ASX ANNOUNCEMENT 25 SEPTEMBER 2026

GENERAL MEETING FRIDAY 30 OCTOBER 2026

VERTEX MINERALS LIMITED ACN 650 116 153 (“**Company”** or “**Vertex”**).

Following is the Vertex Notice of General Meeting, Proxy and Access Letter

The General Meeting will be in person only, at the Park Hyatt Sydney, 7 Hickson Road, The Rocks, NSW 2000, commencing 11.30AM AEDT (Sydney time) on Friday 30 October 2026.

The Notice of General Meeting includes detailed information about how the Company’s shareholders can attend and participate in the general meeting, including how to lodge a proxy and vote.

Copies of all meeting related material, including the Notice of General Meeting, are available to download from the Company’s website and the Company's ASX market announcements platform (ASX: VTX).

This announcement has been approved for release to the ASX by Directors of Vertex Minerals Limited.

FURTHER INFORMATION

Telephone +61 2 7229 4849

or by email at info@vertexminerals.com.au

Bruce McInnes, Executive Chairman

Roger Jackson, Executive Director

Jim Simpson, Executive Director Operations

Tully Richards, Director

VERTEX MINERALS LIMITED
ACN 650 116 153
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	11.30 am (AEDT)
DATE:	Friday, 30 October 2026
PLACE:	Park Hyatt Sydney 7 Hickson Road The Rocks, NSW 2000

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

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

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 Shareholders at 7.00pm (AEDT) on 28 October 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE NEW OPTIONS TO CPS – CONVERTIBLE LOAN AGREEMENTS #1

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

> "That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,333,333 New Options to CPS (and/or its nominee(s)) on the terms *and conditions set out in the Explanatory Statement."*

2. RESOLUTION 2 – APPROVAL TO ISSUE NEW OPTIONS TO JOINT LEAD MANAGER – BLUE OCEAN EQUITIES

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,000,000 New Options to Blue Ocean Equities (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

3. RESOLUTION 3 – APPROVAL TO ISSUE NEW OPTIONS TO JOINT LEAD MANAGER – CPS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 New Options to CPS (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

4. RESOLUTION 4 – APPROVAL TO ISSUE VTXO OPTIONS TO GLOBAL ESG INVESTMENTS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 7,992,966 VTXO Options to Global ESG Investments (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

5. RESOLUTION 5 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO RBTN INVESTMENTS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 7,000,000 New Options and 7,000,000 VTXO Options to RBTN Investments (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

6. RESOLUTION 6 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO RICHSHAM NOMINEES

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 3,500,000 New Options and 3,500,000 VTXO Options to Richsham Nominees (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

7. RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES UNDER TRANCHE 1 TO UNRELATED FIRST LENDERS – CONVERTIBLE LOAN AGREEMENTS #3

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $3,996,501, together with one free attaching VTXO Option for every three Shares subscribed for and issued to the unrelated First Lenders (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES UNDER TRANCHE 2 TO THE UNRELATED FIRST LENDERS – CONVERTIBLE LOAN AGREEMENTS #3

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $5,507,450, together with one free attaching VTXO Option for every three Shares subscribed for and issued to the unrelated First Lenders (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES UNDER TRANCHE 2 TO BRUCE MCINNES - CONVERTIBLE LOAN AGREEMENTS # 3

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $120,987, together with one free attaching VTXO Option for every three Shares subscribed for and issued to a Bruce McInnes (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE SECURITIES TO RBTN INVESTMENTS – CONVERTIBLE LOAN AGREEMENTS #3

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $3,000,000, together with one free attaching VTXO Option for every three Shares subscribed for and issued to RBTN Investments, an unrelated Lender, (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE SECURITIES TO RICHSHAM NOMINEES – CONVERTIBLE LOAN AGREEMENTS #3

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $1,500,000, together with one free attaching VTXO Option for every three Shares subscribed for and issued to Richsham Nominees, an unrelated Lender, (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO VERT – CONVERTIBLE LOAN AGREEMENTS #3

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 4,500,000 VTXO Options and 9,000,000 New Options to Vert (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO NOTEHOLDERS ON CONVERSION OF CONVERTIBLE NOTES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,310,866 Shares to the Noteholders (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL TO ISSUE SECURITIES TO MR ANTHONY JAMES LAKE

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 716,312 Shares to Mr Anthony James Lake (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE SHARES UNDER A FUTURE PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares that when multiplied by at least 80% of the volume weighted average price of the Company's Shares calculated over the five trading dates on which trades actually occur immediately preceding the date of issuing the Shares, will equal up to $10,000,000 to unrelated investors (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

16. RESOLUTION 16 – APPROVAL TO ISSUE SECURITIES TO UNRELATED SECOND LENDERS – UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS #4

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $3,721,847, together with one free attaching VTXO Option for every three Shares subscribed for and issued to the unrelated Second Lenders (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

17. RESOLUTION 17 – APPROVAL TO ISSUE SECURITIES TO BRUCE MCINNES – UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS # 4

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the Conversion Price (Loan), will equal up to $620,308, together with one free attaching VTXO Option for every three Shares subscribed for and issued to Bruce McInnes

(and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

18. RESOLUTION 18 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO VERT UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS #4

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 3,000,000 VTXO Options and 4,200,000 New Options to Vert (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 25 September 2026

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 1 – Approval to issue New Options to CPS – Convertible Loan Agreements #1	CPS (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Approval to issue New Options to Joint Lead Manager – Blue Ocean Equities	Blue Ocean Equities (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 3 – Approval to issue New Options to Joint Lead Manager – CPS	CPS (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to issue VTXO Options to Global ESG Investments	Global ESG Investments (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to issue VTXO Options and New Options to RBTN Investments	RBTN Investments (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to issue VTXO Options and New Options to Richsham Nominees	Richsham Nominees (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Securities under Tranche 1 to the unrelated First Lenders – Convertible Loan Agreements #3	The unrelated First Lenders (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 – Approval to issue Securities under Tranche 2 to the unrelated First Lenders – Convertible Loan Agreements #3	The unrelated First Lenders (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 9 – Approval to issue Securities under Tranche 2 to Bruce McInnes– Convertible Loan Agreements #3	Bruce McInnes (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 10 – Approval to issue Securities to RBTN Investments – Convertible Loan Agreements #3	RBTN Investments (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 11 – Approval to issue Securities to Richsham Nominees – Convertible Loan Agreements #3	Richsham Nominees (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 12 – Approval to issue New Options and VTXO Options to Vert – Convertible Loan Agreements # 3	Vert (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 13 – Approval to issue Shares to Noteholders on conversion of Convertible Notes	The Noteholders (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 14 – Approval to issue Securities to Mr Anthony James Lake	Mr Anthony James Lake (and/or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a

	holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 15 - Approval to issue Shares under a Future Placement	Any persons (and/or their nominee(s)) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 16 – Approval to issue Securities to the unrelated Second Lenders – Under Future Convertible Loan Agreements #4	The unrelated Second Lenders (and/or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 17 – Approval to issue Securities to Bruce McInnes – Under Future Convertible Loan Agreements #4	Bruce McInnes (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 18 – Approval to issue New Options and VTXO Options to Vert – Convertible Loan Agreements # 4	Vert (and/or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting by proxy

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 accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 7229 4849.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – APPROVAL TO ISSUE NEW OPTIONS TO CPS – CONVERTIBLE LOAN AGREEMENTS #1

1.1 General

As announced on 24 December 2024 and 30 January 2025, the Company finalised convertible loan financing arrangements entered into with institutional and sophisticated investors for loan funding of $7.82 million (**Convertible Loan Agreements #1**).

