRED INFORMATION	DETAILS																																										
<p><b>Use of funds</b></p>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for or an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.</p>																																										
<p><b>Risk of economic and voting dilution</b></p>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 2 April 2026.</p> <p>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 7.1A Mandate.</p> <table border="1" data-bbox="676 1032 1385 1464"> <thead> <tr> <th colspan="2" rowspan="2"></th> <th colspan="4">DILUTION</th> </tr> <tr> <th colspan="3">Issue Price</th> </tr> <tr> <th rowspan="2">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="2"></th> <th rowspan="2">Shares issued – 10% voting dilution</th> <th>\$0.039</th> <th>\$0.077</th> <th>\$0.116</th> </tr> <tr> <th>50% decrease</th> <th>Issue Price</th> <th>50% increase</th> </tr> <tr> <th colspan="6">Funds Raised</th> </tr> </thead> <tbody> <tr> <td>Current</td> <td>230,391,829 Shares</td> <td>23,039,182 Shares</td> <td>\$898,528</td> <td>\$1,774,017</td> <td>\$2,672,545</td> </tr> <tr> <td>50% increase</td> <td>345,587,744 Shares</td> <td>34,558,774 Shares</td> <td>\$1,347,792</td> <td>\$2,661,025</td> <td>\$4,008,817</td> </tr> <tr> <td>100% increase</td> <td>460,783,658 Shares</td> <td>46,078,365 Shares</td> <td>\$1,797,056</td> <td>\$3,548,034</td> <td>\$5,345,090</td> </tr> </tbody> </table> <p>*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.</p> <p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 230,391,829 Shares on issue comprising: <ol style="list-style-type: none"> <li>205,891,829 existing Shares as at the date of this Notice; and</li> <li>24,500,000 Shares which will be issued if Resolutions 11 and 15 are passed at this Meeting.</li> </ol> </li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 2 April 2026 (being \$0.077) (<b>Issue Price</b>). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares</li> </ol>			DILUTION				Issue Price			Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	\$0.039	\$0.077	\$0.116	50% decrease	Issue Price	50% increase	Funds Raised						Current	230,391,829 Shares	23,039,182 Shares	\$898,528	\$1,774,017	\$2,672,545	50% increase	345,587,744 Shares	34,558,774 Shares	\$1,347,792	\$2,661,025	\$4,008,817	100% increase	460,783,658 Shares	46,078,365 Shares	\$1,797,056	\$3,548,034	\$5,345,090
				DILUTION																																							
		Issue Price																																									
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	\$0.039	\$0.077	\$0.116																																						
			50% decrease	Issue Price	50% increase																																						
Funds Raised																																											
Current	230,391,829 Shares	23,039,182 Shares	\$898,528	\$1,774,017	\$2,672,545																																						
50% increase	345,587,744 Shares	34,558,774 Shares	\$1,347,792	\$2,661,025	\$4,008,817																																						
100% increase	460,783,658 Shares	46,078,365 Shares	\$1,797,056	\$3,548,034	\$5,345,090																																						

REQUIRED INFORMATION	DETAILS
	<p>before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</p> <p>6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>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%.</p> <p>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.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>
<p><b>Allocation policy under 7.1A Mandate</b></p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 May 2025 (<b>Previous Approval</b>).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 29 May 2025, the Company issued 25,524,052 Shares pursuant to the Previous Approval (<b>Previous Issues</b>), which represent approximately 14.01% of the total diluted number of Equity Securities on issue in the Company on 29 May 2025, which was 182,103,958.</p>

REQUIRED INFORMATION	DETAILS
	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.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 6. BACKGROUND TO RESOLUTIONS 5 TO 15

### 6.1 Placements

#### 6.1.1 First Placement

On 21 October 2025, the Company issued 1,470,588 Shares to unrelated professional and sophisticated investors (**First Placement Participants**) at an issue price of \$0.17 per Share to raise approximately \$250,000 (**First Placement**) pursuant to the Company's capacity under Listing Rule 7.1A.

The First Placement Participants are entitled to receive an aggregate of 1,000,000 Options, exercisable at \$0.25 and expiring on the date that is two years from the date of issue, subject to Shareholder approval (being the subject of Resolution 6).

Proceeds raised under the First Placement will be used for the Acquisition (defined below) and to accelerate exploration activities in Nigeria.

