24 July 2026

Dear Shareholder,

Re: Notice of Meeting on Monday, 24 August 2026 at 1.00pm (AEST)

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Strategic Energy Resources Limited (Company) will be held virtually, at 1.00pm (AEST) on Monday, 24 August 2026 **(EGM, Extraordinary General Meeting or Meeting).**

The Company will not be dispatching physical copies of the meeting documents and notices, including the Notice of Meeting for the EGM, unless you request a physical copy to be posted to you.

The Notice of Meeting, accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website https://www.strategicenergy.com.au/ or at or at the Company's share registry's website https://au.investorcentre.mpms.mufg.com/.

- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "SER".

- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at https://au.investorcentre.mpms.mufg.com/ if you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry MUFG Corporate Markets (AU) Limited, on https://au.investorcentre.mpms.mufg.com/ or by phone on 1300 554 474 between 8:30am and 7:30pm (AEST) Monday to Friday, to obtain a copy.

The Company strongly recommends that Shareholders lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Yours sincerely,

Mathew Watkins
Company Secretary
Strategic Energy Resources Limited

STRATEGIC ENERGY RESOURCES LIMITED
ACN 051 212 429

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 24 August 2026

Time of Meeting:
1.00PM (AEST)

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website https://strategicenergy.com.au/.

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

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered Office: Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Strategic Energy Resources Limited (the "Company" or "SER") will be held virtually at 1.00pm (AEST) on Monday, 24 August 2026 (Extraordinary General Meeting or EGM or Meeting).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the EGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

When: Monday, 24 August 2026 at 1.00pm (AEST)
Topic: Strategic Energy Resources Limited - Extraordinary General Meeting

Register in advance for the virtual meeting:
https://vistra.zoom.us/webinar/register/WN_ZyLvumryQ1ajTjlZEn6nJA

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to mathew.watkins@vistra.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the EGM online should monitor the Company's website and its ASX announcements for any updates about the EGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: SER) and on its website at https://strategicenergy.com.au/.

STRATEGIC ENERGY RESOURCES LIMITED

ACN 051 212 429

Registered Office: Suite 2, Level 11, 385 Bourke Street, Melbourne VIC 3000

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Strategic Energy Resources Limited (the "Company" or "SER") will be held online at 1.00pm (AEST) on Monday, 24 August 2026 (General Meeting or EGM or Meeting).

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification of the prior issue of 9,583,333 Shares as part of Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 9,583,333 fully paid ordinary shares (Shares) in the Company on 3 July 2026 at an issue price of $0.12 (12 cents) per Share to sophisticated and institutional investors as described in the Explanatory Statement."

Resolution 2: Approval to issue 416,667 Shares to Mr Stuart Rechner (or his Nominee/s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 416,667 fully paid ordinary shares at an issue price of $0.12 (12 cents) per Share to Mr Stuart Rechner (Non-Executive Chairman of the Company), or his nominee(s), as part of the Placement announcement on 29 June 2026 on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Resolution 3: Approval to issue 416,667 Shares to Mr Daniel Loughnan (or his Nominee/s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 416,667 fully paid ordinary shares at an issue price of $0.12 (12 cents) per Share to Mr Daniel Loughnan (Non-Executive Director of the Company), or his nominee(s), as part of the Placement announcement on 29 June 2026 on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Resolution 4: Ratification of the prior issue of 2,083,334 Shares under the Share Purchase Plan

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issued of 2,083,334 fully paid ordinary shares (Shares) in the Company expected to be completed on or around 28 July 2026 at an issue price of $0.12 (12 cents) per Share under the Share Purchase Plan as described in the Explanatory Statement."

Resolution 5: Ratification of the issue of 688,412 Shares to Anglo American

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 688,412 fully paid ordinary shares (Shares) in the Company on 16 July 2026 to Anglo American, or its nominee/s, as described in the Explanatory Statement."