CPS Capital Group Pty Ltd (**CPS**) acted as lead manager to Convertible Loan Agreements #1 pursuant to a lead manager mandate entered into between the Company and CPS (**Mandate**). In consideration for lead manager services provided under the Mandate, it was agreed that CPS (and/or its nominee(s)) would receive:

(a) a management fee of 2% (plus GST) of the total gross proceeds of the Convertible Loan Agreements #1;

(b) a placing fee of 4% (plus GST) of the total gross proceeds of the Convertible Loan Agreements #1; and

(c) subject to Shareholder approval, up to 5,333,333 New Options.

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

The Company previously obtained Shareholder approval to issue up to 5,333,333 VTXOA Options to CPS at a general meeting of Shareholders held on 21 July 2025 (**2025 General Meeting**). However, the Company did not issue the VTXOA Options within three months after the date of the 2025 General Meeting, as required by Listing Rule 7.3.4.

The Mandate contemplated the issue of Options on the terms of the Company's then quoted VTXOA Options. As the VTXOA Options expired on 17 July 2026 before that approval could be re-obtained, the Company and CPS have agreed that the Company will instead issue an equivalent number of New Options, being unlisted Options exercisable at $0.20 each on or before 15 December 2028 on the terms and conditions set out in Schedule 4. Other than the substitution of the New Options for the VTXOA Options, the terms of the Mandate are unchanged.

The Company is therefore required to re-seek Shareholder approval for the issue of up to 5,333,333 New Options to CPS (and/or its nominee(s)) pursuant to this Resolution.

1.2 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 falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

1.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the Mandate. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate the payment terms of the Mandate or pay an amount in cash to CPS.

1.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	CPS (and/or its nominee(s)). The Company confirms that CPS (and/or its nominees) will not be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 5,333,333 New Options will be issued.
Terms of Securities	The New Options will be issued on the terms and conditions of which are set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the New Options within five Business Days of the Meeting. In any event, the Company will not issue any New Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The New Options are being issued at a nil issue price as part consideration for lead manager services provided by CPS.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide consideration to CPS for acting as lead manager to the Convertible Loan Agreements #1.
Summary of material terms of agreement to issue	The New Options are being issued pursuant to the Mandate, the material terms of which are set out in Section 1.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

2. RESOLUTIONS 2 AND 3 – APPROVAL TO ISSUE NEW OPTIONS TO JOINT LEAD MANAGERS

2.1 Placement

On 12 May 2025, the Company announced that it had received firm commitments:

(a) from new and existing professional and sophisticated investors (**Placement Participants**) to raise up to approximately $7.5 million (before costs) via the issue of up to 35,748,989 Shares at an issue price of $0.21 per Share, together with one free-attaching New Option for every three Shares subscribed for and issued to Placement Participants (**Placement Securities**) subject to Shareholder approval which was obtained at the 2025 General Meeting (**Placement**); and

(b) for loan funding of $3.5 million, under a convertible loan facility agreed with institutional and sophisticated investors (**Convertible Loan Agreements #2**).

2.2 Joint Lead Managers

CPS and Blue Ocean Equities Pty Ltd (**Blue Ocean Equities**) acted as the joint lead managers to the Placement (**Joint Lead Managers**) pursuant to a mandate entered into between the Company and the Joint Lead Managers dated 7 May 2025 (**JLM Mandate**).

Under the JLM Mandate, in consideration for joint lead manager services provided in connection with the Placement, the Company agreed to pay/issue the Joint Lead Managers:

(a) a management fee of 3% (plus GST) of the total gross proceeds of the Placement and Convertible Loan Agreements #2;

(b) a placing fee of 3% (plus GST) of the funds raised by the Joint Lead Managers under the Placement and Convertible Loan Agreements #2 (notwithstanding the Joint Lead Managers will not receive a placing fee for those participants who were identified as part of the chairman's list); and

(c) subject to Shareholder approval, a further 8,000,000 New Options to be issued to Blue Ocean Equities and 4,000,000 New Options to be issued to CPS.

The JLM Mandate otherwise contains terms considered standard for an agreement of its kind.

Shareholder approval for the issue of these Options was obtained at the 2025 General Meeting on the basis that they would be issued as VTXOA Options. The Options were not issued within three months after the date of the 2025 General Meeting, as required by Listing Rule 7.3.4, and the VTXOA Options subsequently expired on 17 July 2026. The Company and the Joint Lead Managers have therefore agreed that the Company will instead issue an equivalent number of New Options on the terms and conditions set out in Schedule 4. Other than the substitution of the New Options for the VTXOA Options, the terms of the JLM Mandate are unchanged.

Accordingly, these Resolutions seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to an aggregate 12,000,000 New Options to the Joint Lead Managers (and/or their respective nominee(s)) as part consideration for lead manager services provided under JLM Mandate.

2.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate the payment terms of the JLM Mandate or pay an amount in cash to Blue Ocean Equities and CPS, consequently depleting the Company's cash reserves.

2.5 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Blue Ocean Equities (and/or its nominee(s)) and CPS (and/or its nominee(s)). The Company confirms that Blue Ocean Equities (and/or its nominee(s)) and CPS (and/or its nominees) will not be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to an aggregate of 12,000,000 New Options will be issued as follows:

REQUIRED INFORMATION	DETAILS
	(a) 8,000,000 New Options to Blue Ocean Equities (and/or its nominee(s)) pursuant to Resolution 2; and (b) 4,000,000 New Options to CPS (and/or its nominee(s)) pursuant to Resolution 3.
Terms of Securities	The New Options will be issued on the terms and conditions of which are set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the New Options within five Business Days of the Meeting. In any event, the Company will not issue any New Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The New Options are being issued at a nil issue price as part consideration for joint lead manager services provided by Blue Ocean Equities and CPS.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide consideration to Blue Ocean Equities and CPS for acting as the Joint Lead Managers to the Placement.
Summary of material terms of agreement to issue	The New Options are being issued under the JLM Mandate, a summary of the material terms of which is set out in Section 2.2.
Voting exclusion statement	Voting exclusion statements apply to each of these Resolutions.

3. RESOLUTION 4 – APPROVAL TO ISSUE VTXO OPTIONS TO GLOBAL ESG INVESTMENTS

3.1 General

On 24 December 2025, the Company announced that it had entered into a loan facility agreement (**Global Loan Agreement**) with Global ESG Investments Limited (**Global ESG Investments**), pursuant to which Global ESG Investments agreed to advance a single-term loan facility of $1,500,000 to the Company.

The Global Loan Agreement included a fixed interest amount of $112,437 (being approximately 12.85% per annum for the initial 7-month term) (**Global Interest Amount**).

The Company and Global ESG Investments subsequently agreed to vary certain terms of the Global Loan Agreement pursuant to an amended agreement dated 4 September 2026 (**Amended Global Loan Agreement**).

