
ASIAN BATTERY METALS PLC
ARBN 619 213 437
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3.00pm (WST)
DATE: 29 May 2026
PLACE: Level 4
88 William Street
Perth WA 6000

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

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

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the report of the directors and the financial statements for the period ended 31 December 2025 and the report of the auditors thereon.

2. RESOLUTION 1 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“To appoint Johnsons Financial Management Limited (trading as Johnsons) as auditors of the Company and to authorise the Directors to determine their remuneration.”

3. RESOLUTION 2 – DIRECTORS’ GENERAL AUTHORITY TO ALLOT EQUITY SECURITIES

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

*“That, pursuant to section 551 of the Companies Act 2006 (the **Companies Act**) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Companies Act) up to the maximum aggregate nominal amount of £1,000,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require Shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot Shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot Shares and grant equity securities be and are hereby revoked, on the terms and conditions set out in the accompanying explanatory statement.”*

4. RESOLUTION 3 – DISAPPLICATION OF PRE-EMPTION RIGHTS

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

“That, subject to the passing of Resolution 2, and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 2 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (a) in connection with an offer of equity securities to the holders of Shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and*
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £1,000,000,*

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.”

5. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – DAVID PAULL

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

"That, for the purpose of Article 86 of the Company's Articles of Association, Listing Rule 14.5 and for all other purposes, David Paull, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF CDIS TO PLACEMENT PARTICIPANTS

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 75,236,425 CDIs on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF CDIS TO PLACEMENT PARTICIPANTS

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 67,620,718 CDIs on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF CDIS TO ADVISORS

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 1,602,565 CDIs on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO THE JLM NOMINEES

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 14,285,714 Options on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – 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."

11. RESOLUTION 10 – CHANGE OF NAME

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

"That for the purposes of Section 77 of the Companies Act and for all other purposes, the registered name of the Company be changed to Azzuro Resources PLC."

Dated: 30 April 2026
By order of the Board


David Paull
Chairman

Voting Exclusion Statements

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

Resolution 5 - Ratification of Prior Issue of CDIs to Placement Participants	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 - Ratification of Prior Issue of CDIs to Placement Participants	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 - Ratification of Prior Issue of CDIs to Advisors	The Advisors or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Ratification of Prior Issue of Options to the JLM Nominees	The Joint Lead Managers and the JLM Nominees or any other person who participated in the issue or an associate of that person or those persons.

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

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

EVENT	EXPECTED TIME / DATE
Publication of this document	5 May 2026
Latest time and date for receipt of CDI voting instruction cards	9.am (WST) / 2.00am (BST) on 26 May 2026
Latest time and date for receipt of forms of proxy cards	3.00pm (WST) / 8.00am (BST) on 27 May 2026
Record Date for Meeting	5.00 pm (WST) /10.00 am (BST) on 27 May 2026
Date and time of Annual General Meeting	3.00pm (WST) / 8.00am (BST) on 29 May 2026

Notes:

1. All times shown in this document are Australian Western Standard Time (WST) unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Australian Securities Exchange.
2. If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy form and CDI voting instruction card for the adjourned meeting will be notified to Shareholders by announcement through the Australian Securities Exchange.

Voting by proxy

Each Holder has a right to appoint a proxy. Holders are strongly encouraged to submit a proxy vote in advance of the Meeting and to use their right to appoint the Chair of the Meeting as their proxy to attend the Meeting and vote on their behalf.

Holders are advised that:

- the proxy need not be a holder of Shares; and
- if a Holder appoints more than one person to act as their proxy, the appointment of each proxy must specify the Shares in respect of which each proxy is to vote. No Holder may appoint more than one proxy (save in the alternate) to vote in respect of any one Share held by that Holder. When two or more valid appointments of proxy are received for the same Share for use at the same meeting, the one which is last validly received by the Company (regardless of its date or the date of its execution) will be treated as replacing and revoking the other(s) as regards that Share. If the Company is unable to determine which one was last received, neither will be treated as valid.

Holders and their proxies should be aware that:

- proxy holders are required to vote according to the directions given by the Holders that appointed them;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
- if a Holder who does not give any voting instructions in relation to a resolution, their proxy will have authority to vote or withhold a vote on that resolution as they think fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to Resolutions) which is properly put before the General Meeting, as they think fit.