By order of the Board

Mathew Watkins
Company Secretary
24 July 2026

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

3. **Proxies**

   a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
   b. Each shareholder has a right to appoint one or two proxies.
   c. A proxy need not be a shareholder of the Company.
   d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
   e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
   f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
   g. A proxy form must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
   h. To be effective, proxy forms must be received by the Company's share registry (MUFG Corporate Markets (AU) Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 1.00pm (AEST) on Saturday, 22 August 2026. Any proxy received after that time will not be valid for the scheduled meeting.

4. **Corporate Representative**

   Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. **How the Chair will vote Undirected Proxies**

   Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

6. **Voting Exclusion Statement:**

   Resolution 1

   The Company will disregard any votes cast in favour of this resolution by or on behalf of any persons who participated or are expected to participate or who will obtain a material benefit as a result of the issue of securities or any associates of that person or those persons.

   However, this does not apply to a vote cast in favour of this 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; or

   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.

   Resolution 2 to 3

   The Company will disregard any votes cast in favour of each of Resolutions 2 to 3 (respectively and separately) by or on behalf of:

   - Mr Stuart Rechner and Mr Daniel Loughnan (in respect of each of their standalone resolutions only) or any person(s) 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 entity), or

   - an associate of person referred to in the preceding paragraph.

   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; or

   (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.

   Furthermore, a vote must not be cast as proxy on any Resolutions 2 to 3 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a “Restricted Voter”) may cast a vote on any Resolutions 2 through to 3, as a proxy if:

a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or

b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Resolution 4

The company will disregard any votes case in favour of Resolution 4 by any underwriter or any sub-underwriter of the Share Purchase Plan, any investor who may receive securities under the Share Purchase Plan shortfall, and any person who might obtain a material benefit as a result of, the proposed issues (Except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

However, this does now apply to a vote cast in favour of a resolution by:

d) 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; or

e) 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

f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (iii) 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

  (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

The Company will disregard any votes cast in favour of each of Resolution 5 by or on behalf of:

- Anglo American or any person(s) 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 entity), or
- an associate of person referred to in the preceding paragraph.

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; or

(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.

Furthermore, a vote must not be cast as proxy on any Resolution 5 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a “Restricted Voter”) may cast a vote on any Resolution 5, as a proxy if:

a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or

b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Mathew Watkins on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice of Extraordinary General Meeting ("**Notice**") for the Extraordinary General Meeting ("**Meeting**") will be held online, at **1.00pm (AEST) on Monday, 24 August 2026**.

The Notice incorporates, and should be read together, with this Statement.

Background to Resolutions 1-4

On 29 June 2026, the Company announced that it had raised $1.25 million via a placement to new and existing sophisticated and institutional investors and would undertake a Share Purchase Plan ("**SPP**") to raise a further $0.25 million. The Placement resulted in the issue of 9,583,333 fully paid ordinary shares at $0.12 (12 cents) per share on Friday, 3 July 2026. The issue price represented a discount of 19.1% to the Company's 15-day VWAP as at 24 June 2026 of $0.1483. The 9,583,333 Shares were issued within the Company's existing placement capacity including 3,925,522 Shares under Listing Rule 7.1 and 5,657,812 Shares under Listing Rule 7.1A. The Directors of the Company provided firm commitments to participate in the Placement, subject to shareholder approval, which approval is being sought under Resolutions 2 and 3. Leeuwin Wealth Pty Ltd ("**Leeuwin Wealth**") was sole lead manager and bookrunner to the Placement. The fees of the lead manager were a 2% Management Fee and 4% Selling Fees of the proceeds raised.

On 2 July 2026, the Company announced that Leeuwin Wealth had agreed to fully underwrite the SPP to the aggregate value of $250,000 ("**Agreement**"), corresponding to 2,083,334 Shares. Any SPP shares are to be issued out of the Company's available placement capacity pursuant to ASX Listing Rule 7.1. In accordance with the agreement, the Company agreed to pay Leeuwin Wealth an underwriting fee of 4% of the amount of the SPP underwritten through the agreement and a management fee of 2% of the offer proceeds.