The material terms of the Global Loan Agreement, as varied by the Amended Global Loan Agreement, are set out in the table below.

	Global Loan Agreement	Amended Global Loan Agreement
Principal	$1,500,000	$1,500,000
Term	Maturing 7 months from drawdown	Maturing 2 November 2026 (**Maturity Date**)
Interest	Fixed interest amount of $112,437 (being approximately 12.85% per annum for the 7-month term) (**Global Interest Amount**). If any amount (principal, interest or fees) is not paid when due, default interest of 25.70%	For the period 18 December 2025 to 18 July 2026: Fixed interest amount of $112,437 (being approximately 12.85% per annum for the 7-

	Global Loan Agreement	Amended Global Loan Agreement
	per annum applies to the overdue amount, calculated daily and payable on demand until full payment.	month term). If any amount (principal, interest or fees) is not paid when due, default interest of 25.70% per annum applies to the overdue amount, calculated daily and payable on demand until full payment. For the period 18 July 2026 to 2 November 2026, an additional fixed interest amount $127,352, being 25.7% per annum compounded daily for the period 18 July 2026 to 2 November 2026. Total interest is $239,789 (**Amended Global Interest Amount**). On the Maturity Date, the Company must pay as cleared funds the principal of $1,500,000, the fixed interest amount of $112,437, additional fixed interest of $127,352, and any other amount then payable. The aggregate of the principal, fixed interest amount and additional fixed interest amount is $1,739,789.
Options	At the election of Global ESG Investments and subject to Shareholder approval, payment of the Global Interest Amount may be satisfied by the issue of Option bundles comprising one VTXO Option (at a deemed value of $0.03) and one VTXOA Option (at a deemed value of $0.03). Global ESG Investments may elect to receive the Global Interest Amount: (a) 100% in cash; (b) 100% in Options to be issued by the Company to Global ESG Investments (and/or its nominee(s)) (being 1,873,950 VTXO Options and 1,873,950 VTXOA Options); or (c) in any combination of cash or Options. In the event Shareholder approval is not obtained at the Meeting, the Company will not issue any Options, and the Company must pay the outstanding principal plus the full Global Interest Amount in cash within 30 days after the date of the Meeting.	As part consideration for the Amended Global Loan Agreement, the Company also granted Global ESG Investments the VTXO Acquisition Right to subscribe for up to 7,992,966 VTXO Options at a $0.03 subscription price per VTXO Option. The issue of the VTXO Options is subject to Shareholder approval. If exercised during the final ten Business Days before expiry, the Lender may simultaneously exercise the resulting VTXO by paying both the $0.03 subscription price and the applicable VTXO exercise price. If approval is not obtained at the Meeting, the Company will not issue any VTXO Options but must use its best endeavours to procure the transfer of the corresponding number of existing VTXO Options to Global ESG Investments or its designated person on the same economic terms.
Security	The loan is unsecured.	The loan is unsecured.

	Global Loan Agreement	Amended Global Loan Agreement
Other terms	The Global Loan Agreement is otherwise on terms considered standard for an agreement of its kind.	The VTXO Acquisition Right survives repayment of the loan and termination or expiry of the Global Loan Agreement. The Company must also offer participation of up to 20% in any underwriting, sub-underwriting or shortfall arrangement associated with the exercise or expiry of VTXO, on market-standard terms no less favourable than those offered to other participants. The Global Loan Agreement is otherwise on terms considered standard for an agreement of its kind.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to an aggregate of 7,992,966 VTXO Options pursuant to the VTXO Acquisition Right granted to Global ESG Investments (and/or its nominee(s)) as additional consideration under the Amended Global Loan Agreement.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in accordance with the terms of the Amended Global Loan Agreement. 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the VTXO Options and, in accordance with the terms of the Amended Global Loan Agreement, the Company must use its best endeavours to procure the transfer of the corresponding number of existing VTXO Options to Global ESG Investments or its designated person on the same economic terms.

3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Global ESG Investments (and/or its nominee(s)). The Company confirms that Global ESG Investments (and/or its nominees) will not be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 7,992,966 VTXO Options will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	Subject to Global ESG Investments exercising the VTXO Acquisition Right, the Company expects to issue the relevant VTXO Options promptly following each valid exercise of the VTXO Acquisition Right. The Company will issue the VTXO Options pursuant to a prospectus lodged with ASIC and ASX to ensure they are cleansed for the purposes of on-selling. In any event, the Company will not issue any VTXO Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The VTXO Options will be issued on exercise of the VTXO Acquisition Right granted to Global ESG Investments under the Amended Global Loan Agreement. The VTXO Options have an issue price of $0.03 pursuant to the Amended Global Loan Agreement. Accordingly, on receipt of valid notice from Global ESG Investments, the Company will receive up to $0.03 per VTXO Option issued, for an aggregate subscription amount of $239,789. Additionally, on subsequent exercise of each VTXO Option into a Share, the Company will receive the exercise price of $0.15 per VTXO Option (up to an aggregate of $1,198,945 if all VTXO Options are exercised). The Company intends to apply any funds received from the exercise of the VTXO Acquisition Right and the subsequent exercise towards funding ongoing working capital and repaying debt
Purpose of the issue, including the intended use of any funds raised by the issue	To enable Global ESG Investments to subscribe for VTXO Options pursuant to the VTXO Acquisition Right granted to it as additional consideration under the Amended Global Loan Agreement.
Summary of material terms of agreement to issue	The VTXO Options are being issued under the Amended Global Loan Agreement, a summary of the material terms of which is set out in Section 3.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 5 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO RBTN INVESTMENTS

4.1 General

On 11 March 2026, the Company announced that it had renegotiated the terms of a loan facility agreement (**RBTN Loan Agreement**) with RBTN Investments Pty Ltd (ACN 681 587 600) <RBTN A/C> (**RBTN Investments**), pursuant to which RBTN Investments agreed to advance a single-term loan facility of $3,000,000 to the Company.

The RBTN Loan Agreement has the following material terms:

Principal	$3,000,000 (**RBTN Loan Principal**)
Term	10 months from the drawdown date.
Interest	Fixed interest amount of $360,000 (being 14.40% per annum for the 10-month term) where simple non-compounded interest is calculated monthly and payable on the maturity date (**RBTN Interest Amount**). If