Holders of Shares

If you are a registered holder of Shares whether or not you are able to attend the Annual General Meeting, you may use the **enclosed** form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided and must be sent to the following address:

c/o Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZY
United Kingdom

Alternatively, proxy forms can be emailed to the Company via the Company Secretary at phil@asianbatterymetals.com

Holders of CDIs on the Australian CDI register

Holders of CDIs on the Australian CDI registry may only vote by directing CHES Depositary Nominees Pty Ltd ("CHES" the Depositary Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed. Please see the Important Notes section for more details.

The CDI voting instruction form must be returned to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
VICTORIA 3001 Australia

Alternatively, you can fax your form to:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

IMPORTANT NOTES

Entitlement to attend and vote

1. Please see paragraphs 3 to 19 for information on how to appoint a proxy.
2. Under the Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs permits CDI Holders to attend any meeting of the holders of Shares. Please see paragraphs 20 to 27 for more information on how to vote your CDIs.

Instructions for Shareholders:

Appointment of proxies

3. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chair of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish for your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the Chair) and give your instructions directly to the relevant person.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. You may not appoint more than one proxy to exercise rights attached to any one Share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of Shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at c/- Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If you fail to specify the number of Shares to which each proxy relates, or specify a number of Shares greater than that held by you on the record date, proxy appointments will be invalid.
6. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using the hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
8. To appoint a proxy using the proxy form, it must be:
 - (a) completed and signed;
 - (b) sent or delivered to the Company at c/- Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ or emailed to the Company via the Company Secretary at phil@asianbatterymetals.com; and
 - (c) received by the Company no later than 3.00pm (WST)/8.00am (BST) on 27 May 2026 (being 48 hours prior to the Meeting).
9. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
10. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
11. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company at 5.00pm (WST)/10.00 am (BST) on 27 May 2026 shall be entitled to attend or vote at the meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be

disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Appointment of proxy by joint members

12. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

13. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 8, save that the cut off time for receipt of proxy appointments is 48 hours before the Meeting. Any amended proxy appointment received after such specified cut off time will be disregarded.
14. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company as indicated in paragraph 5.
15. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

16. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company as indicated above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
17. The revocation notice must be received by the Company no later than 3.00pm (WST) /8.00am (BST) on 27 May 2026.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 19, your proxy appointment will remain valid.
19. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Instructions for Holders of CDIs in the Australian register only:

20. Holders of CDIs will be permitted to attend the Meeting but may only vote by directing CHES Depositary Nominees Pty Ltd (CDN, the Depositary Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the **enclosed** CDI voting instruction form.
21. The CDI Voting Instruction Form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, should be sent to:

Postal address:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively, you can fax your form to:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

22. Holders of CDIs can instruct CDN to cast proxy votes online by visiting www.investorvote.com.au and entering the Shareholder's Control Number, SRN/HIN and postcode or country of residence, which are shown on the first page of your personalised CDI Voting Instruction Form.
23. Directions must arrive by not later than 9.00am (WST)/2.00am (BST) on 26 May 2026 to allow CDN sufficient time to lodge the combined proxies in the United Kingdom 48 hours before the time of the Meeting (without taking into account any part of a day that is not a working day).
24. Instructions for completing and lodging the CDI Voting Instruction Form are appended to it.
25. You must be registered as the holder of CDIs as at 5:00pm (WST) on 27 May 2026 for your CDI voting instruction to be valid.
26. Should the Meeting be adjourned then the deadline for revised voting instructions and the record date for determining registered holders of CDIs will be 72 hours before the time that the adjourned Meeting recommences, excluding any part of a day that is not a working day.
27. To obtain a copy of the CHESSE Depository Nominee's Financial Services Guide, go to <https://www.asx.com.au/content/dam/asx/participants/cash-market/bonds/chess-depository-interests.pdf> or phone 131 279 if you would like one sent to you by mail.

Total Voting rights

28. As at 30 April 2026, the Company's issued share capital comprised 820,666,895 Shares of GBP0.00465116279069768 each, with voting rights (**Shares**).
29. The Company does not hold any Shares in Treasury.
30. The Company has its Shares listed on ASX as CDIs on the basis of 1 CDI being equal to 1 Share.
31. Therefore the total number of voting rights in the Company as at 30 April 2026 is 820,666,895.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Phil Rundell, on +61 417 675695.

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

The Company's audited financial statements, Directors' report and Auditor's report for the financial year ended 31 December 2025 have been provided to Shareholders in accordance with their elected method of communication, including by hard copy, electronic communication or website availability. The Company's financial statements are available on its website (www.asianbattery.com) and on the ASX website (www.asx.com.au).

