Artemis Resources Limited General Meeting

Notice and Proxy Form

Notice is hereby given that the General Meeting ("**Meeting**") of Shareholders of Artemis Resources Limited (ASX: ARV) ("**Artemis**" or "**the Company**") will be held on Tuesday, 11 August 2026, commencing at 12:00pm (WST) at Level 4, 88 William St, Perth WA 6000.

The Notice of Meeting and Explanatory Memorandum ("**Notice**") for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website https://artemisresources.com.au/ or the Company's ASX market announcements platform.

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Shareholders are encouraged to complete and return their Proxy Form by:

Internet:	https://investor.automic.com.au/#loginsah
Mail:	Automic, GPO Box 5193, Sydney NSW 2001
In Person:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
Email:	meetings@automicgroup.com.au
By Fax:	02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia)

Your proxy voting instruction must be received by no later than 12:00pm (WST) on Sunday, 9 August 2026, being not less than 48 hours before the commencement of the Meeting.

Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of General Meeting, please contact the Company on +61 8 9463 2463.

For and on behalf of the Board

Henko Vos
Joint Company Secretary

ARTEMIS RESOURCES LIMITED

ACN 107 051 749

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT AND

PROXY FORM

TIME: 12:00pm (WST)

DATE: Tuesday, 11 August 2026

PLACE: Level 4, 88 William St
Perth WA 6000

Shareholders are urged to attend or vote by lodging the proxy form accompanying this Notice.

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

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on (08) 9463 2463.

IMPORTANT INFORMATION

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IMPORTANT DATES

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	12:00pm (WST) on Sunday, 9 August 2026
Snapshot date for eligibility to vote	5:00pm (WST) on Sunday, 9 August 2026
General Meeting	12:00pm (WST) on Tuesday, 11 August 2026

DEFINED TERMS

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

IMPORTANT INFORMATION

The General Meeting will be a physical meeting held at Level 4, 88 William St, Perth WA 6000, at which Shareholders may attend in person or by proxy.

Shareholders are encouraged to vote by proxy. Voting on all Resolutions will be conducted by poll and not by show of hands.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at **12:00pm (WST)** on **Tuesday, 11 August 2026** at **Level 4, 88 William Street, Perth WA 6000**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at **5:00 pm (WST)** on **Sunday, 9 August 2026**.

AGENDA

1. Resolution 1 – Ratification of prior issue of Shares under the Placement – Listing Rule 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 350,638,324 Shares to the Tranche 1 Placement Participants under the Company's Listing Rule 7.1 capacity on the terms and conditions set out in the Explanatory Statement."

2. Resolution 2 – Ratification of prior issue of Shares under the Placement – Listing Rule 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 377,092,216 Shares to the Tranche 1 Placement Participants under the Company's Listing Rule 7.1A on the terms and conditions set out in the Explanatory Statement."

3. Resolution 3 – Approval to issue Shares under the Placement

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 1,207,269,460 Shares to the Tranche 2 Placement Participants (or their respective nominees) on the terms and conditions set out in the Explanatory Statement."

4. Resolution 4 – Approval to Issue Director Placement Shares and Director Placement Options to Mr Simon Lill

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 62,500,000 Director Placement Shares and 62,500,000 Director Placement Options to Mr Simon Lill (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. Resolution 5 – Approval to Issue Director Placement Shares and Director Placement Options to Mr Bruce Garlick

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 2,500,000 Director Placement Shares and 2,500,000 Director Placement Options to Mr Bruce Garlick (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. Resolution 6 – Approval to Issue Placement Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 1,935,000,000 Placement Options on the terms and conditions set out in the Explanatory Statement."

7. Resolution 7 – Approval to Issue Lead Manager Options to CPS Capital Group Pty Ltd

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a total of 275,000,000 Lead Manager Options to CPS Capital Group Pty Ltd (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

8. Resolution 8 – Ratification of prior issue of Unlisted Options to CPS Capital Group Pty Ltd

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 150,000,000 Unlisted Options to CPS Capital Group Pty Ltd (and/or its nominee(s)) utilising the Company's placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement".*

9. Resolution 9 – Ratification of prior issue of securities to Dr Matthew Greentree

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

> *"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 7,142,857 shares, 35,714,286 Performance Rights and 15,000,000 Unlisted Options with an exercise price of $0.007 each to Dr Matthew Greentree (and/or his nominee(s)) utilising the Company's placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement".*

10. Resolution 10 – Refresh of Securities under the Employee Securities Incentive Plan

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

> *"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the issue of up to a maximum of 450,579,556 Securities under the Employee Securities Incentive Plan on the terms and conditions in the Explanatory Statement".*

11. Resolution 11 – Approval to Grant Performance Rights to Ms Elizabeth Henson

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

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 5,000,000 Performance Rights to Ms Elizabeth Henson (and/or her nominee(s)) under the Employee Securities Incentive Plan in the manner and on the terms and conditions set out in the Explanatory Statement".*

12. Resolution 12 – Approval to Grant Performance Rights to Mr Bruce Garlick

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

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 3,000,000 Performance Rights to Mr Bruce Garlick (and/or his nominee(s)) under the Employee Securities Incentive Plan in the manner and on the terms and conditions set out in the Explanatory Statement".*

13. Resolution 13 – Approval to Grant Zero Exercise Price Options to Mr Bruce Garlick

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

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 8,000,000 Zero Exercise Price Options to Mr Bruce Garlick (and/or his nominee(s)) under the Employee Securities Incentive Plan in the manner and on the terms and conditions set out in the Explanatory Statement".*

14. Resolution 14 – Approval to Grant Zero Exercise Price Options to CPS Capital Group Pty Ltd

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, Shareholders approve the grant of up to 8,000,000 Zero Exercise Price Options to CPS Capital Group Pty Ltd (and/or its nominee(s)) in consideration for the ongoing provision of advisory services on the terms and conditions set out in the Explanatory Statement".*

15. Resolution 15 – Approval to Grant Zero Exercise Price Options to Bennelong Resource Capital Pty Ltd

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, Shareholders approve the grant of up to 8,000,000 Zero Exercise Price Options to Bennelong Resource Capital Pty Ltd (and/or its nominee(s)) in consideration for the ongoing provision of advisory services on the terms and conditions set out in the Explanatory Statement".

BY ORDER OF THE BOARD

HENKO VOS
Company Secretary

Dated: 7 July 2026

VOTING PROHIBITION & EXCLUSIONS

CORPORATIONS ACT VOTING PROHIBITION

<table>
<tr><th>Resolution</th><th>Excluded persons</th><th>Exception</th></tr>
<tr><td>Resolutions 9, 10, 11, 12 and 13</td><td>In accordance with section 224 of the Corporations Act, a vote on the Resolution must not be cast (in any capacity) by or on behalf of a 'related party' (as defined in the Corporations Act) to whom the Resolution would permit a financial benefit to be given, or an 'associate' (as defined in the Corporations Act) of such a related party (Excluded Party).

In accordance with section 250BD of the Corporations Act, a vote on the Resolution must not be cast, and the Company will disregard any votes cast:
(a) by or on behalf of a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
(b) by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties.

Any ineligible votes will not be counted in working out a percentage of votes cast or whether the Resolution is approved.</td><td>A vote is not prohibited and will not be disregarded if the vote is cast by a proxy on behalf of a person entitled to vote on the Resolution:
• in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or
• by the Chairperson in accordance with the express authorisation in the proxy appointment to exercise the proxy even though it is connected with the remuneration of a member of Key Management Personnel.</td></tr>
</table>

ASX LISTING RULES VOTING EXCLUSION STATEMENTS

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the below noted Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded persons
Resolutions 1 and 2	Tranche 1 Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3	Tranche 2 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	Mr Simon Lill (and/or his 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	Mr Bruce Garlick (and/or his 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	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).
Resolutions 7 and 14	CPS Capital Group Pty Ltd (and/or its nominee(s)) 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 any associates of CPS Capital Group Pty Ltd (and/or its nominee(s)).

Resolution 8	CPS Capital Group Pty Ltd (and/or its nominee(s)) or any associates of CPS Capital Group Pty Ltd (and/or its nominee(s)) who participated in the issue of securities by the Company.
Resolution 9	Dr Matthew Greentree (and/or his nominee(s)) who participated in the issue of securities by the Company.
Resolution 10	Any person who is eligible to participate in the Employee Securities Incentive Plan (ESIP or the Plan) and any associate of any such person.
Resolution 11	Ms Elizabeth Henson (and/or her nominee(s)) referred to in rule 10.14.1, who is eligible to participate in the Company's Employee Securities Incentive Scheme.
Resolutions 12 and 13	Mr Bruce Garlick (and/or his nominee(s)) referred to in rule 10.14.1, who is eligible to participate in the Company's Employee Securities Incentive Scheme.
Resolution 15	Bennelong Resource Capital Pty Ltd (and/or its nominee(s)) 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 any associates of Bennelong Resource Capital Pty Ltd (and/or its nominee(s)).

In relation to Resolutions 1 to 15 inclusive, the above noted exclusions do not apply to a vote cast in favour by:

(a) a person as proxy or attorney for a person who is entitled to vote on the relevant Resolutions, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution in that way; or

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolutions, in accordance with a direction given to the Chair to vote on the relevant 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:

- 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 relevant Resolution; and
- the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **12:00pm (WST)** on **Tuesday, 11 August 2026** at **Level 4, 88 William Street, Perth WA 6000.**

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by **12:00pm (WST)** on Sunday**, 9 August 2026**.

