

NOTICE OF 2026 GENERAL MEETING AND PROXY FORM

Altitude Minerals Ltd (**Altitude** or **Company**) (**ASX: ATT**) refers to the notice of general meeting (GM) and accompanying explanatory notes released to ASX on 25 September 2026 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (Shareholders).

The Meeting will be held:

Date: Tuesday 27 October 2026

Time: 9:30am

Location: Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street, Adelaide, SA

Please find attached the following documents providing further information on the Meeting:

- Shareholder notice and access letter
- Notice of Meeting
- Sample Proxy Form

The above documents will be despatched to the Company's shareholders today, in accordance with their communication preferences. Copies of the documents are also available from the Company's website.

Authorised for release by the Company Secretary of Altitude Minerals Ltd.

For further information, please get in touch.

Jarek Kopias
Company Secretary
Altitude Minerals Ltd
+61 418 823 574

25 September 2026

Letter to Shareholders regarding upcoming General Meeting of Shareholders

Altitude Minerals Ltd (**Altitude** or **Company**) (**ASX: ATT**) advises a General Meeting will be held in person at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Tuesday, 27 October 2026 at 9:30am (ACDT) (**GM**).

Notice of Meeting

The Notice of Meeting and explanatory notes (**Notice of Meeting**) for the GM is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at <https://altitudeminerals.com/asx-announcements/> or the Company's ASX market announcements platform at www.asx.com.au (ASX: ATT).

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

Voting by Proxy

Online Scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@altitudeminerals.com.

Copies of all Meeting related material including the Notice of Meeting, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Yours sincerely

Altitude Minerals Ltd
Jarek Kopias
Company Secretary



ALTITUDE MINERALS LTD

ACN 650 673 500

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Tuesday 27 October 2026

Time of Meeting

9:30am (ACDT) (Adelaide time)

Place of Meeting

Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

NOTICE OF 2026 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Altitude Minerals Ltd ("Company or Altitude Minerals") will be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide, South Australia on Tuesday 27 October 2026 at 9:30am ACDT.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the Glossary at the end of the Explanatory Notes.

BUSINESS OF THE MEETING

Resolution 1 – Ratification of 66,917,561 Tranche 1 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 66,917,561 Tranche 1 Placement Shares on or about 25 September 2026 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Approval to Issue 113,082,439 Tranche 2 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 113,082,439 Tranche 2 Placement Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 3 – Approval to Issue 90,000,001 Placement Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 90,000,001 Placement Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 4 – Approval to Issue 36,000,000 Broker Options to GBA Capital Pty Ltd (or its nominee(s))

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 36,000,000 Broker Options to GBA Capital (or its nominee(s)), on the terms set out in the Explanatory Notes, is approved."

Resolution 5 – Approval to Issue 5,000,000 Shares and 2,500,000 Options to Mr Christopher Sutherland (or nominated Associate)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 5,000,000 Shares and 2,500,000 Options to Mr Christopher Sutherland (or his nominated Associate), on the terms set out in the Explanatory Notes, is approved."

Resolution 6 – Approval to Issue 50,000,000 Shares and 25,000,000 Options to Mr Peter McIntyre (or nominated Associate)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 50,000,000 Shares and 25,000,000 Options to Mr Peter McIntyre (or his nominated Associate), on the terms set out in the Explanatory Notes, is approved.”

Resolution 7 – Approval to Issue 1,000,000 Shares and 500,000 Options to Mr Tony Belperio (or nominated Associate)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 1,000,000 Shares and 500,000 Options to Mr Tony Belperio (or his nominee Associate), on the terms set out in the Explanatory Notes, is approved.”

Resolution 8 – Approval to Issue 2,000,000 Shares and 1,000,000 Options to Dr Paul Kitto (or nominated Associate)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 2,000,000 Shares and 1,000,000 Options to Dr Paul Kitto (or his nominee), on the terms set out in the Explanatory Notes, is approved.”

Resolution 9 – Approval to Issue 5,000,000 Shares and 2,500,000 Options to Mr Duncan Chessell (or nominated Associate)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 5,000,000 Shares and 2,500,000 Options to Mr Duncan Chessell (or his nominee), on the terms set out in the Explanatory Notes, is approved.”

