Krakatoa Resources Limited

Notice of General Meeting

The General Meeting of the Company will be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Tuesday, 6 October 2026 at 10:00am AWST.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Executive Chairman by telephone on +61 457 289 582.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Krakatoa Resources Limited
ACN 155 231 575
(*Company*)

Notice of General Meeting

Notice is given that a general meeting of Krakatoa Resources Limited will be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Tuesday, 6 October 2026 at 10:00am (AWST) (***Meeting***).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of the 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 on Sunday, 4 October 2026 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Approval to issue July Placement Options

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

'That the issue of up to 100,000,000 July Placement Options to the July Placement Participants (or their nominee/s) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue July Lead Manager Options

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

'That the issue of 100,000,000 July Lead Manager Options to Lodge Partners Pty Ltd (or their nominee/s) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Ratification of prior issue of August Placement Shares

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

'That the issue of:

(a) 240,000,000 August Placement Shares issued under Listing Rule 7.1; and

(b) 160,000,000 August Placement Shares issued under Listing Rule 7.1A,

to the August Placement Participants is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue August Placement Options

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

'*That the issue of up to 100,000,000 August Placement Options to the August Placement Participants (or their nominee/s) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum*.'

Resolution 5 – Approval to issue August Lead Manager Options

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

'*That the issue of 25,000,000 August Lead Manager Options to Lodge Partners Pty Ltd (or their nominee/s) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.*'

Resolution 6 – Approval to issue Future Placement Shares

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

'*That the issue of up to 500,000,000 Future Placement Shares is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

Resolution 7 – Approval to issue Performance Rights to Directors

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

'That the issue of up to 60,000,000 Performance Rights as follows:

(a) 30,000,000 Performance Rights to Mr Colin Locke (or his nominee(s));

(b) 20,000,000 Performance Rights to Mr David Palumbo (or his nominee(s)); and

(c) 10,000,000 Performance Rights to Mr Timothy Hogan (or his nominee(s)),

is approved under and for the purposes of Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8– Approval to issue Performance Rights to Chief Executive Officer

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

'That the issue of up to 30,000,000 Performance Rights to Mark Major (or his nominee(s)) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) Resolution 1, by or on behalf of any of the July Placement Participants, or any of their respective associates;

(b) Resolution 2, by or on behalf of Lodge Partners Pty Ltd (or their nominee(s)), or any of their respective associates;

(c) Resolution 3 and Resolution 4, by or on behalf of any of the August Placement Participants, or any of their respective associates;

(d) Resolution 5, by or on behalf of Lodge Partners Pty Ltd (or their nominee(s)), or any of their respective associates;

(e) Resolution 6, by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the Future Placement (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(f) Resolution 7(a), by or on behalf of Mr Colin Locke (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(g) Resolution 7(b), by or on behalf of Mr David Palumbo (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(h) Resolution 7(c), by or on behalf of Mr Timothy Hogan (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and

(i) Resolution 8, by or on behalf of Mark Major (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

(a) a person as 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 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.

BY ORDER OF THE BOARD

Colin Locke
Executive Chairman
Krakatoa Resources Limited
Dated: 2 September 2026

Krakatoa Resources Limited
ACN 155 231 575
(*Company*)

Explanatory Memorandum

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Tuesday, 6 October 2026 at 10:00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Background
Section 4	Resolution 1 – Approval to issue July Placement Options
Section 5	Resolution 2 – Approval to issue July Lead Manager Options
Section 6	Resolution 3 – Ratification of prior issue of August Placement Shares
Section 7	Resolution 4 – Approval to issue August Placement Options
Section 8	Resolution 5 – Approval to issue August Lead Manager Options
Section 9	Resolution 6 – Approval to issue Future Placement Shares
Section 10	Resolution 7 – Approval to issue Performance Rights to Directors
Section 11	Resolution 8 – Approval to issue Performance Rights to Chief Executive Officer
Schedule 1	Definitions
Schedule 2	Terms and Conditions of July Placement Options, July Lead Manager Options, August Placement Options and August Lead Manager Options
Schedule 3	Terms and Conditions of Performance Rights

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

2 Voting and attendance information

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

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

2.2 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

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

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online:	www.investorvote.com.au
By mail:	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
By fax:	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 10:00am (AWST) on Sunday, 4 October 2026 being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

3 Background

On 6 July 2026, the Company announced that it had received firm commitment to raise approximately $1.6 million (before costs) via a placement of approximately 400,000,000 new fully paid ordinary shares (***July Placement Shares***) at an issue price of $0.004 per Share (***July Placement***), which were issued by utilising the Company's pre-approved capacity pursuant to resolution 4 of the Company's notice of meeting dated 11 March 2026 and approved by Shareholders at the general meeting held on 10 April 2026.