	any amount (RBTN Loan Principal, RBTN Interest Amount or RBTN Fees) is not paid on the maturity date, interest on such overdue amount increases to 20.00% per annum, calculated daily and payable on demand until full repayment.
Fees	RBTN Investments is entitled to be paid: (a) an establishment fee of $30,000; and (d) a completion fee of $30,000, (together, the **RBTN Fees**).
Options	At the election of RBTN Investments in its sole discretion and subject to Shareholder approval, payment of the RBTN Interest Amount and the RBTN Fees may be satisfied by the Company issuing Option bundles comprising one VTXO Option (at a deemed value of $0.03) and one New Option (at a deemed value of $0.03). RBTN Investments may elect to receive the RBTN Interest Amount and the RBTN Fees: (a) 100% in cash; (b) 100% in Options to be issued by the Company to RBTN Investments (and/or its nominee(s)) (being 7,000,000 VTXO Options and 7,000,000 New Options); or (c) in any combination of cash or Options. The Options are fixed as to number and rate. In the event Shareholder approval is not obtained at the Meeting or RBTN Investments does not elect to receive Options, the Company will not issue any Options and the Company must pay the outstanding principal plus the full RBTN Interest Amount and the RBTN Fees in cash on the maturity date.
Convertible note election	At any time during the term of the RBTN Loan Agreement, RBTN Investments may elect to convert the principal loan amount in whole or in part on the same terms as any convertible note instrument issued by the Company during the term of the RBTN Loan Agreement. If RBTN Investments elects to convert some or all of the principal loan amount, the RBTN Interest Amount remains payable for the full term. Any election by RBTN Investments to convert the principal loan amount is also the subject of Resolution 10. The convertible note instrument referred to above is the convertible note instrument constituted by the Convertible Loan Agreements #3 (as described in Section 6.1). Accordingly, if RBTN Investments elects to convert the RBTN Loan Principal, the RBTN Loan Principal will convert into Shares at the Conversion Price (Loan), together with one free-attaching VTXO Option for every three Shares issued, on the same terms as the Convertible Loan Agreements #3. The RBTN Interest Amount and the RBTN Fees are not converted into Shares with one free-attaching VTXO Option for every three Shares issued, and are dealt with separately under Resolution 5.
Security	The Company has agreed to grant specific security interests to RBTN Investments over the Company's Hargraves tenements EL6996 and EL9485. In the event RBTN Investments reasonably considers the specific security granted is insufficient to cover future loan repayments, RBTN Investments is also entitled to require the Company to enter into a general security deed to grant a security interest over all present and after-acquired property in the Company.
Other terms	The RBTN Loan Agreement is otherwise on terms considered standard for an agreement of its kind.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 7,000,000 New Options and 7,000,000 VTXO Options to RBTN Investments (and/or its nominee(s)) in satisfaction of the RBTN Interest Amount and the RBTN Fees under the RBTN Loan Agreement.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the RBTN Loan Agreement. 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 this Resolution is not passed, the Company will not be able to proceed with the issue of any Options and, in accordance with the terms of the RBTN Loan Agreement, the Company must pay the outstanding principal plus the full RBTN Interest Amount and the RBTN Fees in cash.

4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	RBTN Investments (and/or its nominee(s)). Based upon enquiries made by the Company and the Company's records, Mr Timothy Neesham, and his associate, Mr Reegan Buswell, are Material Persons, by virtue of Mr Neesham being a representative of CPS, an advisor to the Company. Messrs Neesham's and Buswell's related entity RBTN Investments Pty Ltd (and/or its nominees) will be issued up to 42,857,142 Shares, assuming a deemed issue price of $0.07 per Share, (being 50% of the Conversion Price (Loan)), being the subject of Resolution 10. The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 6.1) equals up to $3,000,000, being the RBTN Loan Principal, representing approximately 7.3% of the issued capital of the Company (assuming the Shares are issued at the Conversion Price (Loan), being $0.14), or approximately 14.5% of the issued capital of the Company (assuming the Shares are issued at a Conversion Price (Loan) of $0.07, being 50% of the $0.14 price cap).
Number of Securities and class to be issued	Up to an aggregate of 14,000,000 Options will be issued, comprising: (a) up to 6,000,000 VTXO Options and up to 6,000,000 New Options in respect of the RBTN Interest Amount; and (b) up to 1,000,000 VTXO Options and up to 1,000,000 New Options in respect of the RBTN Fees.
Terms of Securities	The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1. The New Options will be issued on the terms and conditions set out in Schedule 4.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	Subject to RBTN Investments electing to receive any or all of the RBTN Interest Amount and/or RBTN Fees via the issue of Options, the Company expects to issue the Options in accordance with the indicative timetable to be set out in a prospectus to be lodged with the ASIC and ASX following receipt of the requisite Shareholder approvals at the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued in satisfaction of the RBTN Interest Amount and the RBTN Fees under the RBTN Loan Agreement. Accordingly, no funds will be raised pursuant to the issue of the Options. Notwithstanding this, the Options have a deemed value of $0.03 for the purposes of calculating the number of Options to be issued in satisfaction of the RBTN Interest Amount and the RBTN Fees, as set out in Section 4.1.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations to pay the RBTN Interest Amount and the RBTN Fees in accordance with the terms of the RBTN Loan Agreement.
Summary of material terms of agreement to issue	The Options are being issued under the RBTN Loan Agreement, a summary of the material terms of which is set out in Section 4.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 6 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO RICHSHAM NOMINEES

5.1 General

On 11 March 2026, the Company announced that it had entered into a loan facility agreement (**Richsham Loan Agreement**) with Richsham Nominees Pty Ltd (ACN 123 132 525) (**Richsham Nominees**), pursuant to which Richsham Nominees agreed to advance a single-term loan facility of $1,500,000 to the Company.

The Richsham Loan Agreement has the following material terms:

Principal	$1,500,000 (**Richsham Loan Principal**)
Term	10 months from the drawdown date.
Interest	Fixed interest amount of $180,000 (being 14.40% per annum for the 10-month term) where simple non-compounded interest is calculated monthly and payable on the maturity date (**Richsham Interest Amount**). If any amount (Richsham Loan Principal, Richsham Interest Amount or Richsham Fees) is not paid on the maturity date, interest on such overdue amount increases to 20.00% per annum, calculated daily and payable on demand until full repayment.
Fees	Richsham Nominees is entitled to be paid: (a) an establishment fee of $15,000; and (b) a completion fee of $15,000, (together, the **Richsham Fees**).

