MANY PEAKS

Many Peaks Minerals Limited (ABN 13 642 404 797)
General Meeting – Notice and Proxy Form

Dear Shareholder

A General Meeting (**Meeting**) of shareholders of Many Peaks Minerals Limited (ABN 13 642 404 797) (**Company**) will be held at Unit B6, 431 Roberts Road, Subiaco WA 6008 on Thursday, 13 August 2026 at 9:00am (WST).

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has previously requested a hard copy.

A copy of the Meeting documents can be viewed and downloaded online as follows:

(a) On the Company's website at www.manypeaks.com.au; or

(b) On the Company's ASX market announcements page (ASX:MPK).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative. The **Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting** in person, by post or by facsimile. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

Your proxy form must be received by 9:00am (WST) on Tuesday, 11 August 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your vote electronically please visit www.investorvote.com.au (Control Number:188888).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at http://www.investorcentre.com. Select 'Login' for existing users and enter your User ID and password (New users select 'Register now' and follow the prompts).

The Company will notify Shareholders via the Company's website at www.manypeaks.com.au and the Company's ASX Announcement Platform at www2.asx.com.au (ASX:MPK) if changing circumstances impact the planning or arrangement of the Meeting.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary by telephone at +61 8 9480 0429.

This announcement is authorised for market release by the Company Secretary of Many Peaks Minerals Limited.

Yours sincerely,

Aaron Bertolatti
Company Secretary
Many Peaks Minerals Limited

MANY PEAKS MINERALS LTD
ACN 642 404 797
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00AM (WST)

DATE: 13 August 2026

PLACE: Unit B6, 431 Roberts Road, Subiaco WA 6008

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 11 August 2026.

BUSINESS OF THE MEETING

AGENDA

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

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,884,829 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,548,502 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED 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 7.1 and for all other purposes, approval is given for the Company to issue 1,233,335 Shares to the Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTOR - FRANCIS HARPER

To consider and, if thought fit, to pass 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 800,000 Shares to Francis Harper (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTOR - TRAVIS SCHWERTFEGER

To consider and, if thought fit, to pass 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 22,223 Shares to Travis Schwertfeger (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTOR - MATTHEW SCULLY

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

"That, for the purposes Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 22,222 Shares to Matthew Scully (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTOR - BEN PHILLIPS

To consider and, if thought fit, to pass 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 22,222 Shares to Ben Phillips (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTOR - MARCUS HARDEN

To consider and, if thought fit, to pass 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 22,222 Shares to Marcus Harden (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE FIXED CONSIDERATION SHARES TO VENDORS UNDER THE ATLANTIC RESOURCES OPTION AGREEMENT

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 up to 1,500,000 Consideration Shares to the Vendors (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE VARIABLE CONSIDERATION SHARES TO VENDORS UNDER THE ATLANTIC RESOURCES OPTION AGREEMENT

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 that number of Consideration Shares to the Vendors (or their nominee(s)), equal to an aggregate value of US$1,000,000 calculated based on the 20-Day VWAP immediately prior to the Option Exercise Date, and otherwise as set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR - TRAVIS SCHWERTFEGER

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,600,000 Performance Rights to Travis Schwertfeger (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR - MATTHEW SCULLY

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Performance Rights to Matthew Scully (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR - FRANCIS HARPER

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Performance Rights to Francis Harper (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."

Dated: 7 July 2026

Voting Prohibition Statements

Resolution 11 – Approval to Issue Performance Rights to Director - Travis Schwertfeger	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 11 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 12 – Approval to Issue Performance Rights to Director - Matthew Scully	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 12 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 13 – Approval to Issue Performance Rights to Director - Francis Harper	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 13 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 13 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1A	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to Issue Tranche 2 Placement Shares to Unrelated Placement Participants	The Unrelated Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to Issue Tranche 2 Placement Shares to Director - Francis Harper	Francis Harper (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to Issue Tranche 2 Placement Shares to Director - Travis Schwertfeger	Travis Schwertfeger (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to Issue Tranche 2 Placement Shares to Director - Matthew Scully	Matthew Scully (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Tranche 2 Placement Shares to Director - Ben Phillips	Ben Phillips (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to Issue Tranche 2 Placement Shares to Director -Marcus Harden	Marcus Harden (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to Issue Fixed Consideration Shares to Vendors under the Atlantic Resources Option Agreement	The Vendors (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to Issue Variable Consideration Shares to Vendors under the Atlantic Resources Option Agreement	The Vendors (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to Issue Performance Rights to Director - Travis Schwertfeger	Travis Schwertfeger (or their nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 12 – Approval to Issue Performance Rights to Director - - Matthew Scully	Matthew Scully (or their nominee(s))or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 13 – Approval to Issue Performance Rights to Director - Francis Harper	Francis Harper (or their nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question 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 8 9480 0429.

