

16 July 2026

Dear Shareholders

Marquee Resources Limited Shareholders General Meeting

You are invited to attend the general meeting of shareholders of Marquee Resources Limited (**Company**) (ASX: MQR) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Friday 14 August 2026 at 10.00 am (AWST) (**Meeting**).

In accordance with recent modifications to the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at <https://www.marqueeresources.com.au/asx-announcements> ;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/MQR; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#/loginsah> and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab. As a valued shareholder in the Company, we look forward to your participation in the meeting.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must vote online or attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company or submit your vote online.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at anna@marqueeresources.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely



Anna Mackintosh
Company Secretary
Marquee Resources Limited

MARQUEE RESOURCES LIMITED

(ACN 616 200 312)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Friday 14 August 2026

10.00am AWST

To be held at 22 Townshend Road Subiaco WA 6008

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 9388 0051.

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Marquee Resources Limited (ACN 616 200 312) (**Company**) will be held at 22 Townshend Road Subiaco WA 6008, on Friday, 14 August 2026 commencing at 10.00am AWST (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 10.00am AWST on 12 August 2026

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A Capacity

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of:

- (a) *122,657,580 Tranche 1 Placement Shares issued to Placement Participants under the Company’s Listing Rule 7.1 capacity; and*
- (b) *81,771,720 Tranche 1 Placement Shares issued to Placement Participants under the Company’s Listing Rule 7.1A capacity,*

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1(a) and 1(b) by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1(a) and 1(b) by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 1(a) and 1(b), in accordance with a direction given to the Chair to vote on Resolution 1(a) and 1(b) as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1(a) and 1(b); and
 - (ii) the holder votes on Resolution 1(a) and 1(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Issue of Tranche 2 Placement Shares

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 232,170,700 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) 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 (namely, the Placement Participants (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

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

3. Resolution 3 – Issue of 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 218,300,000 Placement Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) 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 (namely, the Placement Participants (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

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

4. Resolution 4 – Issue of Consideration Shares to 0874444 BC 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 181,686,046 Consideration Shares to 0874444 BC Ltd (and/or its nominees) the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) 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 (namely, 0874444 BC Ltd (and/or their respective nominees))); or
- (b) an Associate of that person or those persons.

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

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

5. Resolution 5 – Issue of Facilitation Shares to Mr Rajan Rai

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 20,000,000 Facilitation Shares to Mr Rajan Rai (and/or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person (or persons) 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 (namely, Mr Rajan Rai (and/or their respective nominees))); or
- (b) an Associate of that person or those persons.

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

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

Dated 16 July 2026

BY ORDER OF THE BOARD

A handwritten signature in black ink, reading "Anna Mackintosh". The signature is written in a cursive, flowing style.

Anna Mackintosh
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at 22 Townshend Road Subiaco WA 6008 on Friday 14 August 2026 commencing at 10.00am AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (a) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (b) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on unless you direct them how to do so.

2.3 Submit your Proxy Vote

Online

Vote online at <https://portal.automic.com.au/investor/home> and simply follow the instructions on the enclosed proxy form.

By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

BY MAIL	Automic GPO Box 5193 Sydney NSW 2001
BY FAX	+61 2 8583 3040
BY EMAIL	meetings@automicgroup.com.au
IN PERSON	Automic Level 5, 126 Phillip Street Sydney NSW 2000

3. Resolutions 1(a) and 1(b) – Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A Capacity

3.1 General

On 23 June 2026, the Company announced that it had received firm commitments for a placement (**Placement**) to raise \$2,183,000 (before costs) through the issue of up to a total of 436,600,000 Shares at an issue price of \$0.005 per Share (**Placement Share**), together with one (1) free attaching Option for every two (2) Placement Shares subscribed for and issued, exercisable at \$0.02 on or before 29 April 2028 (**Placement Options**), to institutional and sophisticated investors (**Placement Participants**).

The Company issued 204,429,300 Placement Shares issued to Placement Participants on 25 June 2026 as follows:

- (a) 122,657,580 Tranche 1 Placement Shares under the Company's existing Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
- (b) 81,771,720 Tranche 1 Placement Shares under the Company's existing Listing Rule 7.1A capacity (the subject of Resolution 1(b)),

(together, **Tranche 1 Placement Shares**).

The remaining 232,170,700 Placement Shares and 218,300,000 Placement Options will be issued subject to Shareholder approval as follows:

- (b) 232,170,700 Placement Shares to Placement Participants (**Tranche 2 Placement Shares**) (the subject of Resolution 2);
- (c) 218,300,000 Placement Options to Placement Participants (the subject of Resolution 3); and

Funds raised under the Placement will be used for acquisition costs and initial payments associated with securing Tungsten Mountain Property, Nevada, USA. The phase 1 exploration programme at Tungsten Mountains, which includes detailed geological mapping, systemic channel and rock chip sampling, UV lamp survey of all historic workings, and geochemical/geophysical surveys. Further, funds will be used for the diamond drilling programme to test depth extensions below Level No.4, along-strike extensions of the known mineralised vein structures, and the geophysically-define apophyses to the west and north of the historic mine area. The engagement of experience US-based geological consultants to advance a JORC-compliance resource definition programme. Evaluation of US government programmes available under the Defence Production Act and DoD critical mineral funding streams and general working capital requirements.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 or Listing Rule 7.1A.