Options	Subject to Shareholder approval, Richsham Nominees, in its sole discretion, may elect at any time within three months after the Meeting that payment of the Richsham Interest Amount and the Richsham Fees may be satisfied by the Company issuing Option bundles comprising one VTXO Option (at a deemed value of $0.03) and one New Option (at a deemed value of $0.03). Richsham Nominees may elect to receive the Richsham Interest Amount and the Richsham Fees: (a) 100% in cash; (b) 100% in Options to be issued by the Company to Richsham Nominees (and/or its nominee(s)) (being 3,500,000 VTXO Options and 3,500,000 New Options); or (c) in any combination of cash or Options. In the event Shareholder approval is not obtained at the Meeting or Richsham Nominees does not elect to receive Options, the Company will not issue any Options and the Company must pay the outstanding principal plus the full Richsham Interest Amount and the Richsham Fees in cash on the maturity date.
Convertible note election	At any time prior to the date which is 10 business days prior to the maturity date of the Richsham Loan Agreement, Richsham Nominees may elect to convert the principal loan amount in whole or in part on the same terms as any convertible note instrument issued by the Company after the date of the Richsham Loan Agreement and approved by Shareholders in general meeting. If Richsham Nominees elects to convert some or all of the principal loan amount, the Richsham Interest Amount which has accrued on the principal loan amount up to the date of conversion remains payable on the maturity date unless Richsham Nominees elects to receive Options in lieu of the Richsham Interest Amount. Any election by Richsham Nominees to convert the principal loan amount is also the subject of Resolution 11. The convertible note instrument referred to above is the convertible note instrument constituted by the Convertible Loan Agreements #3 (as described in Section 6.1). Accordingly, if Richsham Nominees elects to convert the Richsham Loan Principal, the Richsham Loan Principal will convert into Shares at the Conversion Price (Loan), together with one free-attaching VTXO Option for every three Shares issued, on the same terms as the Convertible Loan Agreements #3. The Richsham Interest Amount and the Richsham Fees are not converted into Shares with one free-attaching VTXO Option for every three Shares issued, and are dealt with separately under Resolution 6.
Security	The Company has agreed to grant a specific security interest to Richsham Nominees over the Company's Dun Dun tenement EL9868. In the event Richsham Nominees reasonably considers the specific security granted is insufficient to cover future loan repayments, Richsham Nominees is also entitled to require the Company to enter into a general security deed to grant a security interest over all present and after-acquired property in the Company.
Other terms	The Richsham Loan Agreement is otherwise on terms considered standard for an agreement of its kind.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 3,500,000 New Options and 3,500,000 VTXO Options to Richsham Nominees (and/or its nominee(s)) in satisfaction of the Richsham Interest Amount and the Richsham Fees under the Richsham Loan Agreement.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the Richsham Loan Agreement. 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 this Resolution is not passed, the Company will not be able to proceed with the issue of any Options and, in accordance with the terms of the Richsham Loan Agreement, the Company must pay the outstanding principal plus the full Richsham Interest Amount and the Richsham Fees in cash.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Richsham Nominees (and/or its nominee(s)). As set out above at Section 4.4 Mr Neesham is a Material Person. Richsham Nominees Pty is an associated entity of Mr Neesham and will be issued up to 21,428,571 Shares assuming a deemed issue price of $0.07 per Share (being 50% of the Conversion Price (Loan)), being the subject of Resolution 11. The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 23.1) equals up to $1,500,000, being the Richsham Loan Principal, representing approximately 3.6% of the issued capital of the Company (assuming the Shares are issued at the Conversion Price (Loan), being $0.14), or approximately 7.3% of the issued capital of the Company (assuming the Shares are issued at a Conversion Price (Loan) of $0.07, being 50% of the $0.14 price cap).
Number of Securities and class to be issued	Up to an aggregate of 7,000,000 Options will be issued, comprising: (a) up to 3,000,000 VTXO Options and up to 3,000,000 New Options in respect of the Richsham Interest Amount; and (b) up to 500,000 VTXO Options and up to 500,000 New Options in respect of the Richsham Fees.
Terms of Securities	The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1. The New Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	Subject to Richsham Nominees electing to receive any or all of the Richsham Interest Amount and/or Richsham Fees via the issue of Options, the Company expects to issue the Options in accordance with the indicative timetable to be set out in a prospectus to be lodged with the ASIC and ASX

REQUIRED INFORMATION	DETAILS
	following receipt of the requisite Shareholder approvals at the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued in satisfaction of the Richsham Interest Amount and the Richsham Fees under the Richsham Loan Agreement. Accordingly, no funds will be raised pursuant to the issue of the Options. Notwithstanding this, the Options have a deemed value of $0.03 for the purposes of calculating the number of Options to be issued in satisfaction of the Richsham Interest Amount and the Richsham Fees, as set out in Section 5.1.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations to pay the Richsham Interest Amount and the Richsham Fees in accordance with the terms of the Richsham Loan Agreement.
Summary of material terms of agreement to issue	The Options are being issued under the Richsham Loan Agreement, a summary of the material terms of which is set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. BACKGROUND TO RESOLUTIONS 7 TO 12 – CONVERTIBLE LOAN AGREEMENTS #3

6.1 Overview of the Convertible Loan Agreements #3 (Resolutions 7 to 9)

As announced on 25 March 2026 and 29 June 2026, the Company has entered into a series of convertible loan facility agreements (**Convertible Loan Agreements #3**) with unrelated and related sophisticated and professional investors (**First Lenders**) to raise an aggregate of up to $9,000,000 in loan funding (**First Loan Funds**).

In accordance with the terms of the Convertible Loan Agreements #3, subject to Shareholder approval, the principal amount of the First Loan Funds together with any interest accrued at the maturity date (together, the **First Outstanding Sum**) will convert into Shares at a conversion price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date (**Conversion Price (Loan)**), together with one free-attaching VTXO Option for every three Shares issued on conversion of the First Outstanding Sum, which will occur in two separate tranches comprising:

(a) up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal up to $3,996,501 including $286,501 accrued interest (being the First Outstanding Sum under the first tranche), together with one free-attaching VTXO Option for every three Shares subscribed for and issued to the unrelated First Lenders (**Tranche 1**), being the subject of Resolution 7; and

(b) up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal up to $5,628,437 including $338,437 accrued interest (being the First Outstanding Sum under the second tranche), together with one free-attaching VTXO Option for every three Shares subscribed for and issued to the First Lenders (**Tranche 2**), as follows:

 (i) up to $5,507,450 including $332,450 accrued interest from unrelated First Lenders, being the subject of Resolution 8; and

 (ii) up to $120,987 including $5,987 accrued interest from a related First Lender, being the subject of Resolution 9.

The below table sets out the numbers of Shares and VTXO Options that could be issued under these Resolutions, assuming all the First Loan Funds of $9,000,000 is converted at the Conversion Price (Loan) of $0.14 (maximum) and a 50% decrease to the Conversion Price (Loan), being $0.07 per Share.

FIRST LOAN FUNDS	CONVERSION PRICE (LOAN)	NUMBER OF SHARES ISSUED FOR THE CONVERSION PRICE (LOAN)	NUMBER OF VTXO OPTIONS ISSUED FOR NO ADDITIONAL CONSIDERATION	MARKET PRICE AS AT 17 SEPTEMBER 2026	
		A divided by B (rounded)	C divided by 3	Shares	VTXO Options
A	B	C	D		
$9,000,000	$0.14	64,285,714	21,428,571	$0.115	$0.031
$9,000,000	$0.07	128,571,428	42,857,142	$0.115	$0.031

The material terms of the Convertible Loan Agreements #3 are set out in Schedule 2.

6.2 Overview of the RBTN Loan Agreement

At any time during the term of the RBTN Loan Agreement, being the subject of Resolution 5, RBTN Investments may elect to convert the principal loan amount in whole or in part on the same terms as any convertible note instrument issued by the Company during the term of the RBTN Loan Agreement.

If RBTN Investments elects to convert some or all of the principal loan amount, the RBTN Interest Amount remains payable for the full term.

Any election by RBTN Investments to convert the principal loan amount is also the subject of Resolution 10. The convertible note instrument referred to above is the convertible note instrument constituted by the Convertible Loan Agreements #3 (as described in Section 6.1). Accordingly, if RBTN Investments elects to convert the RBTN Loan Principal, the RBTN Loan Principal will convert into Shares at the Conversion Price (Loan), together with one free-attaching VTXO Option for every three Shares issued, on the same terms as the Convertible Loan Agreements #3. The RBTN Interest Amount and the RBTN Fees are not converted into Shares and are dealt with separately under Resolution 5.

The below table sets out the numbers of Shares and VTXO Options that could be issued under Resolution 10, assuming all the RBTN Loan Principal is converted at the Conversion Prices (Loan) of $0.14 per Share (maximum) and a 50% decrease to the Conversion Price (Loan), being $0.07 per Share.