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. BACKGROUND TO RESOLUTIONS 1 TO 8

1.1 Background to the Placement

As announced on 22 May 2026, the Company received firm commitments from new and existing non-related institutional, professional and sophisticated investors (**Unrelated Placement Participants**), and from Directors Francis Harper, Travis Schwertfeger, Matthew Scully, Marcus Harden and Ben Phillips (**Director Participants**), to raise approximately $27,499,998 (before costs) through the issue of an aggregate of 30,555,555 Shares at an issue price of $0.90 per Share (**Placement**).

The Placement comprises the following:

(a) (**Tranche 1**): 28,433,331 Shares which were issued to the Unrelated Placement Participants on 29 May 2026 to raise $25,589,998 (before costs), comprising:

   (i) 14,884,829 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1; and

   (ii) 13,548,502 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 2; and

(b) (**Tranche 2**): the issue of an aggregate of 2,122,224 Shares to raise approximately $1,910,000 (before costs), comprising:

   (i) 1,233,335 Shares to be issued to the Unrelated Placement Participants (or their respective nominee(s)), which the Company is seeking approval to issue under Resolution 3; and

   (ii) 888,889 Shares to be issued to the Director Participants (or their respective nominee(s)), which the Company is seeking approval to issue under Resolutions 4 to 8.

1.2 Use of Funds

Funds raised under the Placement will be applied towards:

(a) ongoing expansion and delineation resource drilling to grow and improve confidence in the existing 1.32Moz Ouarigue Mineral Resource Estimate at the Ferké Gold Project;

(b) completion of the pre-feasibility study for the Ouarigue prospect in the fourth quarter (Q4) of 2026;

(c) drilling at multiple high priority targets along the Leraba mineralised corridor (being more than 37 kilometres) to develop a pipeline of prospects to drive near-term growth in the Mineral Resource Estimate;

(d) continued exploration activity across the Company's pipeline of projects, including the advancement of drilling, geochemistry and geophysical surveys at the Odienné and Baga gold projects; and

(e) the costs of the Placement, working capital and corporate and administrative costs.

1.3 Lead Manager Mandates

The Company has engaged Canaccord Genuity (Australia) Limited (ACN 075 071 466) (**Canaccord**) and SCP Resource Finance LP (**SCP**) (together, the **Joint Lead Managers**) to act as joint lead managers and bookrunners, and Blackwood Capital Pty Limited (ACN 101 849 110) (**Blackwood Capital**) to act as co-manager to the Placement pursuant to:

(a) a lead manager mandate dated 18 May 2026 between the Joint Lead Managers and the Company; and

(b) an engagement letter dated 18 May 2026 between Blackwood Capital and the Company,

(together, the **Mandates**).

Pursuant to the Mandates, the Company has agreed to pay:

(a) the Joint Lead Managers (or their nominee(s)) a cash fee of 6% (plus GST) (comprising a 2% management fee and a 4% placement fee) of the total funds raised under the Placement, to be split equally between Canaccord and SCP and excluding funds raised by Blackwood Capital or received from the Director Participants, management and certain participants introduced directly by the Company; and

(b) Blackwood Capital (or their nominee(s)) a cash fee of 6% (plus GST) of the total funds raised under the Placement, excluding funds raised by Canaccord and SCP or received from the Director Participants, management and certain participants introduced directly by the Company.

The Mandates otherwise contains terms and conditions which are standard for agreements of their nature.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 28,433,331 Shares at an issue price of $0.90 per Share to raise $25,589,998.

On 29 May 2026, 14,884,829 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 13,548,502 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 20 Octobre 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.

2.3 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.

2.4 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.

2.5 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 Shares were issued to the Unrelated Placement Participants (or their nominee(s)) who are new and existing non-related institutional, professional and sophisticated investors who were identified through a bookbuild process which involved the Joint Lead Managers and Blackwood 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.
Number and class of Securities issued	28,433,331 Shares were issued on the following basis: (a) 14,884,829 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 13,548,502 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	29 May 2026.
Price or other consideration the Company received for the Securities	$0.90 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued pursuant to customary placement agreements between the Joint Lead Managers, Blackwood Capital and the Unrelated Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PLACEMENT PARTICIPANTS

3.1 General

A summary of the Placement is set out in Section 1.1 above.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,233,335 Shares under Tranche 2 of the Placement to the Unrelated Placement Participants (or their nominee(s)) at an issue price of $0.90 per Share to raise up to $1,110,000.