By mail:	Automic, GPO Box 5193, Sydney NSW 2001, Australia
In person:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax:	02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia)
By email:	meetings@automicgroup.com.au

A Proxy Form received after that time will not be valid.

APPOINTMENT OF A PROXY

A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by contacting the Company Secretary.

Please note, it is recommended Shareholders complete the attached proxy form and send to the Company via the communication methods outlined above.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

CORPORATE SHAREHOLDERS

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the General Meeting or at the registration desk on the day of the General Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson Voting Undirected Proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of General Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting Entitlement (Snapshot Date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST)** on **Sunday, 9 August 2026**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be received be submitted by no later than **5:00pm (WST)** on **Sunday, 9 August 2026**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting.

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

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

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

1.1 Background Information

On 11 June 2026, the Company announced that it had received firm commitments from unrelated professional and sophisticated investors to raise approximately $8,000,000 (before costs) via the issue of 2,000,000,000 Shares at an issue price of $0.004 per Share (**Placement**) (**Placement Share**), together with one (1) free-attaching unlisted option for every one (1) Placement Share subscribed for, exercisable at $0.01 per option on or before 13 October 2028 (**Placement Option**).

The Company issued an aggregate of 727,730,540 Placement Shares to unrelated sophisticated and professional investors (**Tranche 1 Placement Participants**) on 23 June 2026, comprising:

(a) 350,638,324 Placement Shares pursuant to the Company's Listing Rule 7.1 capacity (being the subject of Resolution 1);

(b) 377,092,216 Placement Shares pursuant to the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 2);

The remaining Placement Shares and Placement Options will be issued subject to Shareholder approval as follows:

(a) 1,207,269,460 Placement Shares to Placement Participants (**Tranche 2 Placement Participants**) (the subject of Resolution 3);

(b) 62,500,000 Placement Shares and 62,500,000 Placement Options to Mr Lill (**Director Placement Shares** and **Director Placement Options** respectively, and together, **Director Placement Securities**) (the subject of Resolution 4).

(c) 2,500,000 Director Placement Shares and 2,500,000 Director Placement Options to Mr Garlick (**Director Placement Shares** and **Director Placement Options** respectively, and together, **Director Placement Securities**) (the subject of Resolution 5); and

(d) 1,935,000,000 Placement Options to Placement Participants (the subject of Resolution 6).

1.2 Lead Manager

The Company appointed CPS Capital Group Pty Ltd (AFSL 29484) (**Lead Manager**) to act as the lead manager to the Placement and entered into a mandate with the Lead Manager (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Company has agreed to pay the Lead Manager the following fees in respect to the Placement:

(a) a management fee of 2% on the funds raised under the Placement, plus GST; and

(b) a placement fee of 4% on funds raised under the Placement, plus GST, excluding funds subscribed by investors introduced under the Chairman's list (and/or other investors introduced by the Company).

The Lead Manager will receive 275,000,000 options exercisable at $0.01 per option on or before 13 October 2028 for their lead manager services (**Lead Manager Options**).

Additionally, the Company has agreed to pay the Lead Manager a monthly corporate advisory fee of $6,000 (plus GST) for a minimum term of 12 months.

The Lead Manager Mandate otherwise contains standard terms for an agreement of its kind.

1.3 Use of funds

As announced by the Company on 11 June 2026, proceeds from the Placement will be primarily directed towards advancing the exploration portfolio, including maiden drilling designed to test IOCG targets at the Cassowary Copper-Gold Project in the Madura Province and targeted exploration and resource growth across the Company's Pilbara Gold Projects, as well as for general working capital.

1.4 General

The background to the Placement is set out in Sections 1.1 to 1.3 above.

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 727,730,540 Shares at an issue price of $0.004 per Share to raise $2,910,922.16. The issue price of $0.004 per Share reflects a discount of approximately 5.9% to the 15-day VWAP preceding the date of the Company's Placement announcement on 11 June 2026.

350,638,324 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 377,092,216 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2) on 23 June 2026.

1.5 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 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 Rules 7.1 and 7.1A for the 12-month period following the date of the issue.

1.6 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.

1.7 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Shares issued pursuant to Listing Rule 7.1 will not count as reducing the number of equity securities which the Company can issue without Shareholder approval under the 15% placement capacity limit imposed by Listing Rule 7.1. This will allow the Company flexibility in the future to issue equity securities up to its placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the Shares issued pursuant to Listing Rule 7.1 will be included in calculating the number of remaining equity securities the Company may issue within its 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval under that Listing Rule.

If Resolution 2 is passed, the Shares issued pursuant to Listing Rule 7.1A will not count as reducing the number of equity securities which the Company can issue without Shareholder approval under the 10% Additional Placement Capacity limit imposed by ASX Listing Rule 7.1A. This will allow the Company flexibility in the future to issue equity securities up to its placement capacity under Listing Rule 7.1A.

If Resolution 2 is not passed, the Shares issued pursuant to Listing Rule 7.1A will be included in calculating the number of remaining equity securities the Company may issue within its 10% Additional Placement Capacity limit imposed by Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval under that Listing Rule.

1.8 Technical information required by Listing Rule 7.5

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

(a) The names of the persons to whom the entity issued the Shares or the basis on which those persons were identified or selected.

The Placement Shares were issued to professional, sophisticated and otherwise exempt investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

None of the Placement Participants are related parties of the Company, members of the Company's key management personnel, a substantial holder, an advisor or an associate of these parties, with no Placement Shares issued to any party greater than 1% of the Company's issued capital at the time of issue.

(b) The number and class of Shares the entity issued.

A total of 727,730,540 Placement Shares were issued on the following basis:

(i) 350,638,324 Placement Shares were issued utilising the Company's placement capacity pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and

(ii) 377,092,216 Placement Shares were issued utilising the Company's placement capacity pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).

(c) Terms of Shares.

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

(d) The date on which the Shares were issued.

The Placement Shares in respect of Resolutions 1 and 2 were issued by the Company on 23 June 2026.

(e) The price or other consideration the entity has received for the Shares.

The Placement Shares were issued at $0.004 per Share.

(f) The purpose of the issue, including the use of funds raised by the issue.

The Company used the funds raised from the issue of the Placement Shares for the purposes described in Section 1.3 of this Notice.

(g) Summary of material terms of agreement to issue.

The Placement Shares were not issued under an agreement.

(h) Voting Exclusion Statement.

A voting exclusion statement applies to Resolutions 1 and 2.

1.9 Board Recommendation – Resolutions 1 and 2

The Directors believe Resolutions 1 and 2 are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolutions. The Chair intends to vote all undirected proxies in favour of Resolutions 1 and 2.

2. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

2.1 General

The background to the Placement is set out in Section 1.1.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,207,269,460 Shares to the Tranche 2 Placement Participants (excluding to Mr Lill and Mr Garlick) at an issue price of $0.004 per Share to raise up to $4,829,077.84.

A summary of Listing Rule 7.1 is set out in Section 1.5 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.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 3 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 Resolution 3 is not passed, the funds under the Placement will not be raised and the Company may need to explore other avenues to raise funds.

2.3 Technical information required by Listing Rule 7.3

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) The names of the persons to whom the entity will issue the Shares or the basis upon which those persons will be identified or selected.

The Placement Shares will be issued to professional, sophisticated and otherwise exempt investors through a bookbuild process, which will involve the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

Jupiter Asset Management will participate in Tranche 2 of the Placement (the subject of this resolution), and following the issue of the Tranche 2 Shares to Placement Participants, Jupiter Asset Management is expected to become a substantial holder in the Company. Jupiter Asset Management have subscribed for 423,039,690 Placement Shares.

With the exception of Jupiter Asset Management, no other Placement Participants will be related parties of the Company, members of the Company’s key management personnel, a substantial holder, an advisor or an associate of these parties, with no Placement Shares issued to any party greater than 1% of the Company’s issued capital at the time of issue.

(b) The number and class of securities the entity will issue.

Subject to approval of Resolution 3, a total of 1,207,269,460 Placement Shares will be issued.

(c) Terms of Shares.

The Placement Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company’s existing Shares.

(d) The date on which the entity will issue the Shares.

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).

(e) The price or other consideration the entity will receive for the Shares.

The Placement Shares will be issued at $0.004 per Share.

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

The Company intends to use the funds raised from the issue of the Placement Shares for the purposes described in Section 1.3 of this Notice.

(g) Summary of material terms of agreement to issue.

The Placement Shares were not issued under an agreement.

(h) Voting Exclusion Statement.

A voting exclusion statement applies to Resolution 3.

2.4 Board Recommendation – Resolution 3

The Directors believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 3.

3. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE DIRECTOR PLACEMENT SHARES AND DIRECTOR PLACEMENT OPTIONS TO DIRECTORS

3.1 General

Resolutions 4 and 5 seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of 62,500,000 Director Placement Shares and 62,500,000 Director Placement Options to Mr Lill (or his nominee(s)) (the subject of Resolution 4) and the issue of 2,500,000 Director Placement Shares and 2,500,000 Director Placement Options to Mr Garlick (or his nominee(s)) (the subject of Resolution 5) to enable their participation in the Placement.

3.2 Chapter 2E of the Corporations Act

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

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

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

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

The issue constitutes giving a financial benefit as Mr Lill and Mr Garlick are related parties of the Company by virtue of each being a Director.