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting exclusion in relation to Resolutions 1 and 2

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of a person who participated in the Placement, or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 1 and 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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 Resolutions; and
 - o the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolution 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the Placement and is expected to participate in the issue of Options or who will obtain a material benefit as a result of the proposed issue, (except a benefit solely by reason of being a holder of Shares), or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- 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

- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolution 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of GBA Capital Pty Ltd or its nominee(s) (if known at the time of the Meeting) and any person who will obtain a material benefit as a result of the proposed issue of the Broker Options (except a benefit solely by reason of being a holder of Shares), or any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- 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
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolution 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Sutherland, and any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 5, and his Associates, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates.

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

- 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
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolution 6

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr McIntyre, and any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 6, and his Associates, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates.

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

- 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
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolution 7

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Belperio, and any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 7, and his Associates, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates.

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

- 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
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolution 8

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Dr Kitto, and any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 8, and his Associates, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates.

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

- 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
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolution 9

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr Chessell, and any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 9, and his Associates, except a benefit arising solely from their capacity as a holder of Shares, and any of their Associates.

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

- 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
- 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 of the Meeting to vote on the Resolution as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting, Attendance Entitlement and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chairman of the Meeting as their proxy to attend and vote on the Member's behalf. Altitude Minerals encourages shareholders to **appoint the Chairman of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://singleholding.automic.com.au/login>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each Resolution. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am ACDT on 25 October 2026):

On-line: <https://singleholding.automic.com.au/login>

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative, including an individual, to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting in accordance with section 250D of the Corporations Act.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 9:30am ACDT on 25 October 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

All Resolutions will be determined by way of a poll.

By order of the Board

Jarek Kopias
Company Secretary
Adelaide, 25 September 2026

GENERAL MEETING – EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at this General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolution 1: Ratification of 66,917,561 Placement Shares

On 17 September 2026, the Company announced that it had received commitments to issue 180,000,000 Placement Shares at an issue price of \$0.005 per Placement Share and 90,000,001 Placement Options (with an exercise price of \$0.01 per Placement Option and expiry date of 30 November 2028) under a private placement to sophisticated, professional and institutional investors (**Placement**). Both figures were approximate and subject to immaterial rounding. The Placement was undertaken in conjunction with an entitlement offer on a 2:3 basis at the same issue price (**Offer**). The Placement Shares are being issued in two tranches with 66,917,561 Tranche 1 Placement Shares issued under the Company's 15% placement capacity under ASX Listing Rule 7.1. A further 113,082,439 Tranche 2 Placement Shares will be issued subject to Shareholder approval pursuant to Resolution 2. The issue of Placement Options, attaching to all Placement Shares, is subject to approval in accordance with Resolution 3.

Broadly speaking, and subject to a number of exceptions, ASX 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% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1, provided the issue did not breach the maximum threshold set by ASX Listing Rule 7.1. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

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 ASX Listing Rule 7.1 and thus the Company is seeking ratification of the issue of the Tranche 1 Placement Shares, the subject of Resolution 1. The Company confirms that the issue and allotment of the Tranche 1 Placement Shares did not breach ASX Listing Rule 7.1 at the date of issue.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 1 is not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

Party¹	The Tranche 1 Placement Shares were issued to various investors who did not require a disclosure document and who were identified and selected by the Company and GBA Capital.
Number and Class of Securities issued	66,917,561 fully paid ordinary shares
Date of issue	The Tranche 1 Placement Shares were issued on or about 25 September 2026.
Price or other Consideration	The Tranche 1 Placement Shares were issued at a price \$0.005 (0.5 cents) per Share and the Company received approximately \$334,587 for the issue of the Tranche 1 Placement Shares.
Terms	The Tranche 1 Placement Shares rank equally with all other Shares on issue.
Purpose	The funds raised from the Tranche 1 Placement Shares will be used to fund drilling at the Firenze & Winnemucca Projects in Nevada, business development and for general working capital expenses.
Material terms of agreement	The relevant placement agreements provided that the issue price of the Placement Shares was \$0.005 and included various conditions customary for a placement agreement of this sort.

¹ None of the parties are Related Parties, substantial holders, advisers nor members of Key Management Personnel of the Company that were issued more than 1% of the Company's Shares.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolutions 2, 3 and 4: Approval to Issue 113,082,439 Tranche 2 Placement Shares, 90,000,001 Placement Options and 36,000,000 Broker Options to GBA Capital Pty Ltd (or its nominee)

As detailed in the explanatory notes to Resolution 1, on 17 September 2026, the Company announced that it had agreed, subject to Shareholder approval, to issue approximately 113,082,439 Tranche 2 Placement Shares and 90,000,001 Placement Options to participants in the Placement and 36,000,000 Broker Options to GBA Capital (or its nominee) in part consideration for the capital raising services provided by GBA Capital in relation to the Placement and Offer.