The proceeds received from the July Placement will be applied towards the 2026 work program at the Zopkhito Antimony-Gold Project in Georgia (the ***Project***). This includes resource definition drilling and underground panel and bulk sampling, both of which are now underway; and metallurgical optimisation, preliminary mining studies, environmental baseline and permitting activities, as well as costs of the Placement and general working capital.

Participants in the July Placement were new and existing wholesale and sophisticated investors (***July Placement Participants***). The July Placement Participants will also receive one free-attaching unquoted option for every four July Placement Shares subscribed for, exercisable at $0.01 and expiring on 29 September 2028 (***July Placement Options***), subject to Shareholder approval under Listing Rule 7.1.

Shares issued upon exercise of July Placement Options will also rank equally with existing Shares.

Lodge Partners Pty Ltd (***Lodge Partners***) acted as lead manager for the July Placement. Lodge Partners will receive an aggregate 6% fee on funds raised, in addition to 100,000,000 unquoted options on the same terms as the July Placement Options, subject to Shareholder approval under Listing Rule 7.1 (***July Lead Manager Options***).

On 7 August 2026, the Company announced that it had received firm commitment to raise approximately $2.4 million (before costs) via a placement of approximately 400,000,000 new Shares at an issue price of $0.006 per Share (***August Placement***), which were issued using available placement capacity under Listing Rule 7.1 (240,000,000) and 7.1A (160,000,000) on 12 August 2026 (***August Placement Shares***).

The August Placement Shares were issued to Ms. Hui Ling, an unrelated Hong Kong-based private investor, and other new and existing wholesale and sophisticated investors (***August Placement Participants***). Ms. Ling became a substantial Shareholder of the Company (14.91%) after participating in the August Placement.

The proceeds from the August Placement will be applied towards acquiring the initial 10% ownership of the Zopkhito Antimony-Gold Project, advancing the 2026 work program, including resource definition drilling, underground drilling, bulk sampling and JORC-compliant metallurgical test work, preliminary mining studies, environmental baseline and permitting activities, as well as costs of the August Placement and general working capital.

Subject to Shareholder approval, the August Placement Participants will also receive one free-attaching unlisted option for every four Shares subscribed for under the August Placement, exercisable at $0.01 and expiring on 29 September 2028 (***August Placement Options***).

The August Placement Shares will be listed on ASX and rank equally with existing Shares. Shares issued upon exercise of August Placement Options will also rank equally with existing Shares.

Lodge Partners acted as lead manager for the August Placement. Lodge Partners will receive an aggregate 6% fee on funds raised under their August Placement in addition to 25,000,000 unquoted options on the same terms as the August Placement Options, subject to Shareholder approval under Listing Rule 7.1 (***August Lead Manager Options***).

The Board has resolved to issue, subject to Shareholder approval under Listing Rule 10.11, 60,000,000 performance rights (on the terms and conditions set out in Schedule 3 (***Performance Rights***)) as follows:

(a) 30,000,000 Performance Rights to Director Mr Colin Locke (or his nominee(s));

(b) 20,000,000 Performance Rights to Director Mr David Palumbo (or his nominee(s)); and

(c) 10,000,000 Performance Rights to Director Mr Timothy Hogan (or his nominee(s)).

The Board has also resolved to issue, subject to Shareholder approval under Listing Rule 7.1, 30,000,000 Performance Rights to the Company's Chief Executive Officer, Mark Major (***Mr Major***), on the terms and conditions set out in Schedule 3.

The July Placement Shares and August Placement have been issued. Should the Company issue the Future Placement Shares (defined in Section 9.1), and assuming Shareholder approval is obtained for all Resolutions in this Notice, the Company's issued capital is expected to be as follows:

Security class	Number
Current number of Shares on issue	2,012,261,009
Future Placement Shares	500,000,000
Total Shares	**2,512,261,009**
Current number of Options on issue (with various exercise prices and exercise dates)	441,063,469
July Placement Options	100,000,000
July Lead Manager Options	100,000,000
August Placement Options	100,000,000
August Lead Manager Options	25,000,000
Total Options	**766,063,469**
Current number of Performance Rights on issue	80,000,000
Performance Rights issued under Resolution 7	60,000,000
Performance Rights issued under Resolution 8	30,000,000
Total Performance Rights	**170,000,000**

4 Resolution 1 – Approval to issue July Placement Options

4.1 General

Details of the July Placement are outlined in Section 3.