The Company engaged Southern Cross Financial Pty Ltd (**Southern Cross Financial**) to act as lead manager to the First Placement on the following key terms.

<b>Fees</b>	<p>The Company agreed to pay/issue to Southern Cross Financial in consideration for lead manager services provided:</p> <p>(a) a cash management and capital raising fee equal to 6% of the gross proceeds of the First Placement; and</p> <p>(b) 1,000,000 Options on the same terms as the First Placement Participants, subject to Shareholder approval (being the subject of Resolution 7).</p>
-------------	---

#### 6.1.2 Second Placement

On 16 March 2026, the Company announced that it had received firm commitments from professional and sophisticated investors (**Second Placement Participants**) for a placement of 21,500,000 Shares at \$0.10 per Share to raise \$2,150,000 (before costs) (**Second Placement**).

The Second Placement Participants are entitled to one free attaching Option for every two Shares subscribed for and issued under the Second Placement, exercisable at \$0.10 and expiring on 19 December 2028, subject to Shareholder approval (being the subject of Resolution 10).

In addition, Director Brendan Borg elected to subscribe for 500,000 Shares together with 250,000 free-attaching Options on the same terms as the Second Placement Participants, subject to Shareholder approval (being the subject of Resolution 11).

On 20 March 2026, the Company issued 11,538,464 Shares pursuant to the Company's placement capacity under Listing Rule 7.1. The balance of the Shares, being 9,461,536 Shares, were issued on the same day using the Company's placement capacity under Listing Rule 7.1A.

Proceeds raised under the Second Placement will be used for the Acquisition and to accelerate exploration activities in Nigeria.

The Company engaged GBA Capital Pty Ltd (**GBA Capital**) to act as lead manager to the Second Placement (**Lead Manager Mandate**) on the following key terms.

<b>Fees</b>	The Company agreed to pay/issue to GBA Capital in consideration for lead manager services provided: <ul style="list-style-type: none"> <li>(a) a cash management fee equal to 3% of the gross proceeds of the Second Placement;</li> <li>(b) a cash capital raising fee equal to 3% on funds raised by GBA Capital; and</li> <li>(c) 2,150,000 Options on the same terms as the Second Placement Participants, subject to Shareholder approval (being the subject of Resolution 12).</li> </ul>
<b>Right of First Refusal</b>	GBA Capital holds the right of first refusal to be a lead manager to any future capital raisings conducted by the Company within 6 months from the date of the GBA Capital Mandate.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature.

In addition, the Company has agreed to issue 790,000 Options to the recipients listed in Section 14.4 (together, the **Advisors**) who assisted the Company and GBA Capital in obtaining firm commitments from the Second Placement Participants under the Second Placement subject to Shareholder approval (being the subject of Resolution 13).

## 6.2 Facility Agreement

On 30 March 2026, the Company announced that it had entered into a binding loan facility agreement (**Facility Agreement**) with GAM Company Pty Ltd ATF The GAM 1 Trust (**GAM**) (the trustee of the loan facility) pursuant to which GAM agreed to make a secured loan facility of \$3,500,000 (**Loan**) available to the Company for the purposes of repayment of the \$2.824 million in existing debt and associated transaction costs, with the balance to be used for working capital.

Once funded, the Loan will fully discharge the existing debt facilities and associated security with GAM and GBA Capital.

The material terms of the Facility Agreement are set out in the table below.

<b>Drawdown</b>	GAM shall advance the Loan no more than five Business Days after the date satisfaction of the following conditions precedent: <ul style="list-style-type: none"> <li>(a) the Company providing GAM with a copy of a resolution of the board of directors of the Company approving the execution of, the terms of, and the transactions contemplated by, the Facility Agreement;</li> <li>(b) the Company providing GAM with all documents and other evidence reasonably requested by GAM in order for GAM to carry out all necessary "know your customer", "anti money laundering" "verification of identity" or other similar checks in relation to the Company; and</li> <li>(c) the Company providing GAM with executed and original copies of the Facility Agreement and general security deed.</li> </ul>
<b>Interest</b>	The Company will pay an upfront first interest payment equal to 9% of the Loan for the first six months. Interest will then accrue at 18% per annum for the remaining six months.
<b>Maturity Date</b>	The Loan matures 12 months after the advance date ( <b>Maturity Date</b> ).
<b>Security</b>	The Loan is secured pursuant to a general security deed over all present and after-acquired property of the Company.
<b>Repayment</b>	The Company must make a single repayment at maturity unless it prepays the facility earlier. The Company may prepay the facility in full by giving notice.