In respect of Resolution 4, the directors (excluding Mr Lill), each of whom do not have a material personal interest in Resolution 4, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of shares to Mr Lill and/or his nominee(s)), given that the proposed issue of the shares are considered to be on arm's length terms (being on the same terms as the shares to the unrelated Placement Participants).

In respect of Resolution 5, the directors (excluding Mr Garlick), each of whom do not have a material personal interest in Resolution 5, have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of shares to Mr Garlick and/or his nominee(s)), given that the proposed issue of the shares are considered to be on arm's length terms (being on the same terms as the shares to the unrelated Placement Participants).

3.3 Listing Rule 10.11

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

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

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 are passed respectively, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), and will raise additional funds which will be used in the manner set out in Section 1.3. 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 Resolutions 4 and 5 are not respectively passed, the Company will not be able to proceed with the issue and no further funds will be raised.

3.5 Technical Information required by Listing Rule 10.13

In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided in relation to Resolutions 4 and 5:

(a) The name of the person to whom Director Placement Shares and Director Placement Options will be issued.

Mr Lill (the subject of Resolution 4) and Mr Garlick (the subject of Resolution 5); or any of their respective nominees.

(b) Which category in rules 10.11.1 to 10.11.5 the person falls within and why.

Mr Lill and Mr Garlick each fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors of the Company.

Any nominee(s) of Mr Lill and Mr Garlick who receive Director Placement Shares and Director Placement Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.

(c) The number and class of securities to be issued to the person.

62,500,000 Director Placement Shares and 62,500,000 Director Placement Options will be issued to Mr Lill (the subject of Resolution 4), and 2,500,000 Director Placement Shares and 2,500,000 Director Placement Options will be issued to Mr Garlick (the subject of Resolution 5).

(d) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.

The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.

The terms and conditions of the Director Placement Options are set out in Schedule 1.

(e) The date or dates on or by which the entity will issue the Director Placement Shares and Director Placement Options.

The Company expects to issue the Director Placement Shares and Director Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Director Placement Shares and Director Placement Options 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).

(f) The price or other consideration the entity will receive for the issue.

The Director Placement Shares will be issued at $0.004 per Share.

The Director Placement Options will be issued for nil cash consideration.

(g) The purpose of the issue, including the intended use of any funds raised by the issue.

The purpose for the issue of the Director Placement Shares is to raise capital. The intended use of funds raised under the Placement is summarised in Section 1.3.

The purpose for the issue of the Director Placement Options is as free-attaching Options to the Director Placement Shares, and the intended use of funds raised under the Placement is summarised in Section 1.3.

(h) If the securities are issued under an agreement, a summary of any other material terms of the agreement.

The Director Placement Shares and Director Placement Options were not issued under an agreement.

(i) Voting Exclusion Statement

A voting exclusion statement applies to Resolutions 4 and 5.

3.6 Directors' Recommendation – Resolutions 4 and 5

Mr Lill and Mr Garlick have a material personal interest in the outcome of Resolutions 4 and 5. Accordingly, these Directors do not consider it appropriate to make a recommendation on these Resolutions. Dr Matthew Greentree and Ms Elizabeth Henson, who do not have an interest in the outcome, recommends that Shareholders vote in favour of the Resolutions. The Chair intends to vote all undirected proxies in favour of Resolutions 4 and 5.

4. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS

4.1 General

As set out in Section 1.1, the Placement Options will be issued subject to Shareholder approval (the subject of Resolution 6).

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 1,935,000,000 Placement Options to the Placement Participants.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 1.5.

The issue of the Placement Options falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Placement Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1.

Accordingly, Resolution 6 seeks Shareholder approval for the issue of the Placement Options under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

4.4 Technical information required by Listing Rule 7.3

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(a) The names of the persons to whom the entity will issue the Placement Options or the basis upon which those persons will be identified or selected.

The Placement Options will be issued to professional, sophisticated and otherwise exempt investors who will be identified through a bookbuild process, which will involve the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

Jupiter Asset Management will participate in Tranche 2 of the Placement (the subject of Resolution 3), and following the issue of the Tranche 2 Shares to Placement Participants, Jupiter Asset Management is expected to become a substantial holder in the Company. Jupiter Asset Management have subscribed for 423,039,690 Placement Shares.

With the exception of Jupiter Asset Management, no other Placement Participants will be related parties of the Company, members of the Company's key management personnel, a substantial holder, an advisor or an associate of these parties, with no Placement Shares issued to any party greater than 1% of the Company's issued capital at the time of issue.

(b) The number and class of securities the entity will issue.

Subject to approval of Resolution 6, a total of 1,935,000,000 Placement Options will be issued.

(c) Terms of Placement Options

The terms and conditions of the Placement Options are set out in Schedule 1.

(d) The date on which the entity will issue the Placement Options.

The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) The price or other consideration the entity will receive for the Placement Options.

The Placement Options will be issued for nil cash consideration.

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

The purpose of the issue of the Placement Options is as free-attaching Options to the Placement Shares, and the intended use of funds raised under the Placement is summarised in Section 1.3.

(g) Summary of material terms of agreement to issue.

The Placement Options were not issued under an agreement.

(h) Voting Exclusion Statement.

A voting exclusion statement applies to Resolution 6.

4.5 Board Recommendation – Resolution 6

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 6.

5. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO CPS CAPITAL GROUP PTY LTD

5.1 Background

As announced on 11 June 2026 and as set out above in Section 1.2, CPS Capital Group Pty Ltd was appointed Lead Manager for the Placement, pursuant to the Lead Manager Mandate. As consideration for the Lead Manager's services, the Lead Manager will receive a 2% management fee, 4% placement fee and 275,000,000 Lead Manager Options exercisable at $0.01 per option on or before 13 October 2028 for their Lead Manager services.

The Lead Manager Options will be subject to shareholder approval. Further details of the Placement are set out in Section 1.1 above and the Company's ASX announcement dated 11 June 2026.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 1.5.

The issue of the Lead Manager Options falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Lead Manager Options is subject to the Company obtaining prior Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1.

Accordingly, Resolution 7 seeks Shareholder approval for the issue of the Lead Manager Options under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. In this scenario, the Company will be required to satisfy its obligation to issue Broker Options in another manner. In this eventuality, the Broker may be less inclined to assist the Company in its future capital raising endeavours.

5.4 Technical information required by Listing Rule 7.3

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 7:

(a) The names of the persons to whom the entity will issue the Lead Manager Options or the basis upon which those persons will be identified or selected.

The Lead Manager Options will be issued to CPS Capital Group Pty Ltd (and/or its nominee(s)).

(b) The number and class of securities the entity will issue.

Subject to approval of Resolution 7, a total of 275,000,000 Lead Manager Options will be issued.

(c) Terms of Lead Manager Options.

The terms and conditions of the Lead Manager Options are set out in Schedule 1.

(d) The date on which the entity will issue the Lead Manager Options.

The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) The price or other consideration the entity will receive for the Lead Manager Options.

The Lead Manager Options will be issued at $0.00001 per Lead Manager Option.

(f) **The purpose of the issue, including the intended use of any funds raised by the issue.**

The purpose of the issue of the Lead Manager Options is to satisfy the Company's obligation to pay the required fees under the Lead Manager Mandate. If all 275,000,000 Lead Manager Options issued to CPS Capital are exercised prior to expiry, the Company will raise $2,750,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) **Summary of material terms of agreement to issue.**

The Lead Manager Options will be issued pursuant to the Lead Manager Mandate, a summary of the material terms of this agreement is set out in Section 1.2.

(h) **Voting Exclusion Statement.**

A voting exclusion statement applies to Resolution 7.

5.5 Board Recommendation – Resolution 7

The Directors believe Resolution 7 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 7.

6. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF UNLISTED OPTIONS TO CPS CAPITAL GROUP PTY LTD

6.1 Background Information

On 5 November 2025, the Company issued 150,000,000 unlisted options to CPS Capital Group Pty Ltd (**CPS Capital**) (and/or its nominee(s)) for lead manager services provided in connection with the Placement undertaken during July to September 2025. These options are exercisable at $0.01 each on or before 13 October 2028 and were issued under the Company's available capacity pursuant to Listing Rule 7.1.

The lead manager consideration payable to CPS Capital included 150,000,000 options exercisable at $0.01 with a 3-year expiry. Due to an administrative oversight, shareholder approval was obtained at the General Meeting held on 29 August 2025 for options with incorrect terms, being an exercise price of $0.015 and a two-year expiry.

These options were subsequently issued on 13 October 2025 and were cancelled on 5 November 2025. On the same date, the Company issued 150,000,000 replacement options to CPS Capital on the originally agreed terms of a $0.01 exercise price and a three-year expiry (being 13 October 2028), thereby rectifying the administrative error.

6.2 Listing Rule 7.1

As described in Section 6.1 above, the Company issued a total of 150,000,000 unlisted options exercisable at $0.01 each on or before 13 October 2028 to CPS Capital (and/or its nominee(s)) using its available placement capacity under Listing Rule 7.1. CPS Capital is not a Related Party of the Company.

Resolution 8 is an ordinary resolution seeking ratification from Shareholders for the prior issue of 150,000,000 unlisted options to CPS Capital.