As noted in the Explanatory Notes to Resolution 1, broadly speaking, and subject to a number of exceptions, ASX 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.

Exception 17 of ASX Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made, shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Resolutions 2, 3 and 4 seek Shareholder approval for the issue of the Tranche 2 Placement Shares, Placement Options to participants in the Placement and Broker Options to GBA Capital for the purposes of ASX Listing Rule 7.1.

If Resolutions 2, 3 and 4 are passed, the Company will be able to proceed with the issue of Tranche 2 Placement Shares, Placement Options to investors in the Placement and Options to GBA Capital. In addition, the Shares and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 2, 3 and 4 are not passed, the Company will not be able to proceed with the issue of Tranche 2 Placement Shares, Placement Options to investors in the Placement and Broker Options to GBA Capital.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Tranche 2 Placement Shares, Placement Options to investors in the Placement and Options to GBA Capital:

	Resolution 2	Resolution 3	Resolution 4
Party/ Allottees	The Tranche 2 Placement Shares will be issued to those investors who subscribed for Placement Shares.	The Placement Options will be issued to those investors who subscribed for Placement Shares.	GBA Capital Pty Ltd or its nominee(s).
Number of Securities to be issued	Approximately 113,082,439 fully paid ordinary shares.	Approximately 90,000,001 unquoted options with an exercise price of \$0.01 each and expiry date of 30 November 2028.	36,000,000 unquoted options with an exercise price of \$0.01 each and expiry date of 30 November 2028.
Material Terms of Securities	The Tranche 2 Placement Shares rank equally with all other Shares on issue.	The material terms of the Placement Options are detailed in Appendix 1. The Shares issued upon the exercise of Placement Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.	The material terms of the Broker Options are detailed in Appendix 1. The Shares issued upon the exercise of Broker Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.
Date of issue	The Tranche 2 Placement Shares will be issued on or about 27 October 2026 and, in any event, within three (3) months of the date of the Meeting.	The Placement Options will be issued on or about 27 October 2026 and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Broker Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	The funds raised from the Tranche 2 Placement Shares (\$0.005 per Share) will be used to fund drilling at the Firenze & Winnemucca Projects in Nevada, business development and for general working capital expenses.	The placement Options will be issued as part of the Placement to incentivise participation in the Placement.	The Broker Options will be issued for nil issue price as part of the consideration payable to GBA Capital for capital raising services under the Lead Manager Agreement. No funds will be raised upon the issue of Broker Options as they will be issued for no additional consideration. Funds will be raised upon the exercise of Broker Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.
Material terms of agreement	The relevant placement agreement provided that one (1) Placement Option would be issued for every two (2) Placement Shares applied for under the Placement for nil consideration and included various conditions for a placement agreement of this sort.	The relevant placement agreement provided that one (1) Placement Option would be issued for every two (2) Placement Shares applied for under the Placement for nil consideration and included various conditions for a placement agreement of this sort.	The relevant Lead Manager Agreement provided that the Company remunerate the lead manager via issue of Options in relation to services provided in managing the Placement and included various other conditions usual for a placement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 2, 3 and 4 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 2, 3 and 4.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 2, 3 and 4.

Resolutions 5 to 9: Approval to Issue Shares and Options to Directors of the Company

Background

As noted in the Explanatory Notes for Resolutions 1, 2, 3 and 4, on 17 September 2026, the Company announced that it received firm commitments to issue approximately 180,000,000 Placement Shares and 90,000,001 Placement Options under the Placement and, subject to Shareholder approval being obtained, the Company intended to issue up to \$315,000 of Shares to the Directors of the Company (or their Associates) (**Conditional Placement**).

The Directors (Chris Sutherland, Peter McIntyre, Tony Belperio, Paul Kitto and Duncan Chessell) or their nominated Associates (**Participating Allottees**) are intending to participate in the Conditional Placement, via their associated Shareholding vehicles (if applicable), on the same terms as the Placement, subject to the Company obtaining Shareholder approval to such issue.

ASX Listing Rule Requirements

ASX Listing Rule 10.11 requires shareholder approval for the issue of equity securities to, among other defined persons, a Related Party of an entity, an Associate of a Related Party or a person who is (or was at any time in the last 6 months before issue).