A summary of Listing Rule 7.1 is set out in Section 2.2 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.

3.2 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. Accordingly, the Company will be unable to raise approximately $1,110,000 under Tranche 2 of the Placement.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares will be issued to the Unrelated Placement Participants who are new and existing non-related institutional, professional and sophisticated investors who identified through a bookbuild process, which will involve the Joint Lead Managers and Blackwood 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 will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	1,233,335 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.90 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares are being issued pursuant to customary placement agreements between the Joint Lead Managers, Blackwood Capital and the Unrelated Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 4 TO 8 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO DIRECTORS TO ENABLE PARTICIPATION IN THE PLACEMENT

4.1 General

As set out in Section 1.1, the Company seeks Shareholder approval through Resolutions 4 to 8 for the purposes of Listing Rule 10.11 for the issue of an aggregate of 888,889 Shares under Tranche 2 of the Placement to the Director Participants (or their nominee(s)) to enable the Directors to participate in the Placement on the same terms as the Unrelated Placement Participants.

Further details in respect of the intended participation of the Director Participants (or their nominee(s)) are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION	
		QUANTUM OF SHARES	FUNDS RAISED
Francis Harper	4	800,000	$720,000
Travis Schwertfeger	5	22,223	$20,001
Matthew Scully	6	22,222	$20,000
Ben Phillips	7	22,222	$20,000
Marcus Harden	8	22,222	$20,000
Total		**888,889**	**$800,000**

4.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

4.3 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Francis Harper who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Francis Harper (or his nominee(s)) on the same terms as Shares issued to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Travis Schwertfeger who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Travis Schwertfeger (or his nominee(s)) on the same terms as Shares issued to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Matthew Scully who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Matthew Scully (or his nominee(s)) on the same terms as Shares issued to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Ben Phillips who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Ben Phillips (or his nominee(s)) on the same terms as Shares issued to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Marcus Harden who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to Mr Marcus Harden (or his nominee(s)) on the same terms as Shares issued to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

4.4 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 4 to 8). If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 4 to 8 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 4 to 8 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

4.5 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.

4.6 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Accordingly, the Company will be unable to raise approximately $800,000 under Tranche 2 of the Placement.

If one of these Resolutions is passed and the other is not, the Company will only be able to proceed with the issue of Shares to the participating Director (or their nominee(s)) for whom Shareholders approved the issue.

4.7 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Shares are set out in Section 4.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 4.1 above.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.90 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.

5. BACKGROUND TO RESOLUTIONS 9 AND 10 – PROPOSED ACQUISITION OF ATLANTIC RESOURCES

5.1 Option Agreement

As announced on 27 June 2024, the Company has entered into a binding option agreement (as amended by a letter of amendment on 23 June 2025) with Atlantic Resources Cote d'Ivoire SARL (**Atlantic Resources**) and its shareholders (**Vendors**), as subsequently amended by a letter of amendment dated 23 June 2025 (together, the **Option Agreement**).

Pursuant to the Option Agreement, the Vendors granted the Company an exclusive option to acquire 100% of the issued capital in Atlantic Resources (**Acquisition**), exercisable at any time on or before 5:00 pm (WST) on 26 June 2026 (being the date which is 24 months from the date of execution of the Option Agreement (**Option Period**)) (**Option**).

Atlantic Resources holds two exploration permits comprising the Baga Gold Project. If the Company exercises the Option and thereafter the acquisition is completed, the Company will indirectly hold a 100% interest in the Baga Gold Project through its ownership of Atlantic Resources.

5.2 Initial Option Fee

On 3 July 2024, in accordance with the terms of the Option Agreement, the Company paid and issued as the fee payable for the grant of the Option:

(a) a non-refundable cash payment of US$40,000 to Atlantic Resources; and

(b) 500,000 Shares at an issue price of AUD$0.19 per Share to the Vendors (or their nominee(s)) in proportion to their respective shareholdings in Atlantic Resources as at the date of the Option Agreement (**Respective Proportions**)) and subject to voluntary escrow for a period of 12 months from the date of issue.