Resolution 1 seeks Shareholder approval for the issue of the July Placement Options to the July Placement Participants (or their nominee(s)) under and for the purposes of Listing Rule 7.1.

4.2 Listing Rule 7.1

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

The proposed issue of July Placement Options does not fall within any of these exceptions and, therefore requires Shareholder approval under Listing Rule 7.1.

To this end, Resolution 1 seeks the required Shareholder approval to the issue of the July Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the July Placement Options to the July Placement Participants. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the July Placement Options to the July Placement Participants and the Company will have to identify alternative means of incentivising their participation in the July Placement.

4.3 Specific information required pursuant to Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the July Placement Options:

(a) the July Placement Options will be issued to the July Placement Participants, being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom is a Material Investor;

(b) a maximum of 100,000,000 July Placement Options will be issued to the July Placement Participants (or their nominee(s));

(c) the July Placement Options will be exercisable at $0.01 each and expire on 29 September 2028 and will otherwise be issued on the terms and conditions set out in Schedule 2;

(d) the July Placement Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(e) the July Placement Options will be issued for nil consideration, as they are being issued as free attaching Options under the July Placement. Accordingly, no funds will be raised from the issue of the July Placement Options;

(f) the purpose of the issue of the July Placement Options is that they are attaching Options to the July Placement Shares subscribed for and issued to the July Placement Participants under the July Placement;

(g) a summary of the material arrangements with Lodge Partners is set out in Section 3; and

(h) a voting exclusion statement is included in the Notice.

4.4 Board recommendation

Resolution 1 is an ordinary resolution.

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

5 Resolution 2 – Approval to issue July Lead Manager Options

5.1 General

Details of the July Placement and July Lead Manager Options are outlined in Section 3.

Resolution 2 seeks Shareholder approval for the issue of the July Lead Manager Options to Lodge Partners (or their nominee(s)) under and for the purposes of Listing Rule 7.1.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 4.2 above.

The proposed issue of July Lead Manager Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 2 seeks the required Shareholder approval to the issue of July Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the issue of July Lead Manager Options can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the July Lead Manager Options and will need to renegotiate payment terms with Lodge Partners, which will likely include the Company paying cash and therefore using its cash reserves.

5.3 Specific information required pursuant to Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the July Lead Manager Options:

(a) the July Lead Manager Options will be issued to Lodge Partners (or their nominee(s)), none of whom is a related party of the Company;

(b) a maximum of 100,000,000 July Lead Manager Options will be issued to Lodge Partners (or their nominee(s));

(c) the July Lead Manager Options will be exercisable at $0.01 each and expire on 29 September 2028 and will otherwise be issued on the terms and conditions set out in Schedule 2;

(d) the July Lead Manager Options are intended to be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(e) the July Lead Manager Options will be issued for nil cash consideration, as part consideration;

(f) the purpose of issuing the July Lead Manager Options is to remunerate Lodge Partners for broking services provided in connection with the July Placement;

(g) a summary of the material arrangements with Lodge Partners is set out in Section 3; and

(h) a voting exclusion statement is included in the Notice.

5.4 Board recommendation

Resolution 2 is an ordinary resolution.

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

6 Resolution 3 – Ratification of prior issue of August Placement Shares

6.1 General

Details of the August Placement are outlined in Section 3.

Resolution 3 seeks the approval of Shareholders to ratify the issue of the August Placement Shares under and for the purposes of Listing Rule 7.4.

6.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra

10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2025.

The issue of the August Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% and 10% limits under each of Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the August 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 Listing Rule 7.1 or 7.1A.

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

To this end, the resolutions comprising Resolution 3 seek Shareholder approval for the ratification of the August Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions comprising Resolution 3 are passed, the issue of the August Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, respectively, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the August Placement Shares.

In the event that Resolution 3(a) is not passed, 240,000,000 August Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those August Placement Shares.

In the event that Resolution 3(b) is not passed, 160,000,000 August Placement Shares will be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval until the earlier of:

(a) 12 August 2027, being 12 months from the date the August Placement Shares were issued;

(b) the Company's next annual general meeting; or

(c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

6.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of August Placement Shares:

(a) the August Placement Shares were issued to the August Placement Participants, being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom was a Material Investor at the time of issue. As noted in Section 3, Ms. Ling became a substantial Shareholder of the Company as a result of participating in the August Placement;

(b) a total of 400,000,000 August Placement Shares were issued comprising;

    (i) 240,000,000 August Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and

(ii) 160,000,000 August Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;

(c) the August Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the August Placement Shares were issued on 12 August 2026;

(e) the August Placement Shares were issued at $0.006 per Share;

(f) the purpose of issuing the August Placement Shares is to fund exploration activities at the Project as described in Section 3, as well as for costs of the August Placement and general working capital;

(g) there are no additional material terms with respect to the agreements for the issue of the August Placement Shares; and

(h) a voting exclusion statement is included in the Notice.