2. RESOLUTION 1 – APPOINTMENT OF AUDITOR

2.1 General

Resolution 1 seeks Shareholder approval to appoint Johnsons Financial Management Limited (trading as Johnsons) as auditors and to authorise the Directors to determine their remuneration.

2.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – DIRECTORS' GENERAL AUTHORITY TO ALLOT EQUITY SECURITIES

3.1 General

Subject to a limited number of exceptions, the directors of a company must not allot shares unless they have the authority to do so under section 551 of the Companies Act. An authority to allot shares in relation to an English public company must always be granted under section 551 of the Companies Act. Authority to allot shares pursuant to section 551 of the Companies Act can be granted by either a provision in the articles of association of the company or by ordinary resolution passed by the members of the company.

An authority to allot given under section 551 of the Companies Act must specify the maximum amount of shares that may be allotted under it. If the authority relates to the grant of rights to subscribe for shares, it must state the maximum amount of shares that can be allotted under those rights (section 551 (6), Companies Act). The authority must also specify an expiry date, which must not be more than five years from the date the resolution containing the authority is passed.

Once a section 551 of the Companies Act authority to allot has expired, the directors may, if specifically permitted by the terms of the expired authority, allot shares or grant rights to subscribe for or to convert any security into shares pursuant to an offer or agreement made by the company before the authority expired (section 551 (7), Companies Act).

Resolution 2 seeks Shareholder approval to authorise the Directors to allot Shares, or rights to subscribe for or to convert any security into Shares, up a total value of £1,000,000 (equivalent to 215,000,000 Shares at par value of £0.00465116279069768 per Share). This represents an additional number of Shares equal to approximately 26.2% of the number of Shares in issue as at the date of this notice.

The Company notes that while the Company remains listed on ASX, any issues of Equity Securities are also subject to compliance with the limitations imposed by the Listing Rules.

If this Resolution 2 and Resolution 3 are approved, prior to the expiry of such authorities, the Company will be able to issue Equity Securities under the Listing Rules on a non-pro rata basis using its 15% placement capacity under Listing Rule 7.1, and if Resolution 9 is approved, a further 10% under Listing Rule 7.1A, without being required to obtain further Shareholder approval.

If this Resolution is not approved, then the Company will not be able to issue any equity securities unless Shareholder approval is otherwise obtained or an exception in the Companies Act applies (if any) and then the issue would also need to be completed in compliance with any limitations imposed by the Listing Rules.

3.2 Board Recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – DISAPPLICATION OF PRE-EMPTION RIGHTS

4.1 General

Under section 561 of the Companies Act, a company proposing to allot equity securities must first offer them to each holder of shares in the company pro rata to his existing Shareholding. This pre-emption right applies to any allotment of equity securities unless either: (i) one of the exceptions set out in section 564 to section 566 of the Companies Act applies or; (ii) the company excludes or dis-applies the statutory pre-emption rights by one of the permitted methods set out in sections 569 to 573 of the Companies Act.

If the directors of a company are generally authorised to allot shares under section 551 of the Companies Act, they may also be given the power to allot shares under that general authorisation as if the pre-emption provisions in section 561 did not apply (section 570, Companies Act). As a disapplication of the statutory pre-emption right under section 570 works in combination with the authority to allot shares under section 551, the special resolution dis-applying the statutory pre-emption right cross-refers to the corresponding authority to allot.

If Resolution 2 and Resolution 3 are approved, prior to the expiry of such authorities, the Company will be able to issue Equity Securities under the Listing Rules on a non-pro rata basis using its 15% placement capacity under Listing Rule 7.1, and if Resolution 9 is approved, a further 10% under Listing Rule 7.1A, without being required to obtain further Shareholder approval.

If this Resolution is not approved, then the Company will not be able to issue any equity securities unless Shareholder approval is otherwise obtained, or, Resolution 2 is approved and either: (i) the equity securities are first offered to each Shareholder pro rata to their existing Shareholding (ii) one of the exceptions set out in section 564 to section 566 of the Companies Act applies or; (iii) the Company excludes or dis-applies the statutory pre-emption rights by one of the permitted methods set out in sections 569 to 573 of the Companies Act. In addition, while the Company remains listed on ASX, any issues of Equity Securities are also subject to compliance with the limitations imposed by the Listing Rules.