	If the Company completes an equity raising after 10 April 2026 and before maturity, it must apply at least 30% of the net cash proceeds from that raising, after reasonable transaction costs, to repay the Loan.
<b>Fees</b>	The Company has agreed to pay GAM the following: (a) a cash arrangement fee of \$210,000 (plus GST); (b) \$10,000 (plus GST) towards GAM's legal fees; and (c) a \$105,000 (plus GST) retainer to GAM's agent GBA Capital. In respect of (b), GAM is entitled to withhold an amount equal to the invoiced amount of legal fees from the Loan.
<b>Loan Options</b>	The Company has also agreed to issue GAM (or its nominee(s)) 15,000,000 Options exercisable at \$0.10 on or before 19 December 2028, as soon as reasonably practicable after the date of the Facility Agreement and in any event no later than 16 weeks after the advance date of the Facility Agreement and subject to Shareholder approval (being the subject of Resolution 14). In the event that shareholder approval for the Options is not obtained, the Company shall be required to cash-settle the issue of the Options by making a payment in immediately available funds to GAM equal to the higher of: (a) the 10-day volume weighted average price of CC9O Options traded on the ASX immediately preceding the date of this Meeting; and (b) the closing price of CC9O Options on the ASX immediately preceding the date of this Meeting, provided such price is not less than \$0.03.

The Facility Agreement otherwise contains terms and conditions considered customary for an agreement of its type, including representations and warranties, negative covenants and events of default.

### 6.3 Acquisition Agreement

On or about 10 July 2025, the Company entered into a binding share sale agreement (**SSA**) to acquire a 66.7% interest in a portfolio of Nigerian hard-rock lithium projects (the **Acquisition**) from Continental Lithium Limited (a company incorporated in Nigeria) (**Continental**).

The portfolio comprises four project clusters - Fonlo, Gbugbu, Iganna, and Saki - located across Nigeria's Oyo and Kwara States and includes 8 exploration licences and 2 small-scale mining leases (collectively, the **Licences**).

The Licences will be transferred to a newly established joint venture entity, C&C Minerals Limited (**C&C Minerals**), which will be 66.7% owned and controlled by the Company with Continental holding the remaining 33.3% interest.

The Company previously obtained Shareholder approval to issue 24,000,000 Shares to Continental in consideration for the Acquisition (**Consideration Shares**) at the Company's general meeting held on 26 November 2025 (Initial Approval). However, as the Consideration Shares were not issued within the 3-month period after the Initial Approval was obtained, the approval period for the Company to issue the Consideration Shares has lapsed.

Resolution 15 seeks that Shareholders re-approve the issue of the Consideration Shares pursuant to Listing Rule 7.1.

A summary of the material terms of the SSA is set out in the table below.

<b>Cash Consideration</b>	US\$1,500,000 to Continental as part consideration for the Acquisition, comprising: (a) US\$150,000, which was paid upon signing as a non-refundable deposit; and (b) US\$350,000 payable at settlement of the Acquisition.
---------------------------	---

	In addition, the Company will make two deferred cash payments of US\$500,000 each, with one due on 31 December 2025 and the other on 31 December 2026.
<b>Share Consideration</b>	<p>The Company will also issue a total of 42,000,000 Shares to Continental in the following tranches;</p> <p>(a) 24,000,000 Shares will be issued on completion of the Acquisition, subject to the Company obtaining shareholder approval (being the subject of Resolution ) and a 12-month voluntary escrow period; and</p> <p>(b) 18,000,000 Shares will be issued on 31 December 2026, subject to the Nigerian licences remaining in good standing, the Company obtaining shareholder approval and a 12-month voluntary escrow period. Shareholder approval for this issue will be sought at a later date.</p>
<b>Conditions Precedent</b>	<p>Settlement of the Acquisition is conditional on:</p> <p>(a) Continental having duly established and incorporated C&amp;C Minerals in accordance with the laws of its jurisdiction of incorporation;</p> <p>(b) completion of financial, legal and technical due diligence by the Company on C&amp;C Minerals and the Licences to its absolute satisfaction;</p> <p>(c) the parties entering into a shareholders' agreement governing the ownership, management and operation of C&amp;C Minerals, including the rights and obligations of the shareholders;</p> <p>(d) Shareholders approving the issue of the Shares (being the subject of Resolution 15); and</p> <p>(e) the parties obtaining all necessary third-party or regulatory consents and/or approvals required to complete the Acquisition.</p>

The SSA otherwise contains provisions considered standard for an agreement of its nature.