5.3 Additional Option Fee

As the Option was not exercised or terminated within the first 12 months of the Option Period, in accordance with the terms of the Option Agreement, the Company paid and issued to the Vendors (in their Respective Proportions) as the fee payable for the continued grant of the Option:

(a) a cash payment of US$100,000; and

(b) 400,000 Shares subject to voluntary escrow for a period of 12 months from the date of issue.

5.4 Exercise of Option

In order to exercise the Option, the Company must deliver a written notice to the Vendors at any time during the Option Period (with the date of such notice being the **Option Exercise Date**).

Settlement of the Acquisition will occur on that date which is two (2) months after the Option Exercise Date (**Settlement**).

5.5 Consideration

At Settlement, the Company is required to pay and issue to the Vendors (or their nominee(s)) in their Respective Proportions:

(a) 1,500,000 Shares, being the subject of Resolution 9; and

(b) at the Company's election:

(i) either a cash payment of US$1,000,000 (in aggregate); or

(ii) that number of Shares having an aggregate value of US$1,000,000, calculated on the volume weighted average price at which Shares trade on ASX over the 20 consecutive trading days immediately prior to the Option Exercise Date (together with the Shares described in Section 5.5(a), the **Consideration Shares**), being the subject of Resolution 10,

with any Shares issued as part of the Company's exercise of the Option being subject to voluntary escrow on terms determined by the Company.

The Company intends to exercise the Option and, to satisfy its consideration obligations, issue the Consideration Shares to the Vendors at Settlement. Accordingly, the Company is seeking Shareholder approval under Resolutions 9 and 10 for the issue of the Consideration Shares.

5.6 Deferred Consideration

In addition to the consideration outlined in Section 5.5, the Company has agreed to pay the Vendors (or their nominee(s)) in their Respective Proportions, at and from Settlement, a cash payment equal to US$1.25 for each ounce of gold (**Resource Ounce**) contained in the "Measured" or "Indicated" categories of a JORC-compliant resource estimate (**Resource Estimate**) as announced by the Company in respect of the Baga Gold Project on the following occasions:

(a) at Settlement, calculated using the number of Resource Ounces in the most recent Resource Estimate announced by the Company prior to Settlement; and

(b) each time the Company subsequently announces an increased Resource Estimate, calculated using the number of additional Resource Ounces above those in the immediately preceding Resource Estimate, until the Company achieves commercial production, being a minimum of 3,000 Resource Ounces produced from ore mined from within the area of the permits in a calendar quarter.

(together, the **Deferred Consideration**).

The Company may pay the Deferred Consideration by either:

(a) paying the relevant instalment in cash; or

(b) issuing that number of Shares which have an aggregate value equal to the relevant instalment amount, calculated on the volume weighted average price at which Shares trade on ASX over the 20 consecutive trading days immediately prior to the date on which that instalment is due, with the relevant amount converted from US dollars using the AUD/USD spot exchange rate published by the Reserve Bank of Australia at 9:00 am (WST) on that date (**Deferred Consideration Shares**).

Any Deferred Consideration Shares issued will be subject to voluntary escrow on terms determined by the Company.

The issue of Deferred Consideration Shares by the Company will be subject to shareholder approval at a general meeting of shareholders at the time of issue.

6. RESOLUTION 9 – APPROVAL TO ISSUE FIXED CONSIDERATION SHARES TO VENDORS UNDER THE ATLANTIC RESOURCES OPTION AGREEMENT

6.1 General

As set out in Section 5.5, the Company has agreed to issue 1,500,000 Consideration Shares to the Vendors (or their nominee(s)) as part consideration to exercise its Option under the Option Agreement. This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1.

A summary of Listing Rule 7.1 is set out in Section 2.2 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.

6.2 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. Consequently, the Company will not be able to complete the issue of the Consideration Shares required to exercise its Option under the Option Agreement by the Option Exercise Date and may be required to renegotiate the terms of the Option Agreement or otherwise satisfy payment of the fees payable by alternative means, including cash.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Vendors (or their nominee(s)) in their Respective Proportions who are the shareholders of Atlantic Resources as set out in Schedule 1. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	1,500,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, as part of the consideration payable by the Company to the Vendors to exercise the Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy part of the Company's obligations required to exercise the Option under the Option Agreement by the Option Exercise Date.
Summary of material terms of agreement to issue	The Shares are being issued under the Option Agreement, a summary of the material terms of which is set out in Section 5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 10 – APPROVAL TO ISSUE VARIABLE CONSIDERATION SHARES TO THE VENDORS UNDER THE ATLANTIC RESOURCES OPTION AGREEMENT

7.1 General

As set out in Section 5.5, the Company has agreed to issue to the Vendors (or their nominee(s)) that number of Consideration Shares equal to an aggregate value of

US$1,000,000 calculated based on the 20-Day VWAP immediately prior to the Option Exercise Date (forming part of the Consideration Shares) to exercise its Option under the Option Agreement. This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1.