4.2 Board Recommendation

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

5. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – DAVID PAULL

5.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Articles of Association sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Pursuant to Article 86, one third of the Directors or, if their number is not 3 or a multiple of 3, the number nearest but not exceeding one third, must retire from office at the annual general meeting in every year.

David Paull, who has held office without re-election since 18 June 2024 and being eligible, retires by rotation and seeks re-election.

Further information in relation to David Paull is set out below.

Qualifications, experience and other material directorships

Qualifications: B.Com, MBA (Cornell)

David has over 30 years' experience in the mineral resource business. David has extensive experience in Mongolia having been Managing Director and Executive Chairman of ASX listed Aspire Mining Limited from 2010 to 2021. He is currently a director of Yilgarn Iron Pty Ltd and Maiden Iron Pty Ltd. David holds a Bachelor of Commerce from the University of Western Australia and an MBA (Cornell).

Term of office	David Paull has served as a Director and Chairperson since 18 June 2024.
Independence	If re-elected, the Board considers that David Paull will be an independent Director.
Board recommendation	Having received an acknowledgement from David Paull that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of David Paull since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than David Paull) recommend that Shareholders vote in favour of this Resolution.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, David Paull will be re-elected to the Board as an independent Director.

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

6. BACKGROUND TO RESOLUTIONS 5 TO 8

6.1 Equity Placement

As announced on 20 October 2025, the Company received firm commitments from existing and new investors, including a number of institutions (**Placement Participants**), to subscribe for 142.86 million CDIs at an issue price of \$0.042 per CDI to raise up to \$6 million (before costs) (**Placement**).

On 28 October 2025, the Company issued 142,857,143 CDIs to the Placement Participants pursuant to the Company's placement capacity under Listing Rules 7.1 and 7.1A.

The funds from the Placement were applied towards:

- (a) expanding the 2025 Phase 3 Drilling Program at the Company's Yambat (Oval Cu-Ni-PGE, Copper Ridge Cu-Au and Bayan Sair) Project;
- (b) continuing with pre-acquisition technical and legal due diligence of the Maikhan Uul (Red Hill) Copper-Gold Project as announced on 15 August 2025 and completing the acquisition as announced on 22 April 2026; and
- (c) the Placement costs and general working capital.

6.2 Advisor to the Placement

In connection with the Placement, the Company engaged Spark Plus Pte Ltd, to act as a corporate and investor relations advisor (**Advisor Agreement**).

Pursuant to the Advisor Agreement, the Company agreed to issue that number of CDIs equal to \$50,000, in consideration for the provision of services, calculated using the 7 day volume weighted average price (**VWAP**) of the Company's CDIs, and which were held in voluntary escrow for a period of 6 months.

On 28 October 2025, the Company issued 1,602,565 CDIs to Spark Plus Pte Ltd and its nominee, at the VWAP of \$0.0312, utilising the Company's available Listing Rule 7.1 capacity, ratification of which is sought under Resolution 7.

The Advisor Agreement is otherwise on terms considered standard for an agreement of its nature.

6.3 Joint Lead Manager Options

Also as announced on 20 October 2025, the Company engaged GBA Capital Pty Ltd and Originate Capital Pty Ltd (**JLM Mandate**) to act as joint lead managers to the Placement (**Joint Lead Managers**). Pursuant to the JLM Mandate, in consideration for the provision of joint lead

manager services, the Company agreed to pay / issue to the Joint Lead Managers (or their nominees), in their respective proportions, the following:

- (a) a capital raising fee equal to 6% of total proceeds raised under the Placement, in their respective proportions; and
- (b) an aggregate of 14,285,714 unlisted Options, exercisable at \$0.063 each on or before the date that is three years from the date of issue.

The JLM Mandate was otherwise on terms considered standard for an agreement of its nature.

The Options were issued on 28 October 2025 to nominees of the Joint Lead Managers comprising:

- (a) 5,952,381 Options to JEC Capital Pty Ltd <JEC Capital A/C>;
- (b) 5,952,381 Options to Bowden Minerals Pty Ltd <Bowden A/C>;
- (c) 1,845,238 Options to Spark Plus Pte Ltd; and
- (d) 535,714 Options to Brett Graeme Walker,

(together, the **JLM Nominees**).

Ratification for the issue of Options to the JLM Nominees is being sought under Resolution 8.