6.4 Board recommendation

Resolution 3(a) and (b) are **separate** ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 3(a) and (b).

7 Resolution 4 – Approval to issue August Placement Options

7.1 General

Details of the August Placement are outlined in Section 3.

Resolution 4 seeks Shareholder approval for the issue of the August Placement Options to the August Placement Participants (or their nominee(s)) under and for the purposes of Listing Rule 7.1.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue of August Placement Options does not fall within any of these exceptions and, therefore requires Shareholder approval under Listing Rule 7.1.

To this end, Resolution 4 seeks the required Shareholder approval to the issue of the August Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the August Placement Options to the August Placement Participants. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the August Placement Options to the August Placement Participants.

7.3 Specific information required pursuant to Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the August Placement Options:

(a) the August Placement Options will be issued to the August Placement Participants, being sophisticated and professional investors, to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom is a Material Investor;

(b) a maximum of 100,000,000 August Placement Options will be issued to August Placement Participants (or their nominee(s));

(c) the August Placement Options will be exercisable at $0.01 each and expire on 29 September 2028 and will otherwise be issued on the terms and conditions set out in Schedule 2;

(d) the August Placement Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(e) the August Placement Options will be issued for nil consideration, as they are being issued as free attaching Options to the August Placement. Accordingly, no funds will be raised from the issue of the August Placement Options;

(f) the purpose of the issue of the August Placement Options is that they are attaching Options to the August Placement Shares subscribed for and issued to August Placement Participants under the August Placement; and

(g) a voting exclusion statement is included in the Notice.

7.4 Board recommendation

Resolution 4 is an ordinary resolution.

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

8 Resolution 5 – Approval to issue August Lead Manager Options

8.1 General

Details of the August Placement and August Lead Manager Options are outlined in Section 3.

Resolution 5 seeks Shareholder approval for the issue of the August Lead Manager Options to Lodge Partners (or their nominee(s)) under and for the purposes of Listing Rule 7.1.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 4.2 above.

The proposed issue of August Lead Manager Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 5 seeks the required Shareholder approval to the issue of August Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the issue of August Lead Manager Options can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the August Lead Manager Options and will need to renegotiate payment terms with Lodge Partners, which will likely include the Company paying cash and therefore using its cash reserves.

8.3 Specific information required pursuant to Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the August Lead Manager Options:

(a) the August Lead Manager Options will be issued to Lodge Partners (or their nominee(s));

(b) a maximum of 25,000,000 August Lead Manager Options will be issued;

(c) the August Lead Manager Options will be exercisable at $0.01 each and expire on 29 September 2028 and will otherwise be issued on the terms and conditions set out in Schedule 2;

(d) the August Lead Manager Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(e) the August Lead Manager Options will be issued for nil cash consideration;

(f) the purpose of issuing the August Lead Manager Options is to remunerate Lodge Partners for broking services provided in connection with the August Placement;

(g) a summary of the material arrangements with Lodge Partners is set out in Section 3; and

(h) a voting exclusion statement is included in the Notice.

8.4 Board recommendation

Resolution 5 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

9 Resolution 6 – Approval to issue Future Placement Shares

9.1 General

Resolution 6 seeks approval of Shareholders to be authorised to undertake a share placement (***Future Placement***) of up to 500,000,000 Shares (***Future Placement Shares***) at a minimum issue price equal to 80% of the volume weighted average price of the Company's Shares over the 5 Trading Days immediately prior to the date of announcement of the Future Placement (***5-day VWAP***).

The actual number of Future Placement Shares issued under the Future Placement may be less than the number for which approval is being sought under this Resolution 6. The actual number of Future Placement Shares issued by the Company will depend on various factors including, the level of demand under the Future Placement and the price at which Future Placement Shares are able to be issued.

In addition, the Company may also choose to utilise some or all of its placement capacity under Listing Rules 7.1 and 7.1A. The Company may determine to use its existing placement capacity in respect of any additional securities issued in connection with the Future Placement that exceed the number of Future Placement Shares approved by Shareholders for issue under this Resolution 6.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue of Future Placement Shares under Resolution 6 does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% limit under Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Future Placement Shares.