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

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

6.3 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 8 seeks Shareholder approval for the ratification for the prior issue of Unlisted Options under and for the purposes of Listing Rule 7.4.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the issue of the Unlisted Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the issue of the Unlisted Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

6.5 Listing Rule 7.5 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 8:

(a) The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected.

The unlisted options were issued to CPS Capital Group Pty Ltd (and/or its nominee(s)).

(b) The number and class of securities the entity issued or agreed to issue.

The Company issued 150,000,000 unlisted options to CPS Capital.

(c) If the securities are not fully paid ordinary shares, a summary of the material terms of the securities.

The securities are unlisted options, each with an exercise price of $0.01 and expires on 13 October 2028. Each unlisted option is exercisable into one share that ranks equally with all existing shares on issue. Additional terms and conditions are set out in Schedule 1 of this Notice.

(d) The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting.

The unlisted options were issued on 5 November 2025.

(e) The price or other consideration the entity has received or will receive for the issue

The unlisted options were issued at $0.00001 per option. Accordingly, the Company raised $1,500.

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

The unlisted options were issued to satisfy the Company's obligations under the lead manager mandate from July 2025. If all 150,000,000 unlisted options issued to CPS Capital are exercised prior to expiry, the Company will raise $1,500,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement.

The issue of the unlisted options was made under the lead manager mandate entered into in July 2025 between the Company and CPS Capital. There were no other material terms than those outlined above.

(h) A voting exclusion statement.

A voting exclusion statement applies to Resolution 8.

6.6 Board Recommendation – Resolution 8

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

7. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SECURITIES TO DR MATTHEW GREENTREE

7.1 Background Information

As announced on 3 March 2026, the Company appointed Dr Matthew Greentree as an Executive Director of the Company. The Company agreed to issue Dr Greentree 7,142,857 Shares, 35,714,286 Performance Rights (**Director Appointment Performance Rights**) and 15,000,000 Unlisted Options (**Director Appointment Unlisted Options**) (together **Director Appointment Securities**) pursuant to his appointment agreement (**Letter of Appointment**) under the Company's available capacity pursuant to Listing Rule 7.1. The Letter of Appointment is on terms considered standard for an agreement of this nature.

The Director Appointment Unlisted Options are exercisable at $0.007 each on or before 3 March 2029, with 50% of the options vesting 12 months from the date of issue and a further 50% vesting 24 months from the date of issue and subject to Dr Greentree being employed by the Company at the time.

The Performance Rights have the following vesting conditions:

Tranche	Vesting Conditions	Quantity
AA	The Company announcing a combined 750k-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories.	7,142,858
BB	The Company announcing a combined 1-million-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories.	7,142,857
CC	The Company's shares as traded on the ASX achieving a 20-day VWAP of 50% premium to the close price on the date of appointment and employment at the time the vesting conditions are met.	7,142,857
DD	The Company's shares as traded on the ASX achieving 20-day VWAP of 100% premium to the close price on the date of appointment and employment at the time the vesting conditions are met.	7,142,857
EE	The introduction of a strategic institutional investor(s) contributing a minimum of $1,500,000 in new capital funding to the Company.	7,142,857

The Director Appointment Performance Rights will each convert into a Share for no consideration on exercise once the relevant vesting conditions have been satisfied.

Summaries of the terms and conditions of the Director Appointment Securities are set out in Schedules 3 and 5, respectively, to this Explanatory Statement.

7.2 Listing Rule 7.4

As described in Section 7.1 above, the Company has issued the Director Appointment Securities to Dr Greentree (and/or his nominees) using its available issuing capacity under Listing Rule 7.1.

Resolution 9 is an ordinary resolution seeking ratification from Shareholders for the prior issue of Director Appointment Securities to Dr Greentree.

A summary of Listing Rules 7.1 and 7.4 are set out in Sections 1.5 and 1.6.

The Director Appointment Securities were issued using the Company's existing 15% placement capacity under Listing Rule 7.1, and in reliance on Listing Rule 10.12 Exception 12 without the need for prior Shareholder approval. The Director Appointment Securities were issued in reliance on Listing Rule 10.12 Exception 12 on the basis that the issue was made under a transaction between the Company and Dr Greentree who would not otherwise have been a related party but for the fact that he believed, or had reasonable grounds to believe, that he was likely to become a related party in the future because of the transaction. Accordingly, prior Shareholder approval was not obtained in respect of the Director Appointment Securities under Listing Rule 10.11.

To this end, Resolution 9 seeks Shareholder approval for the ratification for the prior issue of Director Appointment Securities under and for the purposes of Listing Rule 7.4.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the issue of the Director Appointment Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 9 is not passed, the issue of the Director Appointment Securities will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

7.4 Listing Rule 7.5 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 9:

(a) The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected.

The Director Appointment Securities were issued to Dr Greentree (and/or his nominee(s)).

(b) The number and class of securities the entity issued or agreed to issue.

The Company issued 7,142,857 shares, 35,714,286 Director Appointment Performance Rights and 15,000,000 Director Appointment Unlisted Options to Dr Greentree.

(c) If the securities are not fully paid ordinary shares, a summary of the material terms of the securities.

A summary of the material terms and conditions of the Director Appointment Unlisted Options is set out in Schedule 3, and a summary of the material terms and conditions of the Director Appointment Performance Rights is set out in Schedule 5 of this Notice.

(d) The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting.

The Director Appointment Securities were issued on 30 June 2026.

(e) The price or other consideration the entity has received or will receive for the issue.

The Director Appointment Securities were issued at nil issue price, in part consideration for services to be provided by Dr Greentree as an Executive Director. The Company has not and will not receive any other consideration for the issue of the Director Appointment Securities (other than in respect of any funds received on exercise of the Director Appointment Unlisted Options, if they are exercised).

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

The Director Appointment Securities were issued to satisfy the Company's obligations under the Letter of Appointment. If all 15,000,000 Director Appointment Unlisted Options are exercised prior to expiry, the Company will raise $105,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement.

The issue of the Director Appointment Securities was made under the Letter of Appointment. There were no other material terms than outlined above.

(h) **A voting exclusion statement.**

A voting exclusion statement applies to Resolution 9.

7.5 Directors' Recommendation – Resolution 9

The Directors (other than Dr Greentree who has a personal interest in the outcome of Resolution 9), unanimously recommend that Shareholders vote in favour of Resolution 9 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

8. RESOLUTION 10 – REFRESH OF SECURITIES UNDER THE EMPLOYEE SECURITIES INCENTIVE PLAN

8.1 General

At the Company's annual general meeting held on 29 November 2023, Shareholders approved the adoption of a new employee share scheme that complies with Division 1A introduced into Part 7.12 of the Corporations Act, called the "Employee Securities Incentive Plan" (**ESIP**) (**Plan**).

The Directors consider it is desirable to provide an opportunity to eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure that interests of Shareholders, management and employees of the Company are aligned.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.2 (exception 13(b)) for the issue of up to 450,579,556 Equity Securities under the Plan.

8.2 Listing Rules 7.1 and 7.2 Exception 13(b)

Shareholder approval is not required under the Corporations Act or the ASX Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the ASX Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder approval. ASX Listing Rule 7.2 exception 13(b) provides that ASX Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within 3 years from that date of Shareholder approval of the issue of securities under the employee incentive scheme.

The Plan participation is limited to Directors, employees and any service providers and certain 'related persons' to the aforementioned of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

In accordance with the disclosure requirements of Listing Rule 7.2 Exception 13(b), the following information is provided in relation to Resolution 10:

(a) a summary of the terms of the ESIP is set out in Schedule 2;

(b) since the date of last approval, being 29 November 2023, the Company has issued the following securities under the Plan:

Number of Equity Securities	Equity Security	Issue Date
80,000,000	Performance Rights	30 June 2026

(c) a maximum of 450,579,556 Equity Securities would be available to be issued under the Plan if approved by Shareholders (representing 10% of the number of Shares on issue as at the date of this Notice). This maximum number of Equity Securities is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Equity Securities to be issued under the Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). In any event, no Equity Securities will be issued if to do so would contravene any applicable laws; and

(d) a voting exclusion statement in respect of Resolution 10 has been included in this Notice.

8.3 Technical information required by Listing Rule 14.1A

Resolution 10 seeks Shareholder approval for the issue of Equity Securities under the Plan to be an exception from ASX Listing Rules 7.1 and 7.1A for a period of 3 years.

If Shareholders approve Resolution 10, any issue of Equity Securities under the Plan over the 3 years after the date of the Meeting (up to the maximum number set out above) will not use up a portion of the Company's capacity under ASX Listing Rules 7.1 and 7.1A when that issue is made. This means that the Company will preserve its flexibility to issue Equity Securities without seeking Shareholder approval if and when it issues Equity Securities under the Plan.

It should be noted that if Resolution 10 is passed, the Company will only be able to issue Equity Securities under the Plan to eligible participants who are unrelated parties without seeking prior Shareholder approval for a period of 3 years after the Meeting. Any proposed issue of Equity Securities to a Director or other related party, or any of their associates, under the Plan will require prior Shareholder approval under ASX Listing Rule 10.14.

If Resolution 10 is not passed, the Plan will not be renewed and the existing approvals of the Plan received on 23 November 2023 will expire on 23 November 2026. After this time, the Company may still decide in future to issue Equity Securities to eligible employees and consultants who are unrelated parties under the Plan, but such issue will not be exempted from Listing Rules 7.1 and 7.1A and will use up a portion of the Company's Listing Rules 7.1 and 7.1A capacities at the relevant time (unless another exemption from Listing Rule 7.1 and 7.1A is applicable).