The associated resolutions are summarised below:

- Resolution 1 to ratify of the prior issue of 9,583,333 Shares as part of Placement
- Resolution 2 to approve the issue of 416,667 Shares to Mr Stuart Rechner (or his Nominee/s)
- Resolution 3 to approve the issue of 416,667 Shares to Mr Daniel Loughnan (or his Nominee/s)
- Resolution 4 to ratify the prior issue of 2,083,334 Shares under the Share Purchase Plan

Resolution 1: Ratification of the prior issue of 9,583,333 Shares as part of Placement

Background

As noted above, the Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 9,583,333 fully paid ordinary shares in the Company (Shares) on 3 July 2026 at an issue price of $0.12 (12 cents) per Share on the terms as announced on 29 June 2026.

The Shares were issued without shareholder approval out of the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1 and 10% placement capacity pursuant to ASX Listing Rule 7.1A.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rules 7.1.

ASX Listing Rule 7.1A provides that a Company may seek shareholder approval at its annual general meeting to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity).

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

a) it must have a market capitalisation of $300 million or less.

b) it must not be included in the S&P/ASX 300 Index.

At the time the approval was obtained (the Company's last Annual General Meeting 18 November 2025), the Company was an Eligible Entity.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 and 7.1A if the issue did not breach ASX Listing Rule 7.1 and 7.1A at the time and shareholders subsequently approve it. The issue of the Shares was within the Company's ASX Listing Rules 7.1 and 7.1A placement capacity and the Company now seeks ratification from Shareholder for the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rules 7.1 & 7.1A.

Consequences of the Resolution

If this Resolution is approved, the prior issue of 9,583,333 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1 & 7.1A. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 9,583,333 Shares counting towards the 25% threshold for the purposes of ASX Listing Rules 7.1 & 7.1A.

If this Resolution is not approved, the prior issue of 9,583,333 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore have the 9,583,333 Shares as counting towards the 25% threshold for the purposes of ASX Listing Rule 7.1 & 7.1A. This will limit the Company's placement capacity under the Listing Rule 7.1 & 7.1A.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

a) The Shares were issued to sophisticated and institutional investors, who are not related parties, identified by the book build conducted by the lead manager;
b) the number and class of securities issued was 9,583,333 fully paid ordinary shares in the Company;
c) the Shares were issued on 3 July 2026;
d) the Shares were issued at a price of $0.12 (12 cents) per Share; and
e) the purpose of the issue was to raise funds for exploration drilling at the Diamantina Project, deferred consideration for acquisition of Diamantina Project to Anglo American Exploration (Australia), project evaluation and general working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting *Exclusions*

Refer to Note 6 for voting exclusions.

Resolutions 2 and 3: Approval for Participation in Placement by Directors – Mr Stuart Rechner and Mr Daniel Loughnan (or their nominee/s)

Background

The Company is seeking shareholder approval to allow the Company's Directors, Mr Stuart Rechner and Mr Daniel Loughnan (or their respective nominees), to participate in the Placement as announced on 29 June 2026 and pursuant to ASX Listing Rule 10.11 to allot and issue a total of 833,334 fully paid ordinary shares in the Company (Shares) at an issue price of $0.12 (12 cents) per Share to the Directors. The issue price of $0.12 (12 cents) per Share is same as the issue price at which the Shares have been offered to sophisticated and institutional investors under the Placement outlined in Resolutions 1.