If Resolution 6 is not passed, the Company will be limited to the issuing of Future Placement Shares pursuant to the Company's existing placement capacity under Listing Rules 7.1 and 7.1A.

9.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Future Placement Shares:

(a) the persons to whom the Future Placement Shares will be issued have not yet been identified but will be unrelated parties of the Company and are likely to be new or existing wholesale and sophisticated investors identified through a bookbuild process by seeking expressions of interest to participate in the Future Placement at the discretion of the Directors and with the involvement of a lead manager or broker should one be appointed by the Company. As at the date of this Notice, there is no agreement with a Material Investor to be issued more than 1% of the issued capital of the Company from participation in the Future Placement;

(b) a maximum of 500,000,000 Future Placement Shares will be issued;

(c) the Future Placement Shares will be fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;

(d) the Future Placement Shares will be issued no later than 3 months after the date of the Meeting;

(e) the issue price per Future Placement Share has not yet been determined but will not be less than 80% of the 5-day VWAP of the Company's Shares. By way of illustration only, the following table shows the issue price per Future Placement Share and amount that could be raised (before costs), based on:

(i) the current market price ($0.007), being the price of Shares on ASX on the latest practicable date before finalising this Notice (i.e. 26 August 2026);

(ii) twice the current market price ($0.014); and

(iii) half the current market price ($0.0035),

and assuming the Company issues 500,000,000 Future Placement Shares;

5-day VWAP	Issue Price	Proceeds (before costs)
$0.007	$0.0056	$2,800,000
$0.014	$0.0112	$5,600,000
$0.0035	$0.0028	$1,400,000

(f) the purpose of issuing the Future Placement Shares is to fund exploration activities at the Project as described in Section 3, as well as costs of the Future Placement and general working capital purposes;

(g) as at the date of this Notice, there are no agreements in relation to the issue of the Future Placement Shares. However, it is likely the Company will enter into customary placement agreements with participants of the Future Placement once identified; and

(h) a voting exclusion statement is included in the Notice.

9.4 Board recommendation

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

10 Resolution 7 – Approval to issue Performance Rights to Directors

10.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue a total of 60,000,000 Performance Rights to Messrs Colin Locke, David Palumbo and Timothy Hogan (***Directors***) as follows:

Related Party	Performance Rights
Colin Locke	30,000,000
David Palumbo	20,000,000
Timothy Hogan	10,000,000
TOTAL	**60,000,000**

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Subject to the terms and conditions in Schedule 3, the Performance Rights will be issued for nil cash consideration and vest on the Company's Share price achieving a 10-day VWAP of $0.015 per Share.

The resolutions comprising Resolution 7 seek the approval of Shareholders for the issue of the Performance Rights to Directors or their nominee(s) under and for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act.

10.2 Listing Rule 10.11

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

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issues of Performance Rights to the Directors fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

The resolutions comprising Resolution 7 seek the required Shareholder approval to the proposed issues of Performance Rights to the Directors under and for the purposes of Listing Rule 10.11.

If the resolutions comprising Resolution 7 are passed, the Company will be able to proceed with the issue of the respective Performance Rights to each of the Directors (or their respective nominee(s)) that is the subject of the relevant resolution.

If the resolutions comprising Resolution 7 are not passed, the Company will not be able to proceed with the issue of the respective Performance Rights to each of the Directors (or their nominee(s)) that is the subject of the relevant resolution, and the Company may need to consider other forms of remuneration, including by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 or 7.1A is not required. Accordingly, the issue of Performance Rights to the Directors will not be included under the Company's 15% or additional 10% annual placement capacity pursuant to Listing Rule 7.1 and 7.1A.

10.3 Specific Information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed issue of Performance Rights under Resolution 7:

(a) the Performance Rights will be issued to the Directors (or their nominee(s));

(b) the Directors are related parties of the Company by virtue of being Directors (respectively) and fall into the category stipulated by Listing Rule 10.11.1. In the event the Performance Rights are issued to a nominee of the Directors, that person will fall into the category stipulated by Listing Rule 10.11.4;

(c) the number of Performance Rights to be issued to each Director is set out above at Section 10.1;

(d) the Performance Rights will be issued on the terms set out in Schedule 3;

(e) the Performance Rights will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(f) the Performance Rights will be issued for nil cash consideration as they will be issued as part of the Directors' remuneration package, and therefore no funds will be raised as a result of the issue;

(g) the current total remuneration package for the Directors as at the date of this Notice is set out in Section 10.4(d);

(h) the Performance Rights are not being issued under any agreement; and

(i) a voting exclusion statement is included in the Notice.