8.4 Board Recommendation – Resolution 10

The Directors believe Resolution 10 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 10.

9. RESOLUTIONS 11 AND 12 – APPROVAL TO GRANT PERFORMANCE RIGHTS TO DIRECTORS

9.1 General

As announced to the ASX on 3 March 2026, the Company is proposing, subject to obtaining Shareholder approval, to issue a total of 8,000,000 Performance Rights to Ms Elizabeth Henson and Mr Bruce Garlick (**Director Performance Rights**) with the relevant vesting conditions:

Tranche	**Vesting Conditions**	**Ms Elizabeth Henson** Resolution 11	**Mr Bruce Garlick** Resolution 12
A	Continuous 12-month employment	2,500,000	2,000,000
B	Continuous 24-month employment and the Company announcing a combined 1-million-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories and employment at the time the vesting conditions are met.	833,333	333,333
C	Continuous 24-month employment and the price of the Company's shares as traded on the ASX achieving a 20-day VWAP of 100% premium to the close price on the date of appointment and employment at the time the vesting conditions are met.	833,333	333,333
D	Continuous 24-month employment and the price of the Company's shares as traded on the ASX achieving a 20-day VWAP of 200% premium to the close price on the date of appointment and employment at the time the vesting conditions are met.	833,334	333,334

The Board considers that the issue of Director Performance Rights is an effective way to align the efforts of Ms Henson and Mr Garlick in seeking to create value for Shareholders.

The Board also believes that incentivising with Director Performance Rights is a prudent means of conserving the Company's available cash reserves, while allowing the Company to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Director Performance Rights are to be issued on the terms and conditions under the ESIP as set out in Schedule 2.

The Director Performance Rights will each convert into a Share for no consideration on exercise once the relevant vesting conditions have been satisfied. The Director Performance Rights will expire on 3 March 2029.

9.2 Vesting Conditions

The vesting of the Director Performance Rights is subject to the satisfaction of the performance conditions outlined in Section 9.1.

The Board will have the unfettered and absolute right to determine and confirm whether vesting conditions have been met in respect of each and all Tranches. In making its determination, the Board will recognise the relevant Tranche objective at the end of the applicable vesting period and have regard to the implementation of the business plan, as well as other proposals endorsed by the Board as part of its ongoing review of strategy.

9.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E is provided in Section 3.2 of this Notice.

The issue of the Director Performance Rights constitutes giving a financial benefit as the recipients are related parties of the Company.

Section 210 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable than those terms.

Section 211 of the Corporations Act provides that shareholder approval under section 208 is not required if the financial benefit to be provided to the related party is remuneration as an officer or employee of the company and to give remuneration would be reasonable given the circumstances of the company giving the remuneration and the related party's circumstances (including responsibilities involved in the office or employment).

The Board (with Ms Henson and Mr Garlick absent from any deliberation in relation to any matter in which they have a personal material interest) has determined that the issuance of Director Performance Rights, the subject of Resolutions 11 and 12 satisfy the above referred exceptions. In addition, the Board further notes that the vesting conditions would, if achieved, be beneficial for Shareholders given the Company's current share price and progress towards its stated strategic objectives.

For these reasons, the Company considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required.

9.4 Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to:

- a director of the entity;
- an associate of the director; or
- a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is being sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required. Accordingly, the issue of the Director Performance Rights will not be included in the use of the Company's 15% placement capacity pursuant to Listing Rule 7.1 or 10.11.

9.5 Technical information required by Listing Rule 14.1A

If Resolutions 11 and 12 are respectively passed, the Company will be able to proceed with the issue of the Director Performance Rights to Ms Henson and Mr Garlick (and/ or their respective nominee(s)).

If Resolutions 11 and 12 are respectively not passed, the Company will not be able to proceed with the issue of the Director Performance Rights to Ms Henson and Mr Garlick (and/ or their respective nominees), and the Company will have to consider other forms of performance-based remuneration, which may include the payment of cash bonuses.

9.6 Listing Rule 10.15 Information Requirements

In accordance with the disclosure requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights under Resolutions 11 and 12:

(a) The names of the persons to whom securities will be issued.

The Director Performance Rights will be issued to Ms Henson (subject of Resolution 11) and Mr Garlick (subject of Resolution 12) and/ or their respective nominee(s).

(b) Which category in rules 10.14.1 – 10.14.3 the persons falls within and why.

Ms Henson and Mr Garlick are related parties of the Company by virtue of each person being a Director of the Company and accordingly falls within the category stipulated by Listing Rule 10.14.1. In the event the Director Performance Rights are issued to a nominee of a Director, that person will fall into the category stipulated by Listing Rule 10.14.2 as an associate of the Director.

(c) The number and class of securities proposed to be issued to the person under the scheme for which approval is being sought.

The Company proposes to issue the Director Performance Rights as detailed in Section 9.1.

(d) If the person is a director under rule 10.14.1 or an associate of, or person connected with, a director under rules 10.14.2 or 10.14.3, details (including the amount) of the director's current total remuneration package.

The total remuneration package for Ms Henson and Mr Garlick are as follows:

Director	FY2025	FY2026 (Estimated)
Ms Henson	$85,352 ($67,499 in cash and $17,853 in equity-based options)	£30,492 in cash (approximately A$60,000)
Mr Garlick *Mr Garlick was appointed to the Board on 5 March 2025	$15,995 in cash*	$50,000 director fees plus $25,000 for additional hours worked). Equity based options valued at $5,650

(e) The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities.

No securities have previously been issued to these persons under the Plan.

(f) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities, an explanation of why that type of security is being used, and the value the entity attributes to that security and its basis.

The proposed Director Performance Rights will be issued on the terms and conditions of the ESIP as set out in Schedule 2, with the key terms of the proposed Director Performance Rights summarised in Section 9.1.

In addition to the reasons set out in Section 9.1 above, the Company has agreed to issue the Director Performance Rights to Ms Henson and Mr Garlick, subject to Shareholder approval for the following reasons:

(i) the Director Performance Rights are unquoted; therefore, the issue of the Director Performance Rights has no immediate dilutionary impact on Shareholders; and

(ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Performance Rights on the terms proposed.

The value attributed by the Company to the Director Performance Rights proposed to be issued is as follows:

Tranche	Vesting Conditions	**Quantity and deemed value** Ms Elizabeth Henson	**Quantity and deemed value** Mr Bruce Garlick
A	Continuous 12-month employment	2,500,000 $10,000	2,000,000 $8,000
B	Continuous 24-month employment and the Company announcing a combined 1-million-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories and employment at the time the vesting conditions are met.	833,333 $3,333	333,333 $1,333
C	Continuous 24-month employment and the price of the Company's shares as traded on the ASX achieving a 20-day VWAP of 100% premium to the close price on 3 March 2026 and employment at the time the vesting conditions are met.	833,333 $3,117	333,333 $1,247
D	Continuous 24-month employment and the price of the Company's shares as traded on the ASX achieving a 20-day VWAP of 200% premium to the close price on 3 March 2026 and employment at the time the vesting conditions are met.	833,334 $3,025	333,334 $1,210
	Total Performance Rights:	**5,000,000** **$19,475**	**3,000,000** **$11,790**

The securities proposed to be issued under Resolutions 11 and 12 have been valued by internal management (other than those to whom the securities will be issued), who it is considered have sufficient qualifications, expertise and experience to conduct such a valuation.

The vesting conditions attached to Tranche A and Tranche B represent non-market vesting conditions. Therefore, the Company have used the share prices on the grant date as the 'per security' value.

The valuation of Tranche C and Tranche D has been performed using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model (together referred to as the "Parisian Barrier1 Model"). Tranche C and Tranche D also include non-market vesting conditions relating to continued service. Accordingly, the total value has been calculated based on the total number of securities proposed to be issued. Should the Company's view of the number of securities expected to vest differ from this assumption, it will adjust the total value based on the number of Performance Rights expected to vest.

For the purpose of notice of meeting, the Performance Rights have been valued as at 16 June 2026.

(g) Dilutionary Impact

If the Director Performance Rights issued under Resolutions 11 and 12 vest and are exercised, a total of 8,000,000 Shares would be issued. This will increase the number of Shares on issue from 4,505,795,562 (being the total number of Shares on issue as at the date of this Notice) to 4,513,795,562 (assuming that no Shares are issued and no convertible securities vest or are exercised, including any proposed to be issued under any other Resolution in this Notice) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.18%.

If any of the vesting conditions are met and the Director Performance Rights are converted into Shares, the issue of such Shares may be a perceived cost to the Company.

(h) Trading history

The trading history of the Shares on ASX, based on closing prices, in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.011	14 October, 12 and 13 November 2025
Lowest	\$0.003	24, 25, 26, 29 and 30 June 2026, 2 and 3 July 2026
Last	\$0.004	6 July 2026

(i) Relevant Interests in securities

The relevant interests of the directors in securities of the Company as at the date of this Notice are set out below:

Name of Related Party	Shares	Unlisted Options
Ms Henson	-	2,500,000 [1]
Mr Garlick	957,468	5,000,000 [2]

[1] Exercisable at \$0.02 on or before 20 December 2027

[2] Exercisable at \$0.02 on or before 8 September 2027

(j) The date or dates on or by which the entity will issue the securities to the person under the scheme.