The details of the securities proposed to be issued under Resolutions 2 and 3 are as follows:

Resolution	Name of the Director	Number of Shares	Issue Price	Total
Resolution 2	Mr Stuart Rechner	416,667	$0.12	$50,000
Resolution 3	Mr Daniel Loughnan	416,667	$0.12	$50,000
	Total	**833,334**		**$100,000**

ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

Resolutions 2 and 3 seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

Consequences of the Resolution

If Resolutions 2 and 3 are passed, the Company will be able to proceed with the issue of the Shares to each of Mr Stuart Rechner and Mr Daniel Loughnan, the Directors (or their nominee(s)) will receive a total of 833,334 Shares in the Company at an issue price of $0.12 per share. The willingness of the Directors to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

If all or any of Resolutions 2 and 3 are not passed, the Company will not proceed with the issue of the Shares to the applicable Director(s), and the applicable Director(s) (or their nominee(s)) will not receive the Shares as described above.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to each Director under Resolutions 2 and 3 (respectively):

a) the proposed recipients are Mr Stuart Rechner and Mr Daniel Loughnan, each of whom is a Director of the Company, or their respective nominee(s) (each of which would be an associate of the respective Director);
b) each of the proposed recipients are related parties of the Company as each of them is a Director of the Company and thus fall into 10.11.1;
c) 833,334 Shares are proposed to be issued to the Directors;
d) the securities will be issued no later than one (1) month after the date of the Meeting;
e) the issue price of the Shares will be $0.12 (12 cents); and
f) the purpose of the issue was to raise funds for exploration drilling at the Diamantina Project, deferred consideration for acquisition of Diamantina Project to Anglo American Exploration (Australia), project evaluation and general working capital.

Board Recommendation

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that shareholders vote in favour of Resolution 2 and 3.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Voting *Exclusions*

Refer to Note 6 for voting exclusions.

Resolution 4: Ratification of the prior issue of 2,083,334 Shares under the Share Purchase Plan

Background

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 2,083,334 fully paid ordinary shares in the Company (Shares) expected to be issued on or around 28 July 2026 at an issue price of $0.12 (12 cents) per Share under the SPP. The SPP did not rely on Listing Rule 7.2 Exception 5. Thus, the Shares will be issued without shareholder approval out of the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The issue of the Shares was within the Company's ASX Listing Rule 7.1 placement capacity and the Company now seeks ratification from Shareholder for the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rule 7.1.

Consequences of the Resolution

If this Resolution is approved, the prior issue of 2,083,334 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 2,083,334 Shares counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

If this Resolution is not approved, the prior issue of 2,083,334 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the 2,083,334 Shares as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

a) The Shares will be issued to Eligible Shareholders who participated in the SPP, and Shortfall Shares will be issued to the Underwriter to the SPP;
b) the number and class of securities to be issued is 2,083,334 fully paid ordinary shares in the Company;
c) the Shares are expected to be issued on or around 28 July 2026;
d) the Shares will be issued at a price of $0.12 (12 cents) per Share; and
e) the purpose of the issue is to raise funds for exploration drilling at the Diamantina Project, deferred consideration for acquisition of Diamantina Project to Anglo American Exploration (Australia), project evaluation and general working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting *Exclusions*

Refer to Note 6 for voting exclusions.

Resolution 5: Ratification of the prior issue of 688,412 Shares to Anglo American

Background

On 18 July 2025, the Company announced that it had the executed a binding Sale and Purchase Agreement ("**SPA**") with Anglo American Exploration (Australia) Pty Ltd ("**Anglo American**"), a subsidiary of Anglo American plc (LSE:AAL) to acquire two granted exploration licences (EPM27134 & EPM27135) within the "Diamantina" Copper-Gold Project located in a new exploration frontier 280km south of Cloncurry in western Queensland.