## **7. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A**

### **7.1 General**

As set out in Section 6.1.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 of the issue of an aggregate of 1,470,588 Shares to the First Placement Participants.

The Shares were issued on 21 October 2025 pursuant to the Company's capacity under Listing Rule 7.1A.

### **7.2 Listing Rules 7.1 and 7.1A**

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 4 being passed at this Meeting.

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

### 7.3 Listing Rule 7.4

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

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

### 7.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 4 being passed at this Meeting.

### 7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The Shares were issued to the First Placement Participants who were identified through a bookbuild process, which involved the Company and Southern Cross Financial seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	1,470,588 Shares were issued pursuant to Listing Rule 7.1A.
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	The Shares were issued on 21 October 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.17 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 6.1.1 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Shares were not issued pursuant to an agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 8. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS

### 8.1 General

As set out in Section 6.1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue an aggregate of 1,000,000 Options to the First Placement Participants. The Options will be issued for nil consideration as they are free attaching to the Shares issued under the First Placement. The Options will be exercisable at \$0.25 each on or before the date that is two years from the date of issue and otherwise on the terms and conditions set out in Schedule 2.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 8.2 Technical information required by Listing Rule 14.1A

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

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

### 8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Options will be issued to the First Placement Participants free-attaching to the Shares issued under the First Placement. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	1,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued for nil consideration as they are free-attaching to the Shares issued under the First Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	No funds will be raised through the issue of the Options as the Options are being offered free-attaching to the Shares issued under the First Placement.
<b>Summary of material terms of agreement to issue</b>	The Options are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 9. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS

### 9.1 General

As set out in Section 6.1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,000,000 Options to Southern Cross Financial (or its nominees) in consideration for lead manager services provided by Southern Cross Financial.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 9.2 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 above.

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

### 9.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to settle the obligation by cash payment.

### 9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Southern Cross Financial (or its nominees)
<b>Number of Securities and class to be issued</b>	1,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nil issue price, in consideration for services provided by Southern Cross Financial in relation to the First Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to compensate Southern Cross Financial for services provided in relation to the First Placement.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under an agreement with Southern Cross Financial a summary of which is included in Section 6.1.1.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

## 10. RESOLUTIONS 8 AND 9 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULES 7.1 AND 7.1A

### 10.1 General

As set out in Section 6.1.2, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 of the issue of an aggregate of 21,500,000 Shares to the Second Placement Participants.

On 20 March 2026, 11,538,464 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 8) and 9,461,536 Shares (being, the subject of Resolution 9) were issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

### 10.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 4 being passed at this Meeting.

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

### 10.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 above.

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

### 10.4 Technical information required by Listing Rule 14.1A

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

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 4 being passed at this Meeting.

### 10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were	The Shares were issued to the Second Placement Participants who were identified through a bookbuild

REQUIRED INFORMATION	DETAILS
<b>issued or the basis on which those persons were identified/selected</b>	process, which involved the Company and GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	21,500,000 Shares were issued on the following basis:  (a) 11,538,464 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 8); and  (b) 9,461,536 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 9).
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	The Shares were issued on 20 March 2026.
<b>Price or other consideration the Company received for the Securities</b>	\$0.10 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 6.1.2 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Shares were not issued pursuant to an agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 11. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS

### 11.1 General

As set out in Section 6.1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,500,000 Options to the Second Placement Participants. The Options will be issued for nil consideration as they are free attaching to the Shares issued, under the Second Placement on a 1:2 basis. The Options will be exercisable at \$0.10 each on or before 19 December 2028 and otherwise on the terms and conditions set out in Schedule 3.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### 11.2 Technical information required by Listing Rule 14.1A

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

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

### 11.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Options will be issued to the Second Placement Participants free-attaching to the Shares issued under the Second Placement on a 1:2 basis.  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	10,500,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued for nil consideration as they are free-attaching to the Shares issued under the Second Placement on a 1:2 basis.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	No funds will be raised through the issue of the Options as the Options are being offered free-attaching to the Shares issued under the Second Placement on a 1:2 basis.
<b>Summary of material terms of agreement to issue</b>	The Options are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 12. RESOLUTION 11 – APPROVAL TO ISSUE SHARES AND OPTIONS TO BRENDAN BORG

### 12.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of 500,000 Shares and 250,000 Options to Brendan Borg (or his nominee), to enable his participation in the Company's capital raising activities on the same terms as Second Placement Participants.