Subject to Shareholder approval, the Company proposes to issue the Director Performance Rights as soon as practicable following the receipt of approval at the Meeting and in any event, will be issued no later than 3 years after the date of the Meeting if the required approval is received.

(k) The price at which the entity will issue the securities to the person under the scheme.

The Director Performance Rights will be issued for nil cash consideration as they will be issued as part of the remuneration and incentive packages for Ms Henson and Mr Garlick.

(l) A summary of the material terms of the scheme.

The Director Performance Rights would be issued under the Company's ESIP, and a summary of the key ESIP Rules is set out in Schedule 2. A summary of the terms and conditions of Director Performance Rights is set out in Schedule 4 to this Explanatory Statement.

(m) A summary of the material terms of any loan that will be made to the person in relation to the acquisition.

No loan will be provided to either Ms Henson and Mr Garlick in relation to the issue of the Director Performance Rights.

The Director Performance Rights are also not issued under any agreement.

(n) Confirmation statement.

Details of any Securities issued under the ESIP 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 securities under the ESIP after these Resolutions are approved and who were not named in the Notice will not participate until approval is obtained under that rule. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 11 and 12 inclusive.

(o) A voting exclusion statement.

A voting exclusion statement in respect of Resolutions 11 and 12 is included in this Notice. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions 11 and 12.

9.7 Directors' Recommendation – Resolutions 11 and 12

Ms Henson and Mr Garlick have respectively, a material personal interest in the outcome of Resolutions 11 and 12. Accordingly, these Directors do not consider it appropriate to make a recommendation on these Resolutions. Mr Simon Lill and Dr Matthew Greentree, who do not have an interest in the outcome, recommends that Shareholders vote in favour of the Resolutions. The Chair intends to vote all undirected proxies in favour of Resolutions 11 and 12.

10. RESOLUTION 13 – APPROVAL TO GRANT ZERO EXERCISE PRICE OPTIONS TO MR BRUCE GARLICK

10.1 General

As announced to the ASX on 3 March 2026, the Company is proposing to issue 8,000,000 Zero Exercise Price Options exercisable on or before 3 March 2029 to Mr Garlick (and/or his nominee(s)).

In accordance with Listing Rule 10.14, Shareholder approval is required for the issue of securities to a related party. Mr Garlick by virtue of being a Director is a related party of the Company.

The Company considers that it is at a critical stage of growth, with material opportunities and challenges ahead, and believes that granting Zero Exercise Price Options will align Mr Garlick's interests with those of Shareholders by incentivising long-term value creation and share price appreciation. Furthermore, the Board views this approach as a prudent mechanism to reward performance while preserving cash resources.

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E is provided in Section 3.2 of this Notice.

The Board (with Mr Garlick absent from any deliberation in relation to any matter in which he has material interest) has determined that the issuance of Zero Exercise Price Options to Mr Garlick satisfy these requirements, and that the proposed issue was agreed and determined on an arm's length basis and that it is reasonable in these circumstances.

For these reasons, the Company considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required.

10.3 Listing Rule 10.14 – Requirement for Shareholder Approval

A summary of Listing Rule 10.14 is provided in Section 9.4.

As Shareholder approval is being sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required. Accordingly, the issue of the Zero Exercise Price Options will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolution 13 seeks Shareholder approval for the issue of the Zero Exercise Price Options for the purposes of Listing Rule 10.14.

10.4 Listing Rule 10.15 Information Requirements

In accordance with the disclosure requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 13:

(a) The names of the persons to whom securities will be issued.

A total of 8,000,000 Zero Exercise Price Options is proposed to be issued to Mr Garlick (and/or his nominee(s)).

(b) Which category in rules 10.14.1 – 10.14.3 the persons falls within and why.

Mr Garlick is a related party of the Company by virtue of being a Director and accordingly falls within the category stipulated by Listing Rule 10.14.1.

(c) The number and class of securities proposed to be issued to the person under the scheme for which approval is being sought.

The maximum number of Zero Exercise Price Options to be issued to Mr Garlick is 8,000,000 unlisted options.

(d) If the person is a director under rule 10.14.1 or an associate of, or person connected with, a director under rules 10.14.2 or 10.14.3, details (including the amount) of the director's current total remuneration package.

A summary of Mr Garlick's current total remuneration package is provided in Section 9.6(d).

(e) The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities.

No securities have been previously issued to the person under the Plan (other than noting the proposed issue of Performance Rights, the subject of Resolution 12 of this Notice).

(f) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities, an explanation of why that type of security is being used, and the value the entity attributes to that security and its basis.

The terms and conditions of the Zero Exercise Price Options are set out in Schedule 6 to this Explanatory Statement.

The purpose of the issue of the Zero Exercise Price Options is to align the interests of Mr Garlick with those of Shareholders, to motivate and reward the performance of Mr Garlick in his role as a Director and to provide a cost effective way from the Company to remunerate him, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Garlick.

In addition to the reasons set out in Section 10.1 above, the Company has agreed to issue the Zero Exercise Price Options to Mr Garlick subject to Shareholder approval for the following reasons:

(i) the Zero Exercise Price Options are unquoted; therefore, the issue of the Zero Exercise Price Options has no immediate dilutionary impact on Shareholders; and

(ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Zero Exercise Price Options on the terms proposed.

The number of Zero Exercise Price Options to be issued to Mr Garlick has been determined based upon a consideration of:

(i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(ii) the remuneration of the Company's Related Parties; and

(iii) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Zero Exercise Price Options proposed to be issued to Mr Garlick pursuant to Resolution 13 have been valued by internal management, (other than Mr Garlick) who, it is considered, have sufficient qualifications, expertise and experience to conduct such a valuation. The valuation was determined using the Company's closing share price of $0.006 as at 3 March 2026, hence, the value of the Zero Exercise Price Options proposed to be issued to Mr Garlick is $48,000 (using a closing price of $0.004, being the price at the date prior to the date of this Notice, the deemed value would be $32,000).

(g) The date or dates on or by which the entity will issue the securities to the person under the scheme.

Subject to Shareholder approval, the Company proposes to issue the Zero Exercise Price Options shortly following the Meeting, or otherwise on one date no later than 3 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).

(h) The price at which the entity will issue the securities to the person under the scheme.

The issue price of the Zero Exercise Price Options will be nil. The Company will not receive any other consideration in respect of the issue of the Zero Exercise Price Options.

(i) A summary of the material terms of the scheme.

The Zero Exercise Price Options would be issued under the Company's ESIP, and a summary of the key ESIP Rules is set out in Schedule 2.

(j) A summary of the material terms of any loan that will be made to the person in relation to the acquisition.

No loan will be provided to Mr Garlick in relation to the issue of the Zero Exercise Price Options.

(k) Confirmation statement.

Details of any Securities issued under the ESIP 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 securities under the ESIP after this Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.

The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 13.

(l) A voting exclusion statement.

A voting exclusion statement applies to Resolution 13.

10.5 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the issue of 8,000,000 Zero Exercise Price Options to Mr Garlick (and/or or his nominee(s)) within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolution 13 is not passed, the Company will not be able to issue the 8,000,000 Zero Exercise Price Options to Mr Garlick (and/or or his nominee(s)), and the Board will be required to consider providing cash incentive payments to incentivise Mr Garlick in lieu of the Zero Exercise Price Options.

10.6 Directors' Recommendation – Resolution 13

The Directors (other than Mr Garlick who has a personal interest in the outcome of Resolution 13), unanimously recommend that Shareholders vote in favour of Resolution 13 as it would assist the Company in conserving its cash, which would otherwise be used to incentivise Mr Garlick.

11. RESOLUTIONS 14 AND 15 – APPROVAL TO GRANT ZERO EXERCISE PRICE OPTIONS TO NON-RELATED PARTIES

11.1 Background

Resolutions 14 and 15 seeks Shareholder approval for the issue of 8,000,000 Zero Exercise Price Options to CPS Capital Group Pty Ltd (**CPS Capital**) (the subject of Resolution 14) and 8,000,000 Zero Exercise Price Options to Bennelong Resource Capital Pty Ltd (**Bennelong Resource**) (the subject of Resolution 15) (and/or their respective nominee(s)) in lieu of a cash payment for their ongoing services as corporate advisors to the Company. The Zero Exercise Price Options will be issued for nil consideration.

The Board believes that the proposed issue of Zero Exercise Price Options to CPS Capital and Bennelong Resource is reasonable in recognition of their ongoing provision of corporate advisory services to the Company.

11.2 Listing Rule 7.1

Resolutions 14 and 15 are ordinary resolutions seeking approval by Shareholders for the proposed issue of 8,000,000 Zero Exercise Price Options to CPS Capital (Resolution 14) and 8,000,000 Zero Exercise Price Options to Bennelong Resource (Resolution 15) (and/or their respective nominee(s)).

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

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

11.3 Technical Information required by Listing Rule 14.1A

If Resolutions 14 and 15 are respectively passed, the issue of the Zero Exercise Price Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 14 and 15 are respectively not passed, the issue of the Zero Exercise Price Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

Further, the Company may have to consider other forms of remuneration to CPS Capital and Bennelong Resource, which may include the payment of advisory fees in cash.

11.4 Listing Rule 7.3 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolutions 14 and 15:

(a) The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected.