A summary of Listing Rule 7.1 is set out in Section 2.2 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.

7.2 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 same consequences as those described in Section 6.2 above in relation to Resolution 9 will apply.

7.3 Technical information required by Listing Rule 7.3

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</td><td>The Vendors (or their nominee(s)) in their Respective Proportions who are the shareholders of Atlantic Resources as set out in Schedule 1.

The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</td></tr>
<tr><td>Number of Securities and class to be issued</td><td>That number of Shares equal to an aggregate value of US$1,000,000 calculated based on the 20-Day VWAP immediately prior to the Option Exercise Date.</td></tr>
<tr><td>Illustrative calculation for number of Securities to be issued</td><td>For illustrative purposes only, the table below shows the number of Shares that would be issued under Resolution 10 at the Company's closing price on 6 July 2026 of $0.86, and at a price 25% higher and 25% lower than that price, assuming (for the purposes of this illustration only) that the 20-Day VWAP immediately prior to the Option Exercise Date is equal to the relevant price below and using an AUD/USD exchange rate of $0.6931 (being the Reserve Bank of Australia's published exchange rate on 6 July 2026):
<table>
<tr><th>SCENARIO</th><th>ILLUSTRATIVE PRICE PER SHARE (AUD)</th><th>NUMBER OF SHARES TO BE ISSUED</th></tr>
<tr><td>25% below current price</td><td>$0.645</td><td>2,233,666</td></tr>
<tr><td>Current price (as at 6 July 2026)</td><td>$0.86</td><td>1,675,250</td></tr>
<tr><td>25% above current price</td><td>$1.075</td><td>1,340,200</td></tr>
</table>
Shareholders should note that the actual number of Shares issued under Resolution 10 will depend on the 20-Day VWAP immediately prior to the Option Exercise Date and the AUD/USD spot exchange rate applicable at that time, each of which may be higher or lower than the amounts used above and the actual number of Shares issued may differ from the amounts illustrated above.</td></tr>
</table>

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, as part of the consideration payable by the Company to exercise the Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy part of the Company's obligations required to exercise the Option under the Option Agreement by the Option Exercise Date.
Summary of material terms of agreement to issue	The Shares are being issued under the Option Agreement, a summary of the material terms of which is set out in Section 5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 11 TO 13 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

8.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of up to an aggregate of 3,600,000 Performance Rights to Travis Schwertfeger, Matthew Scully and Francis Harper (or their nominee(s)) pursuant to the Incentive Plan.

The Company has agreed, subject to obtaining Shareholder approval to issue the Performance Rights in the proportions set out below, and otherwise on the terms and conditions set out in Schedule 2.

RECIPIENT	RESOLUTION	TRANCHE	QUANTUM	EXPIRY DATE
Travis Schwertfeger	11	A	800,000	3 years from the date of issue.
	11	D	800,000	3 years from the date of issue.
Matthew Scully	12	A	600,000	3 years from the date of issue.
	12	B	400,000	3 years from the date of issue.
Francis Harper	13	B	400,000	3 years from the date of issue.
	13	C	600,000	3 years from the date of issue.

Vesting Conditions

TRANCHE	VESTING CONDITION
A	Shall vest on the financial close pursuant to the terms of binding finance facility documentation entered into by the Company or its relevant subsidiary (**Finance Facility**) and completion of an accompanying equity capital raising net of all financing costs to fund the estimated pre-production development capital expenditure for the Ferké Gold Project, as released to market in a definitive feasibility study (DFS) reported in accordance with the ASX Listing Rules and the JORC Code 2012, excluding contingency and working capital amounts