7. RESOLUTIONS 5 AND 6 – RATIFICATION OF PRIOR ISSUE OF CDIS TO PLACEMENT PARTICIPANTS

7.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 142.86 million CDIs at an issue price of \$0.042 per CDI to raise up to \$6 million (before costs) under the Placement.

On 28 October 2025, 75,236,425 CDIs were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 5) and 67,620,718 CDIs were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 6).

7.2 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%. Shareholders passed a special resolution to approve the additional 10% placement capacity at the annual general meeting held on 27 June 2025.

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

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 Rules 7.1 and 7.1A 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 these Resolutions are passed, the issue will be excluded in calculating the Company's 25% limit in Listing Rule 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 25% limit in Listing Rule 7.1 and 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.

7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Placement Participants, comprising professional and sophisticated investors who were identified through a bookbuild process, which involved the Joint Lead Managers 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.
Number and class of Securities issued	142,857,143 CDIs were issued in total being 75,236,425 CDIs under Listing Rule 7.1 and 67,620,718 CDIs under Listing Rule 7.1A.
Terms of Securities	The CDIs were issued on the same terms and conditions as the Company's existing CDIs.
Date(s) on or by which the Securities were issued	28 October 2025.
Price or other consideration the Company received for the Securities	\$0.042 per CDI.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 6.1 for details of the use of funds.
Summary of material terms of agreement to issue	The CDIs were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF CDIS TO ADVISORS

8.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 1,602,565 CDIs at an issue price of \$0.0312 per CDI in the following proportions:

- (a) Spark Plus Pte Ltd was issued 1,121,795 CDIs; and
- (b) Nucleic Capital Pty Ltd, being a nominee of Spark Plus Pte Ltd, was issued 480,770 CDIs,

(Spark Plus Pte Ltd and Nucleic Capital Pty Ltd, together the **Advisors**)

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it used up part of the 15% limit in Listing Rule 7.1, reducing the

Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

8.3 Listing Rule 7.4

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

8.4 Technical information required by Listing Rule 14.1A

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

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

8.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The following CDI's were issued to the Advisors: (a) Spark Plus Pte Ltd – 1,121,795 CDIs; and (b) Nucleic Capital Pty Ltd – 480,770 CDIs. The Company confirms that no Material Person has been issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	1,602,565 CDIs were issued.
Terms of Securities	The CDIs were issued on the same terms and conditions as the Company's existing CDIs.
Date(s) on or by which the Securities were issued	28 October 2025
Price or other consideration the Company received for the Securities	At the VWAP of \$0.0312 per CDI.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Advisor Agreement and to provide an equity based advisory fee.
Summary of material terms of agreement to issue	The CDIs were issued under the Advisor Agreement. Refer to Section 6.2 for a summary.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO THE JLM NOMINEES

9.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 14,285,714 Options to the JLM Nominees (being those nominees of the Joint Lead Managers) in the proportions set out in Section 6.3, in part consideration for the provision of joint lead manager services provided by the Joint Lead Managers.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it used 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.

9.3 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.

9.4 Technical information required by Listing Rule 14.1A

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

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

9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were or will be identified/selected	The Options were issued to the JLM Nominees, comprising: (a) JEC Capital Pty Ltd <JEC Capital A/C> - 5,952,381 Options; (b) Bowden Minerals Pty Ltd <Bowden A/C> - 5,952,381 Options; (c) Spark Plus Pte Ltd – 1,845,238 Options; and (d) Brett Graeme Walker – 535,714 Options. The Company confirms that no Material Person has been issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	An aggregate of 14,285,714 Options were issued to the JLM Nominees.
Terms of Securities	The Options were issued on the terms and conditions set out in Schedule 1.
Date(s) on which the Securities were issued	28 October 2025.
Price or other consideration the Company will receive for the Securities	The Options were issued at a nil issue price, in part consideration for the joint lead manager services provided by the Joint Lead Managers.
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 JLM Mandate.
Summary of material terms of agreement to issue	The Options were issued under the JLM Mandate, a summary of the material terms of which is set out in Section 6.2. The terms and conditions of the Options are further set out in Schedule 1 to the 20 October 2025 ASX announcement "Equity Placement of \$6 million.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

10.1 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.

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

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 \$20,516,672. The Company is therefore an Eligible Entity.

10.2 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.