### 12.2 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and Brendan Borg is a related party of the Company by virtue of being a Director.

The Directors (other than Brendan Borg who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Brendan

Borg (or his nominee) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

### 12.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

### 12.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 6.1.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

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

### 12.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Brendan Borg (or his nominee).
<b>Categorisation under Listing Rule 10.11</b>	Brendan Borg falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director.  Any nominee(s) of Brendan Borg who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	500,000 Shares and 250,000 free-attaching Options will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.  The Options will be issued on the terms and conditions set out in Schedule 3.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.10 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1:2 basis.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 6.1.2 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Securities are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

### 13. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS

#### 13.1 General

As set out in Section 6.1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 2,150,000 Options to GBA Capital (or its nominees) in consideration for lead manager services provided by GBA Capital pursuant to the Lead Manager Mandate.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

#### 13.2 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 above.

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

#### 13.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to settle the obligation by cash payment.

#### 13.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on</b>	GBA Capital (or its nominees).

REQUIRED INFORMATION	DETAILS
which those persons were or will be identified/selected	
Number of Securities and class to be issued	2,150,000 Options.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for services provided by GBA Capital in relation to the Second Placement under the Lead Manager Mandate.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Options are being issued under the Lead Manager Mandate, a summary of which is included in Section 6.1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

## 14. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS

### 14.1 General

As set out in Section 6.1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 790,000 Options to the Advisors in consideration for their assistance in obtaining firm commitments from the Second Placement Participants under the Second Placement.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

### 14.2 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 above.

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

### 14.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue, and the Company may be required to settle the obligation by cash payment.

#### 14.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	(a) Kefallonia Kapital Pty Ltd; (b) Cangu Pty Ltd <Cangu Family A/C>; and (c) Southern Cross Financial Pty Ltd.
<b>Number of Securities and class to be issued</b>	A total of 790,000 Options will be issued as follows: (a) 300,000 Options to Kefallonia Kapital Pty Ltd; (b) 225,000 Options to Cangu Pty Ltd <Cangu Family A/C>; and (c) 265,000 Options to Southern Cross Financial Pty Ltd.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nil issue price, in consideration for services provided by the Advisors in relation to the Second Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to compensate the Advisors for assisting the Company and GBA Capital in obtaining firm commitments from the Second Placement Participants under the Second Placement.
<b>Summary of material terms of agreement to issue</b>	The Options are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

#### 15. RESOLUTION 14 – APPROVAL TO ISSUE OPTIONS

##### 15.1 General

As set out in Section 6.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 15,000,000 Options to GAM (or its nominees) under the Facility Agreement.

##### 15.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

##### 15.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 above.

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

#### 15.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to settle the obligation by cash payment.

#### 15.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	GAM (or its nominees).
<b>Number of Securities and class to be issued</b>	15,000,000 Options.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nil issue price in consideration for the Loan provided by GAM under the Facility Agreement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Facility Agreement.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under Facility Agreement a summary of which is included at Section 6.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

### 16. RESOLUTION 15 – APPROVAL TO ISSUE SHARES TO CONTINENTAL

#### 16.1 General

As set out in Section 6.3, the Company is seeking reapproval for the purposes of Listing Rule 7.1 for the issue of 24,000,000 Shares to Continental in consideration for the Acquisition.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

## 16.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Further, the issue of these Shares is a condition precedent to completion of the Acquisition and if the issue is not approved by Shareholders, there is a risk that the Acquisition will not proceed if the Company is unable to negotiate an alternative form of consideration.