	(**Capital Expenditure Requirement**) so that construction of the Ferké Gold Project can commence.
B	Shall vest on the first utilisation, drawdown or advance of funds under a Finance Facility that is not less than 35% of the total Capital Expenditure Requirement for the Ferké Gold Project, by reference to the most recently announced Board-approved definitive feasibility study (DFS) released to market prior to the Finance Facility and completion of an accompanying equity capital raising, that may meet or exceed the Capital Expenditure Requirement.
C	An additional 40,000 Performance Rights shall vest for every additional 1% (above the 35% drawdown condition referred to in Tranche B) of the total amount available under the Finance Facility and up to a maximum of 50% of the total proportion of the Capital Expenditure Requirement secured under the Finance Facility prior to commencement of construction at the Ferké Gold Project.
D	Shall vest on the Company announcing on the ASX, in accordance with the ASX Listing Rules and reported in accordance with the JORC Code 2012, a total Proved and Probable Ore Reserve (as those terms are defined in the JORC Code 2012) of not less than 2,000,000 ounces of gold (Au), at a minimum average grade of 0.9g per tonne of gold, in respect of the Ferké Gold Project.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter of the Corporations Act is set out in Section 4.3 above.

The issue constitutes giving a financial benefit and Travis Schwertfeger, Matthew Scully and Francis Harper are related parties of the Company by virtue of being Directors.

The Directors (other than Travis Schwertfeger, Matthew Scully and Francis Harper) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue the subject of Resolutions 11 to 13, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Travis Schwertfeger, Matthew Scully and Francis Harper, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), 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 issues and will be required to negotiate alternative means to appropriately remunerate and incentivise Travis Schwertfeger, Matthew Scully and Francis Harper.

8.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	As set out in the table in Section 8.1 above.
Categorisation under Listing Rule 10.14	Travis Schwertfeger, Matthew Scully and Francis Harper fall within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of each being a Director. Any nominee(s) of Travis Schwertfeger, Matthew Scully or Francis Harper who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	3,600,000 Performance Rights will be issued in the manner set out in the table in Section 8.1 above.
Remuneration package	The current total remuneration package for Travis Schwertfeger is $1,012,615, comprising of directors' salary of $400,000 per annum, a superannuation payment of $48,000 and share-based payments of $564,615. If the Performance Rights are issued, the total remuneration package of Travis Schwertfeger will increase by $1,480,000 to $2,492,615, being the value of the Performance Rights the subject of Resolution 11. The current total remuneration package for Matthew Scully is $1,414,295, comprising of directors' salary of $550,000 per annum, a superannuation payment of $66,000 and share-based payments of $798,295. If the Performance Rights are issued, the total remuneration package of Matthew Scully will increase by $925,000 to $2,339,295, being the value of the Performance Rights the subject of Resolution 12. The current total remuneration package for Francis Harper is $112,000 comprising of directors' fees of $100,000 per annum, a superannuation payment of $12,000. If the Performance Rights are issued, the total remuneration package of Francis Harper will increase by $925,000 to $1,037,000, being the value of the Performance Rights the subject of Resolution 13.
Securities previously issued to the recipient/(s) under the Plan	A total of 3,200,000 Performance Rights have previously been issued to Travis Schwertfeger (1,200,000) and Matthew Scully (2,000,000) for nil cash consideration under the Incentive Plan. Francis Harper has not previously received any Performance Rights under the Incentive Plan.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to each of Travis Schwertfeger, Matthew Scully and Francis Harper will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to

REQUIRED INFORMATION	DETAILS
	spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Travis Schwertfeger, Matthew Scully and Francis Harper; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Valuation	The Company values the Performance Rights at $3,330,000 (being $0.925 per Performance Right).
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Performance Rights will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Incentive Plan is set out in Schedule 3.
Material terms of any loan	No loan is being made in connection with the acquisition of the Performance Rights.
Additional Information	Details of any Performance Rights issued under the Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Incentive Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

Acquisition has the meaning given in Section 5.1 of the Notice.

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.

Atlantic Resources means Atlantic Resources Cote d'Ivoire SARL (a company formed under the laws of Côte d'Ivoire).

Baga Gold Project means the gold exploration project in Côte d'Ivoire comprising the two exploration permits (Permis de Recherche) PR0815 and PR0816 held by Atlantic Resources.

Blackwood Capital means Blackwood Capital Pty Limited (ACN 101 849 110).

Board means the current board of directors of the Company.

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

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

Capital Expenditure Requirement means the estimated pre-production development capital expenditure for the Project, excluding contingency, working capital and financing costs, unless otherwise determined by the Board acting reasonably

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Many Peaks Minerals Ltd (ACN 642 404 797).

Consideration Shares has the meaning given in Section 5.5 of the Notice.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director Participants has the meaning given in Section 1.1.