RBTN LOAN PRINCIPAL	CONVERSION PRICE (LOAN)	NUMBER OF SHARES ISSUED FOR THE CONVERSION PRICE (LOAN)	NUMBER OF VTXO OPTIONS ISSUED FOR NO ADDITIONAL CONSIDERATION	MARKET PRICE AS AT 17 SEPTEMBER 2026	
		A divided by B equals C	C divided by 3	Shares	VTXO Options
A	B	C	D		
$3,000,000	$0.14	21,428,571	7,142,857	$0.115	$0.031
$3,000,000	$0.07	42,857,142	14,285,714	$0.115	$0.031

6.3 Overview of the Richsham Loan Agreement

At any time prior to the date which is 10 business days prior to the maturity date of the Richsham Loan Agreement, being the subject of Resolution 6, Richsham Nominees may elect to convert the principal loan amount in whole or in part on the same terms as any convertible note instrument issued by the Company after the date of the Richsham Loan Agreement and approved by Shareholders in general meeting.

If Richsham Nominees elects to convert some or all of the principal loan amount, the Richsham Interest Amount which has accrued on the principal loan amount up to the date of conversion remains payable on the maturity date unless Richsham Nominees elects to receive Options in lieu of the Richsham Interest Amount.

Any election by Richsham Nominees to convert the principal loan amount is also the subject of Resolution 11. The convertible note instrument referred to above is the convertible note instrument constituted by the Convertible Loan Agreements #3 (as described in Section 6.1). Accordingly, if Richsham Nominees elects to convert the Richsham Loan Principal, the Richsham Loan Principal (together with accrued interest) will convert into Shares at the Conversion Price (Loan), together with one free-attaching VTXO Option for every three Shares issued, on the same terms as the Convertible Loan Agreements #3.

The below table sets out the numbers of Shares and VTXO Options that could be issued under Resolution 11, assuming all the Richsham Loan Principal is converted at the Conversion Prices (Loan) of $0.14 per Share (maximum) and a 50% decrease to the Conversion Price (Loan), being $0.07 per Share.

RICHSHAM LOAN PRINCIPAL	CONVERSION PRICE (LOAN)	NUMBER OF SHARES ISSUED FOR THE CONVERSION PRICE (LOAN)	NUMBER OF VTXO OPTIONS ISSUED FOR NO ADDITIONAL CONSIDERATION	MARKET PRICE AS AT 17 SEPTEMBER 2026	
		A divided by B equals C	C divided by 3	Shares	VTXO Options
A	B	C	D		
$1,500,000	$0.14	10,714,285	3,571,428	$0.115	$0.031
$1,500,000	$0.07	21,428,571	7,142,857	$0.115	$0.031

6.4 Lead Manager

The Company has engaged Vert Capital Pty Ltd (**Vert**) to act as lead manager to the Convertible Loan Agreements #3 pursuant to a lead manager mandate entered into between the Company and Vert (**First Vert Mandate**). In consideration for lead manager services provided under the First Vert Mandate, the Company has agreed to pay/issue Vert:

(a) a management fee of 2% (plus GST) of the total gross proceeds of the Convertible Loan Agreements #3;

(b) a lead manager fee of 4% (plus GST) of the total gross proceeds of the Convertible Loan Agreements #3;

(c) subject to Shareholder approval, an aggregate of 13,500,000 Options, comprising:

  (i) 4,500,000 VTXO Options; and

  (ii) 9,000,000 New Options,

  (being the subject of Resolution 12).

The First Vert Mandate otherwise contains terms considered standard for an agreement of its kind.

6.5 Use of Funds

The Company used funds raised under the Convertible Loan Agreements #3 for providing additional working capital while the Company progresses underground development and continues to build steady gold production and sales from its Reward Gold Mine.

After recent approval for 24/7 underground operations (ASX: VTX announcement dated 20 August 2026 and titled "*Development Application Modification Approved*"), and commissioning of the processing plant and the TOMRA ore sorter, the funding is assisting the Company to further develop gold processing at Vertex's Hill End Gold Project, its Reward Mine. The Company's recently updated Mineral Resource Estimate (ASX: VTX announcement dated 2 September 2026 and titled "*Updated Mineral Resource Estimate Reward Gold Mine*")[1] and planned exploration below Reward at Fosters will direct working capital requirements for the new funds.

Underground diamond drilling is also planned to commence in the first quarter of 2027.

7. RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE SECURITIES TO UNRELATED FIRST LENDERS - CONVERTIBLE LOAN AGREEMENTS #3

7.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal to the First Outstanding Sum, together with one free-attaching VTXO Option for every three Shares issued to the First Lenders (and/or their nominee(s)) on conversion of the First Outstanding Sum under the Convertible Loan Agreements #3, as follows:

(a) up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal up to $3,996,501 including $286,501 accrued interest (being the First Outstanding Sum under Tranche 1), together with one free-attaching VTXO Option for every three Shares subscribed for and issued to the First Lenders under Tranche 1 (Resolution 7); and

(b) up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal up to $5,507,450 including $332,450 accrued interest (being the First Outstanding Sum under Tranche 2), together with one free-attaching VTXO Option for every three Shares subscribed for and issued to the unrelated First Lenders under Tranche 2 (Resolution 8),

as set out in Section 6.1 above.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issues fall within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issues therefore require the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues under Tranche 1 and Tranche 2 to unrelated First Lenders (or their nominees).

In addition, the issues 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.

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[1] The Notice refers to announcements available at www.vertexminerals.com.au and on the ASX platform under code VTX. The Company confirms that it is not aware of any new information or data that materially affects the information included in those original market announcements, and that all material assumptions and technical parameters underpinning those announcements continue to apply and have not materially changed.

If these Resolutions are not passed, the Company will not be able to proceed with the issues on conversion of Tranche 1 and Tranche 2 to unrelated First Lenders (or their nominees) in satisfaction of the First Outstanding Sum. Instead, the First Outstanding Sum will become due and payable and the Company will be required to pay the First Outstanding Sum in cash within four months from the date of the Meeting.

If one of these Resolutions is passed and the other, or Resolution 9, are not, the Company will only be able to proceed with the issue in respect of that tranche for which Shareholder approval was obtained and the Company will be required to pay the First Outstanding Sum in cash within four months from the date of the Meeting in respect of the tranche for which Shareholder approval was not obtained.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The First Lenders (and/or their nominee(s)), being unrelated sophisticated and professional investors who were identified through a bookbuild process, which involved Vert seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Based upon enquiries made by the Company and the Company's records: (a) Mr Timothy Neesham, and his associate Mr Reegan Buswell are Material Persons of the Company by virtue of Mr Neesham being a representative of CPS, an advisor to the Company, and Messrs Neesham's and Buswell's related entities will be issued approximately 18.8 million Shares (assuming the Shares are issued at the Conversion Price (Loan), being $0.14) as a result of Mr Neesham's related entities participation in Convertible Loan #3, representing approximately 6.4% of the issued capital of the Company (assuming a Conversion Price (Loan) of $0.14), or approximately 37.6 million shares representing approximately 12.7% of the issued capital of the Company (assuming a Conversion Price (Loan) of $0.07, being 50% of the $0.14 price cap); and (b) Gleneden Nominees Pty Ltd is a Material Person by virtue of being substantial shareholder in the Company and, as a result of its participation in Convertible Loan #3, will be issued approximately 7.4 million Shares in the Company (assuming the Shares are issued at the Conversion Price (Loan), being $0.14) representing approximately 2.5% of the issued capital of the Company. Assuming a Conversion Price (Loan) of $0.07 (being 50% of the $0.14 price cap), Gleneden Nominees Pty Ltd would be issued approximately 14.8 million Shares, representing approximately 5.0% of the issued capital of the Company.
Number of Securities and class to be issued	The maximum number of Shares to be issued is 135,770,728 Shares, at a deemed issue price of $0.07 per Share (being 50% of the Conversion Price (Loan)). The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in