Under the terms of the SPA the consideration to be paid to Anglo American are as below:

i. $150,000 cash & $150,000 in fully paid ordinary shares (Shares) in the Company, upon completion;
ii. $150,000 cash & $150,000 in Shares in the Company, on the first of:
   a. execution of a conduct and compensation agreement with landholders; or
   b. 12 months after completion

The number of Shares was to be calculated at 50% premium to the 1-month VWAP, subject to a floor price of $0.01 (pre-consolidation) ($0.20 post-consolidation)[1], i.e. a maximum of 30,000,000 Shares (pre-consolidation) (1,500,000 post- consolidation)[1] to be issued in two tranches

(i) up to15,000,000 (pre-consolidation) (750,000 post-consolidation)[1] Shares upon completion (Tranche 1); and
(ii) up to 15,000,000 (pre-consolidation) (750,000 post-consolidation)[1] Shares to be issued following the satisfaction of condition mentioned above (Tranche 2).

At the Company's 2025 Annual General Meeting held on 18 November 2025 ("**2025 AGM**"), the Company sought Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue Shares to Anglo American (or its nominee/s) in part consideration for the transfer of exploration licences, pursuant to the SPA.

The shares were to be issued within 3 months from the date of the 2025 AGM. Any Shares issued pursuant to the Agreement after the period of 3 months from the date of the 2025 AGM would be issued using the Company's Placement Capacity under Listing Rule 7.1.

On 3 November 2025, the Company issued 15,000,000 (pre-consolidation) (750,000 post-consolidation)[1] Shares (Tranche 1) to Anglo American pursuant to the SPA. This issue of shares was subsequently ratified at the 2025 AGM.

On 16 July 2026, the Company issued 688,412 Shares (Tranche 2) to Anglo American pursuant to the SPA. As the Shares were issued more than 3 months following the date of the 2025 AGM, the Shares were issued using the Company's Placement Capacity under Listing Rule 7.1. The Company seeks shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 688,412 fully paid ordinary shares in the Company on 16 July 2026.

ASX Listing Rules

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rule 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The issue of the Shares was within the Company's ASX Listing Rule 7.1 placement capacity and the Company now seeks ratification from Shareholder for the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rule 7.1.

Consequences of the Resolution

If this Resolution is approved, the prior issue of 688,412 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 688,412 Shares counting towards the 15% threshold for the purposes of ASX Listing Rules 7.1.

[1] On 14 April 2026, the Company completed a consolidation of capital on a twenty (20) for one (1) basis.

If this Resolution is not approved, the prior issue of 688,412 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the 688,412 Shares as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

a) The Shares were issued to Anglo American Exploration (Australia) Pty Ltd;
b) the number and class of securities issued was 688,412 fully paid ordinary shares in the Company;
c) the Shares were issued on 16 July 2026;
d) the Shares were issued in consideration for the acquisition of the Diamantina Project pursuant to the SPA (deemed issue price of $0.2179 (21.79 cents) per Share); and
e) the purpose of the issue was to settle the deferred consideration for acquisition of Diamantina Project to Anglo American Exploration (Australia).

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting *Exclusions*

Refer to Note 6 for voting exclusions.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

(a) a spouse or child of the member; or
(b) has the meaning given in section 9 of the Corporations Act.

“**Company**” or **“SER”** means Strategic Energy Resources Limited ACN 051 212 429;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**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 the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

SER
Strategic Energy Resources

Strategic Energy Resources Limited
ACN 051 212 429

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Strategic Energy Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of Strategic Energy Resources Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **1:00pm (AEST) on Monday, 24 August 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://vistra.zoom.us/webinar/register/WN_ZyLvumryQ1ajTjlZEn6nJA**

Important for Resolutions 2, 3 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolution	For	Against	Abstain*
1 Ratification of the prior issue of 9,583,333 Shares as part of Placement	☐	☐	☐
2 Approval to issue 416,667 Shares to Mr Stuart Rechner (or his Nominee/s)	☐	☐	☐
3 Approval to issue 416,667 Shares to Mr Daniel Loughnan (or his Nominee/s)	☐	☐	☐
4 Ratification of the prior issue of 2,083,334 Shares under the Share Purchase Plan	☐	☐	☐
5 Ratification of the prior issue of 688,412 Shares to Anglo American	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND 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, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEST) on Saturday, 22 August 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Strategic Energy Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)