10.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and

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

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

The Performance Rights will result in the issue of Shares which constitutes giving a financial benefit and the Directors are related parties of the Company by virtue of being Directors.

As all of the Directors have a material personal interest in the outcome of the resolutions comprising Resolution 7, the Company is seeking Shareholder approval for the purposes of section 195(4) and Chapter 2E of the Corporations Act.

Pursuant to and in accordance with sections 218 and 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Performance Rights:

(a) **Identity of the related parties to whom the resolutions comprising Resolution 7 permit financial benefits to be given**

The Performance Rights will be issued to the Directors or their respective nominee(s).

(b) **Nature of the financial benefit**

Resolution 7 seeks approval from Shareholders to allow the Company to issue the Performance Rights in the amounts specified in Section 10.1 above to the Directors or their nominee(s). The Performance Rights are to be issued in accordance with the terms and conditions in Schedule 3.

The Shares to be issued upon conversion of the Performance Rights will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

Each Performance Right has been independently valued at $0.005 using a Monte Carlo valuation model using the following assumptions:

Assumed Grant Date	Assumed Expiry Date	Share price at grant ($)	Exercise Price ($)	Price Hurdle ($)	Risk-free rate (%)	Volatility (%)	Fair Value per Performance Right ($)
17/08/2026	17/08/2029	$0.006	N/A	$0.015	4.45%	131.8%	$0.005

(d) **Remuneration of Directors**

The current total remuneration package of the Directors as at the date of this Notice is set out below:

Participating Director	FY26 salary / fees	Incentive payments	Super-annuation	Share-based benefits	Total
Mr Locke	$160,000	-	$19,200	$33,547	**$212,747**

Participating Director	FY26 salary / fees	Incentive payments	Super-annuation	Share-based benefits	Total
Mr Palumbo	$60,000	-	$7,200	$25,160	**$92,360**
Mr Hogan	$40,000	-	$4,800	$16,773	**$61,573**
TOTAL	$260,000	**-**	**$31,200**	**$75,480**	**$366,680**

(e) **Existing relevant interests**

As at the date of this Notice, the Directors have the following relevant interests in Equity Securities of the Company. This excludes Performance Rights the subject of Resolution 7.

Participating Director	Shares	Options[1]	Performance Rights[2]
Mr Locke	7,329,000	1,000,000	20,000,000
Mr Palumbo	13,500,000	1,000,000	15,000,000
Mr Hogan	400,000	-	-

Notes:

1. *Options exercisable at $0.02 on or before 29 September 2028.*
2. *Performance Rights have $0.05 VWAP hurdle and 3 year term.*

Assuming that each of the resolutions which form part of Resolution 7 are approved by Shareholders, all of the Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Directors in the Company would be as follows:

(i) Colin Locke's interest would represent approximately 1.86% of the Company's fully diluted capital;

(ii) David Palumbo's interest would represent approximately 1.66% of the Company's fully diluted capital; and

(iii) Timothy Hogan's interest would represent approximately 0.52% of the Company's fully diluted capital.

(f) **Trading history**

The highest and lowest closing market sale prices of Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price ($/share)	Date
Highest	$0.018	14 October 2025
Lowest	$0.004	7 July 2026

The latest available closing market sale price of the Shares on the ASX prior to the date of this Notice was $0.007 on 26 August 2026.

(g) **Dilution**

The issue of the Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Performance Rights vest and are exercised. The potential dilution effect is summarised below:

Participating Director	Number of Performance Rights	Dilutionary Effect (%)
Mr Locke	30,000,000	1.49
Mr Palumbo	20,000,000	0.99
Mr Hogan	10,000,000	0.50
Total	**60,000,000**	**2.98**

The above table is based on the current Share capital of the Company immediately before the date of this Notice, being 2,012,261,009 Shares and assumes that no Shares are issued other than the maximum 60,000,000 Shares on exercise of the Performance Rights issued to the Directors. The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

Colin Locke is an executive Director of the Company. The remaining Directors are non-executive Directors of the Company.

The Board acknowledges the grant of the Performance Rights to the non-executive Directors, David Palumbo and Timothy Hogan, is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Performance Rights to the non-executive Directors reasonable in the circumstances for the reasons set out in Section 10.1.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Performance Rights (including fringe benefits tax).

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the resolutions comprising Resolution 7.

10.5 Board recommendation

The resolutions comprising Resolution 7 are each ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to the resolutions comprising Resolution 7 due to their material personal interests (as set out above at Section 10.4) in the outcome of the Resolutions.