10.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (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).
Minimum price	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: (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 (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.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the continued exploration and evaluation of the Company's current or acquired projects, the development of the Company's current business and general working capital.
Risk of economic and voting dilution	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. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate,

REQUIRED INFORMATION	DETAILS																																							
	<p>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 30 April 2026.</p> <p>The table also shows the voting dilution impact where the number of CDIs on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of CDIs issued under the 7.1A Mandate.</p> <p>At 30 April 2026 the Company had 576,157,472 ASX quoted CDIs and 244,509,423 unquoted CDIs on issue.</p>																																							
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" rowspan="4" style="background-color: #1a3d54; color: white;">NUMBER OF CDIS ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)</th> <th colspan="2" rowspan="4" style="background-color: #1a3d54; color: white;">CDIS ISSUED – 10% VOTING DILUTION</th> <th colspan="3" style="background-color: #1a3d54; color: white;">DILUTION</th> </tr> <tr> <th colspan="3" style="background-color: #1a3d54; color: white;">ISSUE PRICE</th> </tr> <tr> <th style="background-color: #1a3d54; color: white;">\$0.013 50% DECREASE</th> <th style="background-color: #1a3d54; color: white;">\$0.025 ISSUE PRICE</th> <th style="background-color: #1a3d54; color: white;">\$0.038 50% INCREASE</th> </tr> <tr> <th colspan="3" style="background-color: #1a3d54; color: white;">FUNDS RAISED</th> </tr> </thead> <tbody> <tr> <td style="background-color: #1a3d54; color: white;">Current</td> <td style="background-color: #1a3d54; color: white;">820,666,895 CDIs</td> <td style="background-color: #1a3d54; color: white;">82,066,689 CDIs</td> <td style="background-color: #1a3d54; color: white;">\$1,066,867</td> <td style="background-color: #1a3d54; color: white;">\$2,051,667</td> <td style="background-color: #1a3d54; color: white;">\$3,118,534</td> </tr> <tr> <td style="background-color: #1a3d54; color: white;">50% increase</td> <td style="background-color: #1a3d54; color: white;">1,231,000,343 CDIs</td> <td style="background-color: #1a3d54; color: white;">123,100,034 CDIs</td> <td style="background-color: #1a3d54; color: white;">\$1,600,300</td> <td style="background-color: #1a3d54; color: white;">\$3,077,501</td> <td style="background-color: #1a3d54; color: white;">\$4,677,801</td> </tr> <tr> <td style="background-color: #1a3d54; color: white;">100% increase</td> <td style="background-color: #1a3d54; color: white;">1,641,333,790 CDIs</td> <td style="background-color: #1a3d54; color: white;">164,133,379 CDIs</td> <td style="background-color: #1a3d54; color: white;">\$2,133,734</td> <td style="background-color: #1a3d54; color: white;">\$4,103,334</td> <td style="background-color: #1a3d54; color: white;">\$6,237,068</td> </tr> </tbody> </table>						NUMBER OF CDIS ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)		CDIS ISSUED – 10% VOTING DILUTION		DILUTION			ISSUE PRICE			\$0.013 50% DECREASE	\$0.025 ISSUE PRICE	\$0.038 50% INCREASE	FUNDS RAISED			Current	820,666,895 CDIs	82,066,689 CDIs	\$1,066,867	\$2,051,667	\$3,118,534	50% increase	1,231,000,343 CDIs	123,100,034 CDIs	\$1,600,300	\$3,077,501	\$4,677,801	100% increase	1,641,333,790 CDIs	164,133,379 CDIs	\$2,133,734	\$4,103,334	\$6,237,068
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	<p>*The number of CDIs on issue (Variable A in the formula) could increase as a result of the issue of CDIs 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>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 820,666,895 CDIs on issue, comprising: <ol style="list-style-type: none"> 576,157,472 listed CDI's: and 244,509,423 unlisted and restricted CDIs. The issue price set out above is the closing market price of the CDIs on the ASX on 29 April 2026 (being \$0.025) (Issue Price). 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. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has issued 158,745,422 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. The issue of Equity Securities under the 7.1A Mandate consists only of CDIs. It is assumed that no Options are exercised into CDIs 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. 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. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%. 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. 																																							