Accordingly, as the Participating Allottees are Related Parties of the Company (by virtue of their position as Directors) and therefore fall within numerous categories of Listing Rule 10.11 – specifically Listing Rule 10.11.1 and Listing Rule 10.11.4, Shareholder approval is being sought for the issue of a total of 63,000,000 Shares and 31,500,000 Options to the Participating Allottees (or their nominated Associates) on the terms set out below.

If approval of the issue of the Shares and Options is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 as per Listing Rule 7.2 exception 14, and the Shares and Options will be excluded in calculating the Company's 15% placement capacity in ASX Listing Rule 7.1 and 10% additional placement capacity in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 5, 6, 7, 8 and 9 are not passed, the Company will be precluded from issuing the Shares and Options to the Participating Allottees (or their nominated Associates).

Resolutions 5, 6, 7, 8 and 9 operate independently and the passing (or not) of one of these Resolution is not related to passing of the other four Resolutions.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have, in a general meeting, approved the giving of that financial benefit to the Related Party. The Participating Allottees are Directors and are therefore each a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Shares and Options, pursuant to Resolutions 5, 6, 7, 8 and 9, on the basis that exception in section 210 of the Corporations Act applies as the Participating Allottees are proposing to participate in the Conditional Placement on the same terms as other investors in the Placement.

ASX Listing Rules Disclosure

ASX Listing Rule 10.13 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

	Resolution 5	Resolution 6	Resolution 7	Resolution 8	Resolution 9
Party	Sutho One Pty Ltd <Sutho One Super A/C>, an entity associated with Mr Christopher Sutherland.	Labonne Enterprises Pty Ltd <McIntyre Family A/C>, an entity associated with Mr Peter McIntyre.	Mr Antonio Belperio <Southern Macra Resource A/C>, an entity associated with Mr Tony Belperio.	Precambrian Pty Ltd <Kitto & Shepherd S/Fund A/C>, an entity associated with Dr Paul Kitto.	Chessarno Pty Ltd <Chessarno Super Fund A/C>, an entity associated with Mr Duncan Chessell.
Relationship to the Company	In each case, a Director of the Company and, therefore, a person falling within category 10.11.1. of the Listing Rules and their Associates fall within Listing Rule 10.11.4.				
Securities issued	The maximum number of Shares and Options to be issued to Sutho One Pty Ltd <Sutho One Super A/C>, is 5,000,000 Shares and 2,500,000 Options.	The maximum number of Shares and Options to be issued to Labonne Enterprises Pty Ltd <McIntyre Family A/C>, is 50,000,000 Shares and 25,000,000 Options.	The maximum number of Shares and Options to be issued to Mr Antonio Belperio <Southern Macra Resource A/C>, is 1,000,000 Shares and 500,000 Options.	The maximum number of Shares and Options to be issued to Precambrian Pty Ltd <Kitto & Shepherd S/Fund A/C>, is 2,000,000 Shares and 1,000,000 Options.	The maximum number of Shares and Options to be issued to Chessarno Pty Ltd <Chessarno Super Fund A/C>, is 5,000,000 Shares and 2,500,000 Options.
Terms	The material terms of the Options are detailed in Appendix 1. Shares issued in the Conditional Placement and upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.				
Date of issue	The Shares and Options the subject of Resolutions 5, 6, 7, 8 and 9 are proposed to be issued as soon as practicable and in any event no later than 1 month after the Meeting.				
Consideration	The Shares will be issued for \$0.005 (0.5 cents) per Share, being the same issue price as all other Placement participants. The Company will receive \$315,000 for the issue of the Shares. No funds will be raised upon the issue of Options as they will be issued for nil additional consideration. Funds will be raised upon the exercise of Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.				
Material terms of agreement	The Participating Allottees are proposing to participate in the capital raise on the same terms as other Placement participants. The relevant placement agreement provided that the issue price of the Placement Shares was \$0.005 and included various conditions for a placement agreement of this sort.				
Purpose	The funds raised from the issue of Shares will be used for working capital purposes. The Options are being offered to participants in the Conditional Placement for nil additional consideration in order to incentivise participation in the Conditional Placement.				

Board Recommendation

The Directors decline to make a recommendation to Shareholders in relation to their own respective Resolutions under which they will be issued Shares and Options due to their material personal interest in the outcome of that Resolution.

The Directors do not have a personal interest in the outcome of the Resolutions related to the issue of Shares and Options to the other Directors. The Directors (other than the Directors in relation to their own Resolution) recommend that Shareholders vote in favour of Resolutions 5, 6, 7, 8 and 9.