The Zero Exercise Price Options are proposed to be issued to CPS Capital Group Pty Ltd (the subject of Resolution 14) and Bennelong Resource Capital Pty Ltd (the subject of Resolution 14) (and/or their respective nominee(s)).

(b) The number and class of securities the entity will issue.

Subject to approval of Resolutions 14 and 15 respectively, a total of 16,000,000 Zero Exercise Price Options is proposed to be issued, with 8,000,000 each to CPS Capital and Bennelong Resource.

(c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities.

The terms and conditions of the Zero Exercise Price Options are set out in Schedule 6 to this Explanatory Statement.

(d) The date or dates on or by which the entity will issue the securities.

Subject to Shareholder approval, the Company proposes to issue the Zero Exercise Price Options shortly following the Meeting, or otherwise no later than 3 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).

(e) The price or other consideration the entity will receive for the securities.

The Zero Exercise Price Options will be issued for nil consideration in lieu of corporate advisory fees payable in cash.

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

The Zero Exercise Price Options are being offered in lieu of corporate advisory fees otherwise payable in cash to CPS Capital and Bennelong Resource for their ongoing services as Corporate Advisors to the Company. The Zero Exercise Price Options will be issued for nil consideration.

(g) If the securities are being issued under an agreement, a summary of any other material terms of the agreement.

The Zero Exercise Price Options are not issued pursuant an agreement.

(h) A voting exclusion statement.

A voting exclusion statement applies to Resolutions 14 and 15.

11.5 Board Recommendation – Resolutions 14 and 15

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 14 and 15 as the proposed issue will then not be part of the Company's issuing capacity under Listing Rule 7.1 which will give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and when required. It also enables the Company to settle the debt other than in cash thereby preserving funds for other operational matters.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS, DIRECTOR PLACEMENT OPTIONS AND LEAD MANAGER OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option is $0.01 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (AWST) on 13 October 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Quotation of Options

The Options will not be quoted on the ASX however the Company reserves the right to seek quotation on ASX.

8. Quotation of Shares

The Company will apply to ASX for quotation of the Shares issued on exercise of Options.

9. New issues

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Options are exercisable will not change.

10. Bonus issues

If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

11. Reorganisation

(a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

(c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

12. Exercise of Options

(a) To exercise Options, the Option Holder must give the Company or its Securities Registry, at the same time:

i. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;

ii. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and

iii. any certificate for the Options.

(b) The Option Holder may only exercise Options in multiples of 100,000 Options unless the Option Holder exercises all Options held by the Option Holder.

(c) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.

(d) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:

(i) the Option Holder must surrender their Option certificate (if any); and

(ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

13. Issue of Shares on exercise of Options

Within ten (10) business days after the later of the following:

(a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

(b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

(a) allot and issue the Shares pursuant to the exercise of the Options;

(b) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Options, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

14. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

15. Change in exercise price / Adjustment for rights issue

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

SCHEDULE 2 – SUMMARY OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan is set out below:

1. 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.

2. 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 and other convertible securities (**Securities**).

3. Maximum number of Convertible Securities

The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b).

4. 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.

5. 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 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 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.

6. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7. Rights attaching to Convertible Securities

A **Convertible Security** represents a right to acquire one or more Plan 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).

8. 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.

9. 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.

10. 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) where there is a failure to satisfy the vesting conditions in accordance with the Plan;

(c) on the date the Participant becomes insolvent; or on the Expiry Date.

11. 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.

12. Exercise of Convertible Securities and cashless exercise

To exercise a security, the Participant must deliver a signed notice of exercise 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.

An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. Buy-Back

Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.

21. 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.

22. 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 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.

23. 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 Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

24. 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.

SCHEDULE 3 – TERMS OF DIRECTOR APPOINTMENT PERFORMANCE RIGHTS

1. Instrument

Performance Rights may vest if performance conditions are satisfied.

2. Vesting Conditions and Measurement

The vesting of the Performance Rights is subject to the satisfaction of the following performance conditions.

Tranche	Vesting Conditions
AA	The Company announcing a combined 750k-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories.
BB	The Company announcing a combined 1-million-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories.
CC	The Company's shares as traded on the ASX achieving a 20-day VWAP of 50% premium to the close price on the date of appointment and employment at the time the vesting conditions are met.
DD	The Company's shares as traded on the ASX achieving 20-day VWAP of 100% premium to the close price on the date of appointment and employment at the time the vesting conditions are met.
EE	The introduction of a strategic institutional investor(s) contributing a minimum of $1,500,000 in new capital funding to the Company.

The Board will have the unfettered and absolute right to determine and confirm whether vesting conditions have been met in respect of each and all Tranches. In making its determination, the Board will recognise the relevant Tranche objective at the end of the applicable vesting period.

The vesting of the Performance Rights will be measured by the Board in accordance with the ESIP.

3. Expiry date

Each Performance Right may be exercised at any time before 5.00pm (AWST) on or before 3 March 2031 (**Expiry Date**), subject to having reached the Vesting Condition prior to 3 March 2029.

4. Conversion of Performance Rights

(a) To convert a Performance Right, the Holder must give the Company or its Securities Registry the nominated account and other relevant details to enable the Company to issue the Shares.

(b) The final issue is subject to Board approval at the time who may at its sole discretion delay or postpone the issue of any conversion shares, with such approval not to be unreasonably withheld.

5. Performance Rights that do not vest

Any Performance Rights that do not vest because of failure to achieve targeted vesting conditions will lapse. No re-testing of vesting conditions is permitted.

6. Rights of grant and transfer of the Performance Rights

The Performance Rights may only be transferred, assigned or otherwise disposed or encumbered with the consent of the Board or by force of law upon death to a legal personal representative or upon bankruptcy to a trustee in bankruptcy. Shares acquired on the exercise of vested Performance Rights may be traded immediately after quotation of the Shares. The holder will be eligible to be issued with one fully paid ordinary Share for each Performance Right that vests.

No payment is required for the issue of a Performance Right. No payment is required for the issue of Shares on exercise of vested Performance Rights. The conditions of the Performance Rights do not restrict the holder from transferring any of the Shares issued on the exercise of vested Performance Rights. The holder will only be entitled to receive dividends, distributions, rights or bonus shares associated with the underlying shares from the time that vested Performance Rights have been exercised and Shares issued.

7. Lapse of Performance Rights on cessation of employment

If the holder ceases to be an employee of the Company prior to the vesting of the Performance Rights, all unvested Performance Rights at the date of cessation of employment will lapse. However, subject to a specific agreement with the

Board, if the holder ceases employment because of death, disability, bona fide redundancy or any other reason with the approval of the Board and at that time the holder continues to satisfy any other relevant conditions imposed by the Board at the time of grant, the Board may determine the extent to which Performance Rights granted to the holder may vest. If no determination is made by the Board, all Performance Rights held will lapse.

8. Takeover bids

In the event of a takeover bid for the Company, any Performance Rights granted (or that the Company is contractually obligated to grant) to the holder will vest if the Board determines in its absolute discretion that pro rata performance is in line with the performance conditions applicable to those Performance Rights over the period from the date of issue to the date of the takeover bid. Any Performance Right which the Board determines does not vest will automatically lapse.

9. Reconstruction or winding up

Where:

(a) a court orders a meeting to be held in relation to a proposed compromise or arrangement in connection with a scheme for reconstruction of the Company;

(b) any person becomes bound or entitled to acquire shares in the company under section 414 or Chapter 6A of the Corporations Act;

(c) the Company passes a resolution for voluntary winding up; or

(d) an order is made for the compulsory winding up of the Company, then the Board may determine that all or a specified number of the Performance Rights vest where the Board is satisfied that the applicable performance conditions have been satisfied on a pro-rata basis over the period from the date of the issue to the date of the relevant action (e.g. the date of the court ordered meeting, passing of resolution for voluntary winding up etc).

The number of Performance Rights may be adjusted if Shares are issued pro-rata to Shareholders generally by way of bonus issue involving capitalisation of reserves or distributable profits or on any reorganisation.

SCHEDULE 4 – TERMS OF DIRECTOR PERFORMANCE RIGHTS

1. Instrument

Performance Rights may vest if performance conditions are satisfied.

2. Vesting Conditions and Measurement

The vesting of the Performance Rights is subject to the satisfaction of the following performance conditions.

Tranche	Vesting Conditions
A	Continuous 12-month employment.
B	Continuous 24-month employment and the Company announcing a combined 1-million-ounce JORC – compliant gold resource at 1.0g/t Au or higher in all resource categories and employment at the time the vesting conditions are met.
C	Continuous 24-month employment and the price of the Company's shares as traded on the ASX achieving a 20-day VWAP of 100% premium to the close price on 3 March 2026 and employment at the time the vesting conditions are met.
D	Continuous 24-month employment and the price of the Company's shares as traded on the ASX achieving a 20-day VWAP of 200% premium to the close price on 3 March 2026 and employment at the time the vesting conditions are met.

The Board will have the unfettered and absolute right to determine and confirm whether vesting conditions have been met in respect of each and all Tranches. In making its determination, the Board will recognise the relevant Tranche objective at the end of the applicable vesting period.

The vesting of the Performance Rights will be measured by the Board in accordance with the ESIP.

3. Expiry date

Each Performance Right may be exercised at any time before 5.00pm (AWST) on or before 3 March 2031 (**Expiry Date**), subject to having reached the Vesting Condition prior to 3 March 2029.