## 16.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Shares will be issued to Continental (or its nominee(s)).
<b>Number of Securities and class to be issued</b>	24,000,000 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares on settlement of the Acquisition (which is set to occur on the date which is 5 business days following the satisfaction (or waiver) of all conditions precedent. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued at a nil issue price, in consideration for the Acquisition.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the SSA.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued under the SSA, a summary of the material terms of which is set out in Section 6.3.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## Glossary

Term	Meaning
<b>\$</b>	Australian dollars.
<b>7.1A Mandate</b>	Has the meaning given in Section 5.1.
<b>Acquisition</b>	has the meaning given in Section 6.3.
<b>Advisors</b>	means the recipients listed Section 14.4.
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>Board</b>	The current board of directors of the Company.
<b>Business Day</b>	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.
<b>C&amp;C Minerals</b>	has the meaning given in Section 6.3.
<b>Chair</b>	The chair of the Meeting.
<b>Closely Related Party</b>	A member of the Key Management Personnel means: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member;</li> <li>(b) a child of the member's spouse;</li> <li>(c) a dependent of the member or the member's spouse;</li> <li>(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;</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.</li> </ul>
<b>Company</b>	Chariot Resources Ltd (ACN 637 559 847).
<b>Constitution</b>	The Company's constitution.
<b>Continental</b>	Continental Lithium Limited (a company incorporated in Nigeria).
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	The current directors of the Company.
<b>Eligible Entity</b>	An entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.
<b>Equity Securities</b>	Includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
<b>Explanatory Statement</b>	The explanatory statement accompanying the Notice.
<b>Facility Agreement</b>	has the meaning given in Section 6.2.
<b>First Placement</b>	has the meaning given in Section 6.1.1.
<b>First Placement Participants</b>	has the meaning given in Section 6.1.1.
<b>GAM</b>	GAM Company Pty Ltd ATF The GAM 1 Trust.
<b>GBA Capital</b>	GBA Capital Pty Ltd.
<b>Initial Approval</b>	has the meaning given in Section 6.3.

<b>Term</b>	<b>Meaning</b>
<b>Key Management Personnel</b>	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.
<b>Lead Manager Mandate</b>	has the meaning given in Section 6.1.2.
<b>Licences</b>	has the meaning given in Section 6.3.
<b>Listing Rules</b>	The Listing Rules of ASX.
<b>Loan</b>	has the meaning given in Section 6.2.
<b>Material Person</b>	A related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.
<b>Maturity Date</b>	has the meaning given in Section 6.2.
<b>Meeting</b>	The meeting convened by the Notice.
<b>Notice</b>	This notice of meeting including the Explanatory Statement and the Proxy Form.
<b>Option</b>	An option to acquire a Share.
<b>Performance Right</b>	A right to acquire a Share subject to satisfaction of performance milestones.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Remuneration Report</b>	The remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2025.
<b>Resolutions</b>	The resolutions set out in the Notice, or any one of them, as the context requires.
<b>Second Placement</b>	has the meaning given in Section 6.1.2.
<b>Second Placement Participants</b>	has the meaning given in Section 6.1.2.
<b>Section</b>	A Section of the Explanatory Statement.
<b>Security</b>	A Share, Option or Performance Right (as applicable).
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A registered holder of a Share.
<b>Southern Cross Financial</b>	Southern Cross Financial Pty Ltd.
<b>SSA</b>	has the meaning given in Section 6.3.
<b>Subscription</b>	has the meaning given in Section 1.1.
<b>Subscription Agreement</b>	has the meaning given in Section 1.1.
<b>Variable A</b>	"A" as set out in the formula in Listing Rule 7.1A.2.
<b>WST</b>	Western Standard Time as observed in Perth, Western Australia.