REQUIRED INFORMATION	DETAILS
	Section 6.1) equals $9,503,951 including $618,951 accrued interest, being the First Outstanding Sum. The maximum number of VTXO Options to be issued is equal to one third of the number of Shares to be issued as the VTXO Options will be issued free attaching with the Shares on a one-for three basis, being up to 45,256,909 VTXO Options (assuming the maximum number of Shares set out above). These maximum numbers of Shares and VTXO Options are not calculated by reference to the Conversion Price (Loan) as defined, but reflect the maximum number of Securities calculated assuming a 50% decrease to the Conversion Price (Loan) (being an assumed issue price of $0.07 per Share), for the purpose of illustrating the maximum number of Securities that may be issued. Refer to the Dilution table below for further details.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within five Business Days of the Meeting. The Company expects to issue the VTXO Options in accordance with the indicative timetable to be set out in a prospectus to be lodged with the ASIC and ASX following receipt of the requisite Shareholder approvals at the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at the Conversion Price (Loan) as set out in Section 6.1, being the price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date. The VTXO Options will be issued at nil issue price as the VTXO Options will be issued free attaching to the Shares on a 1:3 basis. The Company will not receive any other consideration for the issue of the Securities, other than the funds received on exercise of the VTXO Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Securities will be issued to unrelated parties on conversion of the First Outstanding Sum under Tranche 1 (Resolution 7) and Tranche 2 (Resolution 8) of the Convertible Loan Agreements #3. Refer to Section 6.5 for the proposed use of funds raised under the Convertible Loan Agreements #3.
Summary of material terms of agreement to issue	The Securities are being issued under the Convertible Loan Agreements #3, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statements	Voting exclusion statements apply to each of these Resolutions.

7.5 Dilution

Set out below is a worked example of the number of Securities that may be issued under Resolutions 7, 8, 9, 10 and 11, based on the assumed conversion prices of $0.14 and $0.07 per Share, being the conversion price at which the First Outstanding Sum will be converted (assuming that $0.14 is lower than the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date), and a conversion price which is equal to 50% of $0.14 to illustrate the effect of the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date being less than the Conversion Price (Loan).

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SECURITIES WHICH MAY BE ISSUED[1]		CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE[3]	DILUTION EFFECT ON EXISTING SHAREHOLDERS[4]
	SHARES[2]	OPTIONS		
$0.07	201,784,827	67,261,609	295,188,496	68.36%
$0.14	100,892,414	33,630,804	295,188,496	34.18%

Notes:

1. Rounded to the nearest whole number.
1. The maximum number of Shares to be issued pursuant to this Notice, includes:
   (a) Up to $3,996,501 worth of Shares, the subject of Resolution 7;
   (b) Up to $5,507,450 worth of Shares, the subject of Resolution 8;
   (c) Up to $120,987 worth of Shares, the subject of Resolution 9;
   (d) Up to $3,000,000 worth of Shares, the subject of Resolution 10; and
   (e) Up to $1,500,000 worth of Shares, the subject of Resolution 11.
2. There are currently 295,188,496 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares and Options which may be issued pursuant to these Resolutions (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual Conversion Price (Loan) may differ. This will result in the maximum number of Shares and Options to be issued and the dilution percentage to also differ.
4. No immediate dilution will occur as a result of the issue of Options under these Resolutions. However, subsequent exercise of any or all of the Options will result in dilution.

For the avoidance of doubt, the below table set out the maximum number of Shares to be issued under each Resolution 7 to 11 (inclusive).

RESOLUTION	VALUE OF SHARES	MAXIMUM NUMBER OF SECURITIES WHICH MAY BE ISSUED[1]		DILUTION EFFECT ON EXISTING SHAREHOLDERS[3]	MAXIMUM NUMBER OF SECURITIES WHICH MAY BE ISSUED[2]		DILUTION EFFECT ON EXISTING SHAREHOLDERS[3]
		SHARES	OPTIONS		SHARES	OPTIONS	
7	$3,996,501	28,546,436	9,515,479	9.67%	57,092,871	19,030,957	19.34%
8	$5,507,450	39,338,929	13,112,976	13.33%	78,677,857	26,225,952	26.65%
9	$120,987	864,193	288,064	0.29%	1,728,386	576,129	0.59%
10	$3,000,000	21,428,571	7,142,857	7.26%	42,857,142	14,285,714	14.52%
11	$1,500,000	10,714,285	3,571,428	3.63%	21,428,571	7,142,857	7.26%

Notes:

1. Assuming an issue price of $0.14 per Share.
2. Assuming an issue price of $0.07 per Share.
3. There are currently 295,188,496 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares and Options which may be issued pursuant to these Resolutions (based on the assumed issue prices set out in the table).

As the Conversion Price (Loan) under Resolutions 7, 8, 9, 10 and 11 are linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

8. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES UNDER TRANCHE 2 TO BRUCE MCINNES - CONVERTIBLE LOAN AGREEMENTS # 3

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the conversion of up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal to $120,987 including $5,987 accrued interest (being the First Outstanding Sum within the second tranche), together with one free-attaching VTXO Option for every three Shares subscribed for and issued to Bruce McInnes (and/or his nominee(s)) (within **Tranche 2**), as set out in Section 6.1 above.

8.2 Chapter 2E of the Corporations Act

Chapter 2E prohibits a public company from giving a financial benefit to a related party without shareholder approval, subject to certain exceptions.

The proposed conversion of Securities constitutes giving a financial benefit and Bruce McInnes is a related party of the Company by virtue of being a Director.

The Directors (other than Bruce McInnes who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Bruce McInnes (and/or his nominee(s)) on the same terms as Securities issued to non-related party participants in the Convertible Loan Agreements #3 as set out in Section 6.1 above and as such the giving of the financial benefit is on arm's length terms.

8.3 Listing Rule 10.11

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

Listing Rule	Applicable Entity
10.11.1	a related party;
10.11.2	a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
10.11.3	a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
10.11.4	an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
10.11.5	a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 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 issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 6.5. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issues on conversion of that part of Tranche 2 agreed with Mr McInnes (and/or his nominee(s)) in satisfaction of the First Outstanding Sum. Instead, the First Outstanding Sum will become due, and payable and the Company will be required to pay the First Outstanding Sum in cash within four months from the date of the Meeting.

If this Resolution is passed, and Resolution 7 or Resolution 8 are not, the Company will only be able to proceed with the issue in respect of that tranche for which Shareholder approval was obtained and the Company will be required to pay the First Outstanding Sum in cash within four months from the date of the Meeting in respect of the tranche for which Shareholder approval was not obtained.