Resolutions 1(a) and 1(b) seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 204,429,300 Tranche 1 Placement Shares.

3.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The issue of the Tranche 1 Placement Shares does not fit within the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so 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. To this end, Resolutions 1(a) and 1(b) seek Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under and for the purpose of Listing Rule 7.4.

3.3 Technical information required by Listing Rule 14.1A

If Resolutions 1(a) and 1(b) are passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 1(a) and 1(b) are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing

the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

3.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

- (a) the Tranche 1 Placement Shares were issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors. The Placement Participants were identified through a book build process, which involved the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of Guidance Note 21, the Company confirms that none of the Placement Participants are:
 - (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (b) were issued more than 1% of the issued capital of the Company;
- (c) a total of 204,429,300 Tranche 1 Placement Shares were issued as follows:
 - (a) 122,657,580 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1(a)); and
 - (b) 81,771,720 Tranche 1 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 1(b));
- (d) the Tranche 1 Placement Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and condition as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 25 June 2026;
- (f) the issue price of the Tranche 1 Placement Shares was \$0.005 each;
- (g) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately \$1,022,146.50 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be used in the manner set out in Section 3.1 above;
- (h) the Tranche 1 Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolutions 1(a) and 1(b).

3.5 Board Recommendation

The Directors of the Company believe Resolution 1(a) and 1(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 1(a) and 1(b). The Chair intends to vote all undirected proxies in favour of Resolution 1(a) and 1(b).

4. Resolution 2 – Issue of Tranche 2 Placement Shares

4.1 General

As set out in Section 3.1 above, the Tranche 2 Placement Shares will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 232,170,700 Tranche 2 Placement Shares to the Placement Participants.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Tranche 2 Placement Shares falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Tranche 2 Placement Shares is subject to the Company obtaining Shareholder approval. Exception 17 under ASX Listing Rule 7.2 provides that if the issue of any securities requires shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1.

Accordingly, Resolution 2 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares 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 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

4.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Resolution 2:

- (a) the Tranche 2 Placement Shares will be issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors. The Placement Participants were identified through a book build process, which involved the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of Guidance Note 21, the Company confirms that none of the Placement Participants are:
 - (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (b) were issued more than 1% of the issued capital of the Company
- (c) up to 232,170,700 Tranche 2 Placement Shares will be issued;

- (d) the Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Tranche 2 Placement Shares will have an issue price of \$0.005;
- (g) the purpose of the Tranche 2 Placement Shares is to raise approximately \$1,160,853.50 (before costs). Funds raised from the Tranche 2 Placement will be used in the manner set out in Section 3.1 above;
- (h) the Tranche 2 Placement Shares are not being issued under a formal written agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 2.

4.5 Board Recommendation

The Directors of the Company believe Resolution 2 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 2.

5. Resolution 3 – Approval to issue Placement Options

5.1 General

As set out in Section 3.1, the Placement Options will be issued subject to Shareholder approval (the subject of this Resolution).

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 218,300,000 Placement Options to the Placement Participants.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

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 3 seeks Shareholder approval for the issue of the Placement Options under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 3 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 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

5.4 Technical information required by Listing Rule 7.3

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

- (a) the Placement Options will be issued to the Placement Participants (and/or their respective nominees), being sophisticated and professional investors. The Placement Participants were identified through a book build process, which involved the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of Guidance Note 21, the Company confirms that none of the Placement Participants are:
 - (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (b) were issued more than 1% of the issued capital of the Company
- (c) up to 218,300,000 Placement Options will be issued;
- (d) the terms and conditions of the Placement Options are set out in Schedule 2;
- (e) the Placement Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Placement Options will be issued for nil cash consideration;
- (g) 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 3.1;
- (h) the Placement Options are not being issued under a formal written agreement;
- (i) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is set out in the Notice in respect of Resolution 3.

5.5 Board Recommendation

The Directors of the Company 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.

6. Resolution 4 – Issue of Consideration Shares to 0874444 BC Ltd)

6.1 General

On 23 June 2026 the Company announced it had entered into a binding agreement (**Acquisition Agreement**) with 0874444 BC Ltd (**BC Ltd**), pursuant to which BC Ltd will assign to the Company its rights and obligations under an agreement entered into between BC Ltd and Gold Range Company LLC (**Gold Range**) in respect of the acquisition Tungsten Mountain Property (**Gold Range Agreement**) (**Proposed Transaction**).