11 Resolution 8 – Approval to issue Performance Rights to Chief Executive Officer

11.1 General

Details of the issue of Performance Rights to Mr Major are outlined in Section 3.

Resolution 8 seeks Shareholder approval for the issue of the Performance Rights to Mr Major (or his nominee(s)) under and for the purposes of Listing Rule 7.1.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue of the Performance Rights to Mr Major does not fall within any of these exceptions and, therefore requires Shareholder approval under Listing Rule 7.1.

To this end, Resolution 8 seeks the required Shareholder approval to the issue of the Performance Rights to Mr Major under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Major. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Major and the Company may have to find alternative ways to remunerate Mr Major, which will likely include the Company paying cash and therefore using its cash reserves.

11.3 Specific information required pursuant to Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Performance Rights under Resolution 8:

(a) the Performance Rights will be issued to Mr Major;

(b) 30,000,000 Performance Rights will be issued to Mr Major (or his nominee(s));

(c) a summary of the material terms of the Performance Rights is included at Schedule 3;

(d) the Performance Rights to Mr Major will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(e) the Performance Rights to Mr Major will be issued for nil consideration, as they will be issued as part of Mr Major's remuneration package, and therefore no funds will be raised as a result of the issue;

(f) the purpose of the issue of the Performance Rights to Mr Major is to remunerate Mr Major in a form other than cash, so as to preserve the Company's cash assets;

(g) the terms of the Performance Rights to be issued to Mr Major are set out in Schedule 3; and

(h) a voting exclusion statement is included in the Notice.

11.4 Board recommendation

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$	means Australian Dollars.
5-day VWAP	has the meaning given in Section 9.1.
AEST	means the Australian Eastern Standard Time.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
August Lead Manager Options	has the meaning given in Section 3.
August Placement	has the meaning given in Section 3.
August Placement Options	has the meaning given in Section 3.
August Placement Participants	has the meaning given in Section 3.
August Placement Shares	has the meaning given in Section 3.
Board	means the board of Directors.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Krakatoa Resources Limited (ACN 155 231 575).
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Future Placement	has the meaning given in Section 9.1.
Future Placement Shares	has the meaning given in Section 9.1.
July Lead Manager Options	has the meaning given in Section 3.
July Placement	has the meaning given in Section 3.
July Placement Options	has the meaning given in Section 3.
July Placement Participants	has the meaning given in Section 3.
July Placement Shares	has the meaning given in Section 3.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the

	consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Lodge Partners	means Lodge Partners Pty Ltd.
Material Investor	means, in relation to the Company: • a related party; • Key Management Personnel; • a substantial Shareholder; • an advisor; or • an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option to acquire a Share.
Performance Right	has the meaning given in Section 3.
Project	has the meaning given in Section 3.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	means days determined by ASX to be trading days, in accordance with the Listing Rules
VWAP	means volume-weighted-average-price of a security.

Schedule 2 Terms and Conditions of July Placement Options, July Lead Manager Options, August Placement Options and August Lead Manager Options

The terms of the July Placement Options, July Lead Manager Options, August Placement Options and August Lead Manager Options (below defined as 'Options') are as follows:

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

2 (**Issue Price**): No issue price is payable for the Options.

3 (**Exercise Prices**): The Options have an exercise price of $0.01 per Option (***Exercise Prices***).

4 (**Expiry Date**): The Options expire at 5.00 pm (AEST) on 29 September 2028 (***Expiry Date***). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5 (**Exercise Period**): The Options are exercisable at any time up to the Expiry Date.

6 (**Quotation of the Options**): The Company will not apply for quotation of the Options on ASX.

7 (**Transferability of the Options**): The Options are freely transferable, subject to compliance with the Corporations Act.

8 (**Notice of Exercise**): The Options may be exercised 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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***).

9 (**Timing of issue of Shares on exercise**): Within 5 Business Days after the later of the following:

(a) the Exercise Date; and

(b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(c) allot and 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;

(d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

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

10 (**Restrictions on transfer of Shares**): If the Company is required but unable to give ASX a notice under paragraph 9(d), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

11 (**Shares issued on exercise**): Shares issued on exercise of the Options will rank equally with the then Shares of the Company.

12 (**Quotation of Shares on exercise**): Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

13 (**Reconstruction of capital**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

14 (**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.

15 (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Prices.

Schedule 3 Terms and Conditions of Performance Rights

The following terms and conditions apply to the Performance Rights:

(a) **Entitlement**

Subject to the terms and conditions set out below, each Performance Right entitles the holder (***Holder***), at their election, on conversion to the issue of one Share.