**SCHEDULE 1 – ISSUES OF EQUITY SECURITIES UNDER LISTING RULE 7.1A SINCE 29 MAY 2025**

<b>Date</b>	<b>Recipients</b>	<b>Number and class of equity securities issued</b>	<b>Issue price and discount to market price (if applicable)<sup>1</sup></b>	<b>Total cash consideration and use of funds</b>
<b>Issue</b> – 21 July 2025 <b>Appendix 2A</b> – 21 July 2025	Professional and sophisticated investors as part of a placement announced on 15 July 2025. The placement participants were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the placement from non-related parties of the Company.	9,891,928 Shares <sup>2</sup>	\$0.05 (representing a premium to Market Price of 6.38%)	<b>Amount raised or to be raised:</b> \$494,596.40 <b>Amount spent:</b> \$494,596.40 <b>Use of funds:</b> The acquisition of a 66.7% interest in a Nigerian hard rock lithium portfolio from Continental Lithium Limited, (ii) landholding and mineral claims maintenance costs, (iii) exploration activities, and (iv) corporate and administration costs. <b>Amount remaining:</b> Nil <b>Proposed use of remaining funds:</b> N/A
<b>Issue</b> – 25 August 2025 <b>Appendix 2A</b> – 26 August 2025	Professional and sophisticated investors as part of a placement announced on 15 July 2025. The placement participants were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the placement from non-related parties of the Company.	4,700,000 Shares <sup>2</sup>	\$0.05 (representing a discount to Market Price of 52.38%)	<b>Amount raised or to be raised:</b> \$235,000.00 <b>Amount spent:</b> \$235,000.00 <b>Use of funds:</b> The acquisition of a 66.7% interest in a Nigerian hard rock lithium portfolio from Continental Lithium Limited, (ii) landholding and mineral claims maintenance costs, (iii) exploration activities, and (iv) corporate and administration costs. <b>Amount remaining:</b> Nil <b>Proposed use of remaining funds:</b> N/A
<b>Issue</b> – 21 October 2025 <b>Appendix 2A</b> – 27 October 2025	Professional and sophisticated investors as part of a placement announced on 21 October 2025. The placement participants were identified through a bookbuild process, which involved Southern Cross Financial seeking expressions of	1,470,588 Shares <sup>2</sup>	\$0.17 (representing a discount to Market Price of 24.44%)	<b>Amount raised or to be raised:</b> \$249,999.96 <b>Amount spent:</b> \$249,999.96 <b>Use of funds:</b> The acquisition of a 66.7% interest in a Nigerian hard rock lithium portfolio from Continental Lithium Limited, (ii) landholding and mineral claims maintenance costs, (iii) exploration activities,

Date	Recipients	Number and class of equity securities issued	Issue price and discount to market price (if applicable) <sup>1</sup>	Total cash consideration and use of funds
	interest to participate in the placement from non-related parties of the Company.			and (iv) corporate and administration costs. <b>Amount remaining:</b> Nil <b>Proposed use of remaining funds:</b> N/A
<b>Issue</b> – 20 March 2026 <b>Appendix 2A</b> – 20 March 2026	Professional and sophisticated investors as part of a placement announced on 15 July 2025. The placement participants were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the placement from non-related parties of the Company.	9,461,536 Shares <sup>2</sup>	\$0.10 (representing a premium to Market Price of 3.09%)	<b>Amount raised or to be raised:</b> \$940,000.00 <b>Amount spent:</b> \$347,000 <b>Use of funds:</b> The acquisition of a 66.7% interest in a Nigerian hard rock lithium portfolio from Continental Lithium Limited, (ii) landholding and mineral claims maintenance costs, (iii) exploration activities, and (iv) corporate and administration costs. <b>Amount remaining:</b> \$563,000 <b>Proposed use of remaining funds:</b> <sup>3</sup> The acquisition of a 66.7% interest in a Nigerian hard rock lithium portfolio from Continental Lithium Limited, (ii) landholding and mineral claims maintenance costs, (iii) exploration activities, and (iv) corporate and administration costs.

**Notes:**

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CC9 (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

**SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS UNDER RESOLUTIONS 6 AND 7**

1.	<b>Entitlement</b>	Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.25 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	<p>Each Option will expire at 5:00 pm (AWST) on or before the date that is two years from the date of issue (<b>Expiry Date</b>).</p> <p>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</p>
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the

		ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS UNDER RESOLUTIONS 10 TO 14**

1.	<b>Entitlement</b>	Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.10 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AWST) on 19 December 2028 ( <b>Expiry Date</b> ).  An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the

		ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**SCHEDULE 4 – TERMS AND CONDITIONS OF OPTIONS UNDER RESOLUTIONS 1 AND 1**

1.	<b>Entitlement</b>	Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.30 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	<p>Each Option will expire at 5:00 pm (AWST) on or before the date that is two years from the date of issue (<b>Expiry Date</b>).</p> <p>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</p>
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the

		ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



CHARIOT RESOURCES Ltd

CHARIOT RESOURCES LTD | ABN 13 637 559 847

# Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 27 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](mailto: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)