Under the Acquisition Agreement, the consideration payable to BC Ltd comprises:

- (i) US\$125,000 in cash payable on completion;
- (ii) subject to shareholder (the subject of Resolution 5) and regulatory approval, the issue of fully paid ordinary shares in the Company equal in value to US\$1,000,000, at a deemed issue price of A\$0.008 per share and based on an AUD/USD exchange rate of 0.688, being 181,686,046 MQR shares (**Consideration Shares**), upon completion; and
- (iii) subject to shareholder and regulatory approval, and the Company announcing a maiden JORC 2012 compliant Mineral Resource Estimate for the Tungsten Mountain Property (**Definitive Resource Milestone**) within 36 months from completion, the issue of fully paid ordinary shares in the Company equal in value to US\$500,000, at a deemed issue price of A\$0.008 per share and based on an AUD/USD exchange rate of 0.688, being 90,843,023 MQR shares (**Milestone Shares**).

The Company will also grant BC Ltd a 1% net smelter return royalty on all mineral production from the Tungsten Mountain Property

Pursuant to the Acquisition Agreement, the Company will assume BC Ltd's obligations under the Gold Range Agreement, including:

- (i) US\$100,000 in cash payable to Gold Range upfront;
- (ii) US\$250,000 in cash payable to Gold Range on the first anniversary of execution of the Gold Range Agreement;
- (iii) US\$300,000 in cash payable to Gold Range on the earlier of the Company achieving the Definitive Resource Milestone and the third anniversary of execution of the Gold Range Agreement; and
- (iv) the grant to Gold Range of a 1% net smelter return royalty.

Accordingly, if the Proposed Transaction completes, the Tungsten Mountain Property will be subject to an aggregate 2% net smelter return royalty, comprising a 1% royalty in favour of BC Ltd and a 1% royalty in favour of Gold Range.

Completion of the Proposed Transaction remains subject to customary conditions precedent for a transaction of this nature, including the receipt of all necessary shareholder, regulatory and third-party approvals.

Accordingly, Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 181,686,046 Consideration Shares.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Consideration Shares falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Consideration Shares 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.

Resolution 4 seeks Shareholder approval for the issue of the Consideration Shares under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares 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 4 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares, and the Company may have to consider alternative means of consideration to the BC Ltd in lieu of such issue.

6.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Consideration Shares will be issued to BC Ltd (and/or its nominees);
- (b) a total of 181,686,046 Consideration Shares will be issued;
- (c) the Consideration Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Consideration Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules;
- (e) the Consideration Shares will be issued at a deemed issue price of \$0.008 each;
- (f) the Consideration Shares will be issued for the purpose of satisfying the Company's obligations under the Acquisition Agreement;
- (g) the Consideration Shares will be issued under the Acquisition Agreement, a summary of the Acquisition Agreement is set out in Section 6.1;
- (h) the Consideration Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolution 4.

6.5 Board Recommendation

The Directors of the Company believe Resolution 4 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 4.

7. Resolution 5 – Issue of Facilitation Shares to Mr Rajan Rai

7.1 General

In connection with the Proposed Transaction, the Company has agreed to issue 20,000,000 Shares to Mr Rajan Rai (and/or his nominees) (subject to Shareholder approval and completion of the Proposed Transaction) for introducing and facilitating the Proposed Transaction (**Facilitation Shares**).

Accordingly, Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the 20,000,000 Facilitation Shares.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out above in Section 3.2.

The issue of the Facilitation Shares falls within exception 17 of ASX Listing Rule 7.2, as the issue of the Facilitation Shares 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.

Resolution 5 seeks Shareholder approval for the issue of the Facilitation Shares under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Facilitation Shares. In addition, the issue of the Facilitation Shares 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 5 is not passed, the Company will not be able to proceed with the issue of the Facilitation Shares, and the Company may have to consider alternative means of consideration to Mr Rajan Rai in lieu of such issue.

7.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Facilitation Shares will be issued to Mr Rajan Rai (and/or his nominees);
- (b) a total of 20,000,000 Facilitation Shares will be issued;
- (c) the Facilitation Shares will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Facilitation Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules;
- (e) the Facilitation Shares will be issued at a deemed issue price of \$0.005 each;
- (f) the Facilitation Shares will be as consideration for Mr Rajan Rai introducing and facilitating the Proposed Transaction;

- (g) the Facilitation Shares are not being issued under a formal agreement;
- (h) the Facilitation Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is set out in the Notice in respect of Resolution 5.

7.5 Board Recommendation

The Directors of the Company believe Resolution 5 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 5.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition Agreement has the meaning given in Section 6.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Western Standard Time, being the time in Perth, Western Australia.

BC Ltd has the meaning given in Section 6.1.

Board means the board of Directors.

Business Day means:

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

Company means Marquee Resources Limited (ACN 616 200 312).

Consideration Shares has the meaning given in Section 6.1.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Definitive Resource Milestone has the meaning given Section 6.1.

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitation Shares has the meaning given in Section 7.1.

Gold Range Agreement has the meaning given in Section 6.1.

Gold Range has the meaning given in Section 6.1.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Milestone Shares has the meaning given in Section 6.1.

Notice means this notice of meeting.

Placement has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Participants has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proposed Transaction has the meaning given in Section 6.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares has the meaning given in Section 3.1.

Tranche 2 Placement Shares has the meaning given in Section 3.1.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Terms and Conditions of the Placement Options.

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire on 29 April 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

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

(l) **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.



Marquee Resources Limited | ABN 94 616 200 312

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 12 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:

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