The Directors, except as the recommendation relates to their own Securities, make the recommendation above for the following reasons:

- the issue of Options to the Participating Allottees (or their Associates) will better align the interests of the Participating Allottees with those of Shareholders;

- the issue of the Shares and Options is reasonable and appropriate as the Participating Allottees are proposing to participate in the Conditional Placement on the same terms as other applicants participating in the Placement; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares and Options on the terms proposed.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 5, 6, 7, 8 and 9.

Glossary

In the Notice of Meeting and Explanatory Notes:

10% Additional Placement Capacity means the Equity Securities issued under Listing Rule 7.1A.

ACDT means Australian Central Daylight Time (Adelaide time).

Altitude Minerals or the Company means Altitude Minerals Ltd (ABN 78 650 673 500).

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

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of Altitude Minerals.

Broker Options means the issue of 36,000,000 Options to GBA Capital (or nominee) on the same terms as Placement Options.

Chair of the Meeting means the chairman of the Meeting.

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

Director means a director of the Company.

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

Explanatory Notes means these explanatory notes.

GBA Capital means GBA Capital Pty Ltd (ACN 643 029 123).

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Lead Manager means GBA Capital.

Lead Manager Agreement means the agreement between the Company and GBA Capital to manage the Placement.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting or **General Meeting** means the general meeting of Shareholders to be held at the offices of Grant Thornton, Level 3, 170 Frome Street, Adelaide SA 5000 on Tuesday 27 October 2026 at 9:30am ACDT.

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Options means options to acquire Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

Participating Allottees means, together Directors Chris Sutherland, Peter McIntyre, Tony Belperio, Paul Kitto and Duncan Chessell (or their respective nominee/s).

Placement Options means the unquoted Options issued pursuant to the Placement.

Placement Shares means approximately 180,000,000 Shares (subject to immaterial rounding) issued and to be issued pursuant to the Placement being the sum of Tranche 1 Placement Shares and Tranche 2 Placement Shares.

Resolution means a resolution referred to in this Notice.

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

Tranche 1 Placement Shares means 66,917,561 Shares allotted to applicants under the Placement.

Tranche 2 Placement Shares means 113,082,439 Shares (subject to immaterial rounding) to be allotted to applicants under the Placement following approval at the Meeting.

VWAP means volume weighted average price of the Company's Shares.

Appendix 1

Terms of Options

Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm (Sydney time) on 30 November 2028 (**Expiry Date**). Options not exercised by that date will lapse.

Exercise Price

Each Option entitles the holder to acquire one (1) Share on payment of the sum of \$0.01 per Option (**Exercise Price**) to Altitude Minerals.

Notice of Exercise

Eligible Shareholders will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**).

Options may be exercised at any time prior to 5:00pm (Sydney time) on the Expiry Date by delivering a duly executed Exercise Notice to Altitude Minerals, together with payment for the aggregate Exercise Price for the Options being exercised.

Options will be deemed to have been exercised at a time determined by Altitude Minerals and in any event no earlier than Altitude Minerals having received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

Some or all of the Options may be exercised at any one time or times prior to the Expiry Date. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all Options held by that Option holder must be exercised.

Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as Altitude Minerals' existing Shares on issue as at the date of the exercise of the Options. The full details of the rights attaching to Shares are set out in Altitude Minerals Constitution.

If the holder of any Options exercises less than the total number of Options registered in their name, Altitude Minerals will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

Transfer and Quotation

The holder of any Options may transfer some or all of their Options in any manner authorised by the ASX or the Corporations Act. Altitude Minerals has not applied, and does not currently intend to apply, to the ASX for Quotation of the Options, but reserves the right to do so in the future if permitted by the Corporations Act and Listing Rules.

Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

Bonus Issues

If, prior to the expiry of the options, Altitude Minerals makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for the bonus issue.

Pro-Rata Issue

If, from time to time, before the expiry of the Options, Altitude Minerals makes a pro-rata issue of Shares to shareholders, the exercise price of the Options may be amended in accordance with ASX Listing Rule 6.22.2.

Capital reorganisation

If there is a reorganisation of the issued capital of Altitude Minerals (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the ASX Listing Rules at the time of the reorganisation.

Takeovers prohibition

The issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

No other rights

An Option 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.

Your proxy voting instruction must be received by **9:30am (ACDT) on Sunday, 25 October 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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