Deferred Consideration has the meaning given in Section 5.6 of the Notice.

Deferred Consideration Shares has the meaning given in Section 5.6 of the Notice.

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Plan or Plan means the Employee Securities Incentive Plan dated 21 November 2025, the material terms and conditions of which are set out in Schedule 3.

Joint Lead Managers means Canaccord and SCP.

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.

Mandates has the meaning given in Section 1.3.

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

Meeting means the meeting convened by the Notice.

Mineral Resource means "mineral resource" as defined in Clause 20 of the JORC Code (2012 Edition).

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

Option has the meaning given in Section 5.1 of the Notice.

Option Agreement has the meaning given in Section 5.1 of the Notice.

Option Exercise Date has the meaning given in Section 5.4 of the Notice.

Option Period has the meaning given in Section 5.1 of the Notice.

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

Placement has the meaning given in Section 1.1 of the Notice.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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

Resource Estimate has the meaning given in Section 5.6 of the Notice.

Resource Ounce has the meaning given in Section 5.6 of the Notice.

Respective Proportions has the meaning given in Section 5.2 of the Notice and as set out in Schedule 1.

SCP means SCP Resource Finance LP.

Section means a section of the Explanatory Statement.

Security means a Share, option to acquire a Share, Performance Right or Performance Share (as applicable).

Settlement has the meaning given in Section 5.4 of the Notice.

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

Shareholder means a registered holder of a Share.

Tranche 1 has the meaning given in Section 1.1 of this Notice.

Tranche 2 has the meaning given in Section 1.1 of this Notice.

Unrelated Placement Participants has the meaning given in Section 1.1 of the Notice.

Vendors means the shareholders of Atlantic Resources as set out in Schedule 1.

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

SCHEDULE 1 – VENDOR DETAILS

VENDOR	ATLANTIC SHARES HELD	RESPECTIVE PROPORTION (%)
Mohamed Niaré	1,100	55%
Redstar Resources Limited	600	30%
Coulibaly Bazoumana	300	15%
Total	**2,000**	**100%**

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights:

<table>
<tr><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>Plan</td><td>The Performance Rights are granted under the Company's Incentive Plan.

Defined terms in these terms and conditions have the same meaning as in the Incentive Plan.

In the event of any inconsistency between the Incentive Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</td></tr>
<tr><td>Consideration</td><td>Nil consideration is payable for the Performance Rights</td></tr>
<tr><td>Expiry Date</td><td>Each Performance Right will expire on the earlier to occur of:

(a) the Performance Rights lapsing and being forfeited under the Incentive Plan; and

(b) 5:00pm (WST) on the date that is three years from the date of issue,

(the Expiry Date).

For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</td></tr>
<tr><td>Vesting Conditions</td><td>The Performance Rights shall vest as follows:
<table>
<tr><th>TRANCHE</th><th>VESTING CONDITION</th></tr>
<tr><td>A</td><td>Shall vest on the financial close pursuant to the terms of binding finance facility documentation entered into by the Company or its relevant subsidiary (Finance Facility) and completion of an accompanying equity capital raising net of all financing costs to fund the estimated pre-production development capital expenditure for the Ferké Gold Project, as released to market in a definitive feasibility study (DFS) reported in accordance with the ASX Listing Rules and the JORC Code 2012, excluding contingency and working capital amounts (Capital Expenditure Requirement) so that construction of the Ferké Gold Project can commence.</td></tr>
<tr><td>B</td><td>Shall vest on the first utilisation, drawdown or advance of funds under a Finance Facility that is not less than 35% of the total Capital Expenditure Requirement for the Ferké Gold Project, by reference to the most recently announced Board-approved definitive feasibility study (DFS) released to market prior to the Finance Facility and completion of an accompanying equity capital raising, that may meet or exceed the Capital Expenditure Requirement.</td></tr>
<tr><td>C</td><td>An additional 40,000 Performance Rights shall vest for every additional 1% (above the 35% drawdown condition referred to in Tranche B) of the total amount available under the Finance Facility and up to a maximum of 50% of the total proportion of the Capital Expenditure Requirement secured under the Finance Facility prior to commencement of construction at the Ferké Gold Project.</td></tr>
<tr><td>D</td><td>Shall vest on the Company announcing on the ASX, in accordance with the ASX Listing Rules and reported in accordance with the JORC Code 2012, a total Proved and Probable Ore Reserve (as those terms are defined in the JORC Code 2012) of not less than 2,000,000 ounces of gold</td></tr>
</table></td></tr>
</table>