REQUIRED INFORMATION	DETAILS								
	<p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's CDIs may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the CDIs may be issued at a price that is at a discount to the market price for those CDIs on the date of issue.</p>								
<p>Allocation policy under 7.1A Mandate</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. 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 advisors (if applicable).</p>								
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 June 2025 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from the date the Previous Approval was obtained, the Company issued 67,620,718 CDIs pursuant to said Previous Approval (Previous Issue), which represents approximately 6.13% of the total diluted number of Equity Securities on issue in the Company on or around May 2025, which was 1,103,852,909.</p> <p>Details of the issue 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 below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="459 1541 1331 2085"> <tbody> <tr> <td data-bbox="459 1541 673 1648">Date of Issue and Appendix 2A</td> <td data-bbox="673 1541 1331 1648"> <p>Date of Issue: 28 October 2025</p> <p>Date of Appendix 2A: 28 October 2025</p> </td> </tr> <tr> <td data-bbox="459 1648 673 1787">Number and Class of Equity Securities Issued</td> <td data-bbox="673 1648 1331 1787">67,620,718 CDIs²</td> </tr> <tr> <td data-bbox="459 1787 673 1926">Issue Price and discount to Market Price¹ (if any)</td> <td data-bbox="673 1787 1331 1926">\$0.042 per CDI (at a discount 12.5% to Market Price).</td> </tr> <tr> <td data-bbox="459 1926 673 2085">Recipients</td> <td data-bbox="673 1926 1331 2085">The Placement Participants, being the professional and sophisticated investors as part of a placement announced on 20 October 2025. The Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers</td> </tr> </tbody> </table>	Date of Issue and Appendix 2A	<p>Date of Issue: 28 October 2025</p> <p>Date of Appendix 2A: 28 October 2025</p>	Number and Class of Equity Securities Issued	67,620,718 CDIs ²	Issue Price and discount to Market Price¹ (if any)	\$0.042 per CDI (at a discount 12.5% to Market Price).	Recipients	The Placement Participants, being the professional and sophisticated investors as part of a placement announced on 20 October 2025. The Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers
Date of Issue and Appendix 2A	<p>Date of Issue: 28 October 2025</p> <p>Date of Appendix 2A: 28 October 2025</p>								
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Recipients	The Placement Participants, being the professional and sophisticated investors as part of a placement announced on 20 October 2025. The Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers								

REQUIRED INFORMATION	DETAILS
	<p data-bbox="683 237 1318 297">seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p data-bbox="683 315 1318 398">None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p> <p data-bbox="469 421 639 539">Total Cash Consideration and Use of Funds</p> <p data-bbox="683 421 1150 450">Amount raised \$2,840,070 (before costs)</p> <p data-bbox="683 465 967 495">Amount spent³ \$189,980</p> <p data-bbox="683 510 1299 571">Use of funds: Direct costs of the Previous Issue – Lead Manager, DvP Settlement and ASX listing fees.</p> <p data-bbox="683 586 1046 616">Amount remaining³: \$2,650,090</p> <p data-bbox="683 631 1299 719">Proposed use of remaining funds: Project exploration and evaluation activities and ongoing working capital.</p> <p data-bbox="453 741 523 763">Notes:</p> <ol data-bbox="453 779 1337 1131" style="list-style-type: none"> 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 15 October 2025, being the last day on which a sale was recorded prior to the date the issue of the relevant Equity Securities was announced to the market. 2. CHES Depository Interest, being a unit of beneficial ownership of a Share legally held by CHES. 3. The amounts spent and remaining are based on the assumption that the funds raised under the Listing Rule 7.1 Placement, together with the Company's cash at bank immediately before receipt of the total funds from the Placement, has and will continue to fund all of the Company's expenditures (other than the costs of the Previous Issue) until the cash at bank is at \$2,650,090. The total cash at bank at the date of this Notice is materially greater than the \$2,650,000. <p data-bbox="453 1153 1337 1272">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.</p>
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

11. RESOLUTION 10 – CHANGE OF NAME

Section 77(1)(a) of the Companies Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 10 seeks the approval of Shareholders for the Company to change its registered name to "Azzuro Resources PLC".

If Resolution 10 is passed the change of name will take effect when Companies House has issued the certificate of incorporation on change of name.

The Board believes that the proposed name better represents the mineralisation of the project portfolio. "Azzuro" is derived from the Italian word for "sky" or "ocean blue", reflecting the range of blue hues associated with oxidised copper at surface. Following the recent acquisition of the Maikhan Uul (Red Hill) Cu-Au VMS project, alongside the Company's flagship Oval Cu-Ni-PGE project, copper has become the primary commodity within the portfolio. While copper is widely recognised as a critical mineral essential to the global energy transition, it is not typically categorised as a core battery metal. As a result, the current company name may not fully capture the breadth of the Company's asset base or its broader strategic positioning, potentially limiting investor understanding of its full potential.