4. Conversion of Performance Rights

(c) To convert a Performance Right, the Holder must give the Company or its Securities Registry the nominated account and other relevant details to enable the Company to issue the Shares.

(d) The final issue is subject to Board approval at the time who may at its sole discretion delay or postpone the issue of any conversion shares, with such approval not to be unreasonably withheld.

5. Performance Rights that do not vest

Any Performance Rights that do not vest because of failure to achieve targeted vesting conditions will lapse. No re-testing of vesting conditions is permitted.

6. Rights of grant and transfer of the Performance Rights

The Performance Rights may only be transferred, assigned or otherwise disposed or encumbered with the consent of the Board or by force of law upon death to a legal personal representative or upon bankruptcy to a trustee in bankruptcy. Shares acquired on the exercise of vested Performance Rights may be traded immediately after quotation of the Shares. The holder will be eligible to be issued with one fully paid ordinary Share for each Performance Right that vests.

No payment is required for the issue of a Performance Right. No payment is required for the issue of Shares on exercise of vested Performance Rights. The conditions of the Performance Rights do not restrict the holder from transferring any of the Shares issued on the exercise of vested Performance Rights. The holder will only be entitled to receive dividends, distributions, rights or bonus shares associated with the underlying shares from the time that vested Performance Rights have been exercised and Shares issued.

7. Lapse of Performance Rights on cessation of employment

If the holder ceases to be an employee of the Company prior to the vesting of the Performance Rights, all unvested Performance Rights at the date of cessation of employment will lapse. However, subject to a specific agreement with the Board, if the holder ceases employment because of death, disability, bona fide redundancy or any other reason with the approval of the Board and at that time the holder continues to satisfy any other relevant conditions imposed by the Board at the time of grant, the Board may determine the extent to which Performance Rights granted to the holder may vest. If no determination is made by the Board, all Performance Rights held will lapse.

8. Takeover bids

In the event of a takeover bid for the Company, any Performance Rights granted (or that the Company is contractually obligated to grant) to the holder will vest if the Board determines in its absolute discretion that pro rata performance is in line with the performance conditions applicable to those Performance Rights over the period from the date of issue to the date of the takeover bid. Any Performance Right which the Board determines does not vest will automatically lapse.

9. Reconstruction or winding up

Where:

(a) a court orders a meeting to be held in relation to a proposed compromise or arrangement in connection with a scheme for reconstruction of the Company;

(b) any person becomes bound or entitled to acquire shares in the company under section 414 or Chapter 6A of the Corporations Act;

(c) the Company passes a resolution for voluntary winding up; or

(d) an order is made for the compulsory winding up of the Company, then the Board may determine that all or a specified number of the Performance Rights vest where the Board is satisfied that the applicable performance conditions have been satisfied on a pro-rata basis over the period from the date of the issue to the date of the relevant action (e.g. the date of the court ordered meeting, passing of resolution for voluntary winding up etc).

The number of Performance Rights may be adjusted if Shares are issued pro-rata to Shareholders generally by way of bonus issue involving capitalisation of reserves or distributable profits or on any reorganisation.

SCHEDULE 5 – TERMS OF DIRECTOR APPOINTMENT UNLISTED OPTIONS

The terms of the Director Appointment Unlisted Options are set out below:

1. Entitlement

Each Option entitles the holder (**Option Holder**) to subscribe for one Share.

2. Vesting Conditions

50% of the options vesting 12 months from the date of issue and 50% vesting 24 months from the date of issue and subject to Dr Greentree being employed by the Company at the time.

3. Payment on grant

The Options will be issued for nil consideration.

4. Exercise price

The exercise price of each Option is A$0.007 (**Exercise Price**).

5. Expiry date

Each Option may be exercised at any time before 5.00pm (AWST) on or before 3 March 2029 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

6. Quotation of Options

The Options will not be quoted on the ASX however the Company reserves the right to seek quotation on ASX.

7. Quotation of Shares

The Company will apply to ASX for quotation of the Shares issued on exercise of Options.

8. New issues

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Options are exercisable will not change.

9. Bonus issues

If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

10. Reorganisation

(d) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(e) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

(f) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

11. Exercise of Options

(e) To exercise Options, the Option Holder must give the Company or its Securities Registry, at the same time:

i. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;

ii. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and

iii. any certificate for the Options.

(f) The Option Holder may only exercise Options in multiples of 100,000 Options unless the Option Holder exercises all Options held by the Option Holder.

(g) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.

(h) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:

(iii) the Option Holder must surrender their Option certificate (if any); and

(iv) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

12. Issue of Shares on exercise of Options

Within ten (10) business days after the later of the following:

(c) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

(d) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

(c) allot and issue the Shares pursuant to the exercise of the Options;

(d) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Options, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

13. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

14. Change in exercise price / Adjustment for rights issue

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

SCHEDULE 6 – TERMS OF ZERO EXERCISE PRICE OPTIONS

The terms of the Zero Exercise Price Options are set out below:

1. Entitlement

Each Option entitles the holder (**Option Holder**) to subscribe for one Share. The Options will vest of date of grant.

2. Payment on grant

The Options will be issued for nil consideration.

3. Exercise price

The exercise price of each Option is A$0.00 (**Exercise Price**).

4. Expiry date

Each Option may be exercised at any time before 5.00pm (AWST) on or before 3 March 2029 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

5. Holding statement

The Company must give the Option Holder a holding statement stating:

(a) the number of Options issued to the Option Holder;

(b) the Exercise Price of the Options; and

(c) the date of issue of the Options.

6. Transfer

(a) Options are transferable, subject to applicable law.

(b) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:

(i) a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or

(ii) a prescribed instrument of transfer.

(c) An instrument of transfer of an Option must be:

(i) in writing;

(ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;

(iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and

(iv) delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.

7. Quotation of Options

The Options will not be quoted on the ASX.

8. Quotation of Shares

The Company will apply to ASX for quotation of the Shares issued on exercise of Options.

9. New issues

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Options are exercisable will not change.

10. Bonus issues

If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

11. Reorganisation

(a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

(c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

12. Exercise of Options

(a) To exercise Options, the Option Holder must give the Company or its Securities Registry, at the same time:

   (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;

   (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and

   (iii) any certificate for the Options.

(b) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.

(c) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.

(d) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:

   (i) the Option Holder must surrender their Option certificate (if any); and

   (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

13. Issue of Shares on exercise of Options

Within ten (10) business days after the later of the following:

(a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

(b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

(a) allot and issue the Shares pursuant to the exercise of the Options;

(b) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Options, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

GLOSSARY OF DEFINED TERMS

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa, and unless the context otherwise requires:

$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context requires, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

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.

Chairperson or **Chair** means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Artemis Resources Limited (ACN 107 051 749).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Director Appointment Performance Rights has the meaning given in Section 7.1.

Director Appointment Securities has the meaning given in Section 7.1.

Director Appointment Unlisted Options has the meaning given in Section 7.1.

Director Performance Rights has the meaning given in Section 9.1.

Director Placement Options has the meaning given in Section 1.1.

Director Placement Securities has the meaning given in Section 1.1.

Director Placement Shares has the meaning given in Section 1.1.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice of General Meeting.

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

Lead Manager has the meaning given in Section 1.2.

Lead Manager Mandate has the meaning given in Section 1.2.

Lead Manager Options has the meaning given in Section 1.2.

Listing Rules means the official listing rules of ASX.

Meeting or **General Meeting** means the general meeting convened by this Notice.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of General Meeting including the explanatory statement.

Placement has the meaning given in Section 1.1.

Proxy Form means the proxy form attached to the Notice.

Related Party is defined in section 228 of the Corporations Act.

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

Rule means a rule or clause of the Constitution.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

Tranche 1 Placement Participants has the meaning given in Section 1.1.

Tranche 2 Placement Participants has the meaning given in Section 1.1.

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

Zero Exercise Price Options has the meaning given in Section 10.1.

ARTEMIS
RESOURCES

Proxy Voting Form

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

Artemis Resources Limited | ABN 80 107 051 749

Your proxy voting instruction must be received by **12:00pm (AWST) on Sunday, 09 August 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at
https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Artemis Resources Limited, to be held at **12:00pm (AWST) on Tuesday, 11 August 2026 at Level 4, 88 William St, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	Ratification of prior issue of Shares under the Placement – Listing Rule 7.1			
2	Ratification of prior issue of Shares under the Placement – Listing Rule 7.1A			
3	Approval to issue Shares under the Placement			
4	Approval to Issue Director Placement Shares and Director Placement Options to Mr Simon Lill			
5	Approval to Issue Director Placement Shares and Director Placement Options to Mr Bruce Garlick			
6	Approval to Issue Placement Options			
7	Approval to Issue Lead Manager Options to CPS Capital Group Pty Ltd			
8	Ratification of prior issue of Unlisted Options to CPS Capital Group Pty Ltd			

	Resolutions	For	Against	Abstain
9	Ratification of prior issue of securities to Dr Matthew Greentree			
10	Refresh of Securities under the Employee Securities Incentive Plan			
11	Approval to Grant Performance Rights to Ms Elizabeth Henson			
12	Approval to Grant Performance Rights to Mr Bruce Garlick			
13	Approval to Grant Zero Exercise Price Options to Mr Bruce Garlick			
14	Approval to Grant Zero Exercise Price Options to CPS Capital Group Pty Ltd			
15	Approval to Grant Zero Exercise Price Options to Bennelong Resource Capital Pty Ltd			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).