(b) **Consideration**

The Performance Rights will be granted for nil cash consideration.

(c) **Conversion price**

The conversion price of each Performance Right is nil.

(d) **Vesting Conditions**

Subject to the terms and conditions set out below, the Performance Rights will have the vesting condition (***Vesting Condition***) specified below:

Vesting Condition	Time period to meet vesting condition
Share price reaching $0.015 over 10 consecutive Trading Days on which trades in the Company's Shares were made	On or before 3 years from the date of issue

(e) **Expiry Date**

Any Performance Rights that have vested in accordance with these terms but have not been exercised on or before the date that is one month after the time period to meet the Vesting Condition in paragraph (d), will expire and automatically lapse and become incapable of converting into Shares.

Unvested Performance Rights will expire and automatically lapse on the conclusion of the time period to meet the Vesting Condition in paragraph (d).

(f) **Timing of issue of Shares and quotation of Shares on exercise**

Within 5 Business Days of the Board confirming a Vesting Condition has been achieved, and subject to an exercise notice being received by the Holder before the Expiry Date, the Company will:

(i) issue, allocate or cause to be transferred to the Holder (or its nominee) the number of Shares to which the Holder is entitled;

(ii) if required, and subject to paragraph (g) below, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with the then issued Shares.

(g) **Restrictions on transfer of Shares**

If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, the Company must on or within 20 Business Days after the allotment date of any Shares issued on conversion of Performance Rights, lodge a ‘cleansing prospectus’ with ASIC pursuant to section 708A(11) of the Corporations Act.

(h) **Change in Control**

If prior to the earlier of the conversion of the Performance Rights or the Expiry Date a Change of Control Event occurs, then each Performance Right will automatically vest and, at the election of the Holder, convert to a Share.

A Change of Control Event means:

(A) a takeover bid (as defined under the Corporations Act): upon the occurrence of the offeror under a takeover offer in respect of all the Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights);

(B) a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)); or

(C) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed (excluding a transaction in connection with an internal restructure).

(i) **Leaver**

Where the Holder (or the person who is entitled to be registered as the holder) of the Performance Rights is no longer employed, or their engagement is discontinued (for whatever reason), with the Company, any unconverted and unvested Performance Rights will automatically lapse and be forfeited by the Holder on the date that is the earlier of the Expiry Date or 12 months from the date the Holder is no longer employed or their engagement was discontinued, unless the Board otherwise determines to extend such period further in its discretion.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Rights and a holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights. However, the Company will give the holder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(k) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the vesting of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the bonus issue.

(l) **Adjustment for entitlements issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph (k) will apply) the number of Shares which must be issued on the vesting of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the pro rata issue.

(m) **Adjustments for reorganisation**

If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.

(n) **Quotation of Performance Rights**

The Performance Rights will be unquoted Performance Rights.

(o) **Transfer**

The Performance Rights are not transferable.

(p) **Dividend and voting rights**

A Performance Right does not entitle the Holder to vote or receive any dividends.

(q) **Return of capital rights**

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up of the Company.

(s) **No other rights**

(i) A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(ii) A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can vest into.

KRAKATOA
RESOURCES LTD.
ABN 39 155 231 575

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 4 October 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 188990
SRN/HIN:

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

By Mail:

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

By Fax:

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Krakatoa Resources Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ______________________

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Krakatoa Resources Limited to be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Tuesday, 6 October 2026 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7 (a), 7(b), 7(c) and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 7(a), 7(b), 7(c) and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 7(a), 7(b), 7(c) and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
1	Approval to issue July Placement Options	☐	☐	☐
2	Approval to issue July Lead Manager Options	☐	☐	☐
(3a)	Ratification of prior issue of August Placement Shares issued under Listing Rule 7.1	☐	☐	☐
(3b)	Ratification of prior issue of August Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
4	Approval to issue August Placement Options	☐	☐	☐
5	Approval to issue August Lead Manager Options	☐	☐	☐
6	Approval to issue Future Placement Shares	☐	☐	☐
(7a)	Approval to issue Performance Rights to Mr Colin Locke (or his nominee (s))	☐	☐	☐
(7b)	Approval to issue Performance Rights to Mr David Palumbo (or his nominee(s))	☐	☐	☐
(7c)	Approval to issue Performance Rights to Mr Timothy Hogan (or his nominee(s))	☐	☐	☐
8	Approval to issue Performance Rights to Chief Executive Officer	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

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

Mobile Number ______________ **Email Address** ______________