GLOSSARY

\$ means Australian dollars.

£ or **GBP** means Great British pounds.

7.1A Mandate has the meaning given in Section 10.1.

Advisors mean Spark Plus Pte Ltd and Nucleic Capital Pty Ltd.

Article means an article of the Articles of Association.

Articles of Association means the articles of association of the Company as at the date of the Meeting.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

CDI means CHESS Depository Interest, being a unit of beneficial ownership of a Share legally held by CHESS.

CDI Holder means a holder of CDIs.

CDI Voting Instruction Form means the CDI voting instruction form for use in connection with the Annual General Meeting which accompanies this document.

CDN means CHESS Depository Nominees Pty Ltd, the Depository Nominee in respect of the CDIs

Chair means the chair of the Meeting.

CHESS means CHESS Depository Nominees Pty Ltd (ACN 071 346 506).

Companies Act means the *Companies Act 2006* (UK), as amended.

Company means Asian Battery Metals Plc (ARBN 619 213 437).

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

Directors means the current directors of the Company.

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.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Holder means a Shareholder or CDI Holder.

Joint Lead Managers means GBA Capital Pty Ltd and Originate Capital Pty Ltd.

JLM Nominees has the meaning given in Section 6.3.

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

Listing Rules means the Listing Rules of ASX.

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

Meeting means the annual general meeting convened by the Notice.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE OPTIONS

Entitlement	Each Option entitles the holder to subscribe for one CDI upon exercise of the Option.
Exercise Price	The amount payable upon exercise of each Option will be \$0.063 (Exercise Price).
Expiry Date	Each Option will expire at 5:00 pm (WST) on 28 October 2028, the date that is 3 years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of CDIs required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the CDIs does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of CDIs issued pursuant to the exercise of the Options. <p>If a notice delivered under (b) for any reason is not effective to ensure that an offer for sale of the CDIs 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 CDIs does not require disclosure to investors.</p>
Shares issued on exercise	CDIs issued on exercise of the Options rank equally with the then issued CDIs of the Company.
Reorganisation	If there is a reorganisation of the issued CDI 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.
Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Securityholder during the currency of the Options without exercising the Options.
Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



MR A SAMPLE
 < DESIGNATION >
 SAMPLE STREET
 SAMPLE TOWN
 SAMPLE CITY
 SAMPLE COUNTY
 AA11 1AA

SAMPLE ONLY

000001

Form of Proxy - Annual General Meeting to be held on 29 May 2026

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 27 May 2026 at 8.00 am (BST).

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 26 May 2026. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 702 0000 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
 < Designation >
 Additional Holder 1
 Additional Holder 2
 Additional Holder 3
 Additional Holder 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



	*
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C000000000

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Asian Battery Metals PLC to be held at **Level 4, 88 William Street, Perth WA 6000, Australia** on **29 May 2026** at **3.00 pm (WST)** and at any adjourned meeting. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

1. Appointment of auditor.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Directors' general authority to allot equity securities.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Special Resolution

3. Disapplication of pre-emption rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolutions

4. Re-election of Director - David Paull.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5. Ratification of prior issue of CDIs to placement participants.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6. Ratification of prior issue of CDIs to placement participants.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7. Ratification of prior issue of CDIs to Advisors.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8. Ratification of prior issue of options to the JLM Nominees.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Special Resolutions

9. Approval of 7.1A mandate.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

10. Change of name.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SAMPLE ONLY

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

--

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).





ASIAN BATTERY METALS

Asian Battery Metals PLC
ABN 19 656 811 442

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9.00am (WST) on Tuesday, 26 May 2026**.

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 5:00pm (WST) on Monday, 25 May 2026 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188769

SRN/HIN:

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

CDI Voting Instruction Form

Please mark to indicate your directions

Step 1 CHES Depositary Nominees Pty Ltd will vote as directed

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Asian Battery Metals PLC hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Asian Battery Metals PLC to be held at Level 4, 88 William Street, Perth, WA 6000 on Friday, 29 May 2026 at 3.00pm (WST) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHES Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolutions

	For	Against	Abstain
1 Appointment of auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Directors' general authority to allot equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

3 Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolutions

4 Re-election of Director - David Paull.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of CDIs to placement participants.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of prior issue of CDIs to placement participants.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of prior issue of CDIs to Advisors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of prior issue of options to the JLM Nominees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

9 Approval of 7.1A mandate.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Change of name.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