	(Au), at a minimum average grade of 0.9g per tonne of gold, in respect of the Ferké Gold Project.
Rights attaching to Performance Rights	Prior to a Performance Right being converted, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Incentive Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to 'Participation in new issues').
Restrictions on dealing with Performance Rights	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Incentive Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.
Cessation of Employment	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the Participant's employment for any reason, subject to the Board's overriding discretion to determine an alternate treatment.
Forfeiture Conditions	Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**); (b) in the case of unvested Performance Rights only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the Vesting Conditions in accordance with the Incentive Plan; (d) on the date the Participant becomes insolvent or their Nominated Party (if applicable) becomes insolvent; or (e) on the Expiry Date, subject to discretion of the Board.
Conversion	The Performance Rights can be converted at any time on and from the delivery of a vesting notice by the Company until the Expiry Date (**Conversion Period**).
Conversion Notice	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (**Conversion Notice**).

Timing of issue of Shares and quotation of Shares on conversion	Within five Business Days after the issue of a Conversion Notice by the holder, the Company will: (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder. Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable
Restrictions on transfer of Shares on conversion	Shares issued on conversion of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
Rights attaching to Shares on conversion	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
Change of Control	Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Performance Rights on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Performance Rights and does not include a discretion to lapse or forfeit unvested Performance Rights for less than fair value.
Participation in new issues	Subject always to the rights under 'Adjustment for bonus issues' and 'Reorganisation', holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are converted.

Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each holder holding Performance Rights 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
Buy-Back	Subject to applicable law, the Company may at any time buy-back the Performance Rights in accordance with the terms of the Incentive Plan

SCHEDULE 3 – TERMS AND CONDITIONS OF INCENTIVE PLAN

A summary of the material terms of the Company's Incentive Plan is set out below.

For the purposes of this summary, any reference to the term "*exercise*" in relation to Performance Rights shall be read and construed as "*converts*".

Eligible Participant	**Eligible Participant** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options, Performance Rights or other convertible security (**Plan Securities**).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Plan Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Plan Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Plan Securities	**Participant** means an Eligible Participant who has been granted any Plan Security under the Plan. The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Plan Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A **Convertible Security** represents a right to acquire one or more Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;

	(c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**); (b) in the case of unvested Convertible only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise (**Exercise Notice**) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (**Cashless Exercise**) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $S=O*\frac{(MVS-EP)}{MVS}$

	Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise. EP = Exercise Price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the

	holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities 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.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Plan Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Plan Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Plan Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Plan Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Notwithstanding any other provision of the Plan rules, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (**Withholding Amount**), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

MANY PEAKS

Many Peaks Minerals Ltd
ABN 13 642 404 797

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 proxy appointment to be effective it must be received by **9:00AM (AWST) on Tuesday, 11 August 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

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 registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy 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: 188888

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Many Peaks Minerals Ltd hereby appoint

☐ **the Chair of the Meeting** **OR** ____________________

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Many Peaks Minerals Ltd to be held at Unit B6, 431 Roberts Road, Subiaco WA 6008 on Thursday, 13 August 2026 at 9:00AM (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 11, 12 and 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 11, 12 and 13 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your 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.

		For	Against	Abstain
1	Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1	☐	☐	☐
2	Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1A	☐	☐	☐
3	Approval to Issue Tranche 2 Placement Shares to Unrelated Placement Participants	☐	☐	☐
4	Approval to Issue Tranche 2 Placement Shares to Director - Francis Harper	☐	☐	☐
5	Approval to Issue Tranche 2 Placement Shares to Director - Travis Schwertfeger	☐	☐	☐
6	Approval to Issue Tranche 2 Placement Shares to Director - Matthew Scully	☐	☐	☐
7	Approval to Issue Tranche 2 Placement Shares to Director - Ben Phillips	☐	☐	☐
8	Approval to Issue Tranche 2 Placement Shares to Director - Marcus Harden	☐	☐	☐
9	Approval to Issue Fixed Consideration Shares to Vendors under the Atlantic Resources Option Agreement	☐	☐	☐
10	Approval to Issue Variable Consideration Shares to Vendors under the Atlantic Resources Option Agreement	☐	☐	☐
11	Approval to Issue Performance Rights to Director - Travis Schwertfeger	☐	☐	☐
12	Approval to Issue Performance Rights to Director - Matthew Scully	☐	☐	☐
13	Approval to Issue Performance Rights to Director - Francis Harper	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number	Email Address