8.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Bruce McInnes (and/or his nominee(s))
Categorisation under Listing Rule 10.11	Bruce McInnes falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Bruce McInnes who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued is 1,728,386 Shares, at a deemed issue price of $0.07 per Share (being 50% of the Conversion Price (Loan)). The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 6.1) equals $120,987 including $5,987 accrued interest, being the First Outstanding Sum. The maximum number of VTXO Options to be issued is equal to one third of the number of Shares to be issued as the VTXO Options will be issued free attaching with the Shares on a one-for three basis, being up to 576,129 VTXO Options (assuming the maximum number of Shares set out above). These maximum numbers of Shares and VTXO Options are not calculated by reference to the Conversion Price (Loan) as defined, but reflect the maximum number of Securities calculated assuming a 50% decrease to the Conversion Price (Loan) (being an assumed issue price of $0.07 per Share), for the purpose of illustrating the maximum number of Securities that may be issued. Refer to the Dilution table above for further details.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 10 Business Days of the Meeting. In any event, the Company will not issue any Securities 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Shares will be issued at the Conversion Price (Loan) as set out in Section 6.1, being the price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date. The VTXO Options will be issued at nil issue price as the VTXO Options will be issued free attaching to the Shares on a 1:3 basis. The Company will not receive any other consideration for the issue of the Securities, other than the funds received on exercise of the VTXO Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Securities will be issued to Bruce McInnes (or his nominees), being a related party of the Company by virtue of being a Director, on conversion of the First Outstanding Sum under Tranche 2 (Resolution 9) of the Convertible Loan Agreements #3. Refer to Section 6.5 for the proposed use of funds raised under the Convertible Loan Agreements #3.
Summary of material terms of agreement to issue	The Securities are being issued under the Convertible Loan Agreements #3, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8.6 Dilution

Refer to Section 7.5 for a worked example of the number of Shares that may be issued under this Resolution based on the assumed conversion prices of $0.14 and $0.07 per Share, being the conversion price at which the First Outstanding Sum will be converted (assuming that $0.14 is lower than the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date) and a conversion price which is 50% of $0.14.

9. RESOLUTION 10 – APPROVAL TO ISSUE SECURITIES TO RBTN INVESTMENTS – CONVERTIBLE LOAN AGREEMENTS #3

9.1 Overview of the RBTN Investments Convertible Loan Agreements #3

The RBTN Loan Agreement, which is also the subject of Resolution 5, provides that at any time during the term of the RBTN Loan Agreement, RBTN Investments may elect to convert the principal loan amount in whole or in part on the same terms as any convertible note instrument issued by the Company during the term of the RBTN Loan Agreement.

If RBTN Investments elects to convert some or all of the principal loan amount, the RBTN Interest Amount remains payable for the full term.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined below and in Section 6.1) equals $3,000,000, being the RBTN Loan Principal. Under the RBTN Loan Agreement, any accrued interest is payable in cash. In addition, this Resolution seeks Shareholder approval to issue up to that number of VTXO Options equal to one third of the number of Shares issued to RBTN Investments (and/or its nominee(s)) in satisfaction of the RBTN Loan Principal under the RBTN Loan Agreement. A summary of the RBTN Loan Agreement is set out in Section 4.1. Refer to Section 7.5 for the dilutionary impact of the issue on existing Shareholders.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the RBTN Loan Agreement. 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 this Resolution is not passed, the Company will not be able to proceed with the issue of any Convertible Loan Agreements #3 and, in accordance with the terms of the RBTN Loan Agreement, the Company must pay the outstanding principal plus the full RBTN Interest Amount and the RBTN Fees in cash.

9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	RBTN Investments (and/or its nominee(s)). Based upon enquiries made by the Company and the Company's records, Mr Timothy Neesham, and his associate Mr Reegan Buswell are Material Persons to the Company. See Section 4.4 for more details.
Number of Securities and class to be issued	The maximum number of Shares to be issued is 42,857,142 Shares, assuming a deemed issue price of $0.07 per Share (being 50% of the Conversion Price (Loan)). The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 6.1) equals $3,000,000, being the RBTN Loan Principal. The maximum number of VTXO Options to be issued is equal to one third of the number of Shares to be issued as the VTXO Options will be issued free attaching with the Shares on a one-for three basis, being up to 14,285,714 VTXO Options (assuming the maximum number of Shares set out above). These maximum numbers of Shares and VTXO Options are not calculated by reference to the Conversion Price (Loan) as defined, but reflect the maximum number of Securities calculated assuming a 50% decrease to the Conversion Price (Loan) (being an assumed issue price of $0.07 per Share), for the purpose of illustrating the maximum number of Securities that may be issued. Refer to the Dilution table above for further details.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within five Business Days of the Meeting. The Company expects to issue the VTXO Options in accordance with the indicative timetable to be set out in a prospectus to be lodged with the ASIC and ASX following receipt of the requisite Shareholder approvals at the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at the Conversion Price (Loan) as set out in Section 6.1, being the price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date. The VTXO Options will be issued at nil issue price as the VTXO Options will be issued free attaching to the Shares on a 1:3 basis. The Company will not receive any other consideration for the issue of the Securities, other than the funds received on exercise of the VTXO Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Securities will be issued on conversion of the RBTN Loan Principal. Refer to Section 6.5 for the proposed use of funds raised under the Convertible Loan Agreements #3.
Summary of material terms of agreement to issue	The Securities are being issued under the RBTN Loan Agreement, a summary of the material terms of which is set out in Section 4.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9.5 Dilution

Refer to Section 7.5 for a worked example of the number of Shares that may be issued under this Resolution based on the assumed conversion prices of $0.14 and $0.07 per Share, being the conversion price at which the Outstanding Sum will be converted (assuming that $0.14 is lower than the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date) and a conversion price which is 50% of $0.14.

10. RESOLUTION 11 – APPROVAL TO ISSUE SECURITIES TO RICHSHAM NOMINEES – CONVERTIBLE LOAN AGREEMENTS #3

10.1 Overview of the Richsham Nominees Convertible Loan Agreements #3

The Richsham Loan Agreement, which is also the subject of Resolution 6, provides that at any time during the term of the Richsham Loan Agreement, Richsham Nominees may elect to convert the principal loan amount in whole or in part on the same terms as any convertible note instrument issued by the Company during the term of the Richsham Loan Agreement.

If Richsham Nominees elects to convert some or all of the principal loan amount, the Richsham Interest Amount remains payable for the full term.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined below and in Section 6.1) equals $1,500,000, being the Richsham Loan Principal.

Under the Richsham Loan Agreement, any interest is payable in cash. In addition, this Resolution seeks Shareholder approval to issue up to that number of VTXO Options equal to one third of the number of Shares issued to Richsham Nominees (and/or its nominee(s)) in satisfaction of the Richsham Loan Principal under the Richsham Loan Agreement. A summary of the Richsham Loan Agreement is set out in Section 5.1. Refer to Section 7.5 for the dilutionary impact of the issue on existing Shareholders.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

10.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the Richsham Loan Agreement. 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 this Resolution is not passed, the Company will not be able to proceed with the issue of any Convertible Loan Agreements #3 and, in accordance with the terms of the Richsham Loan Agreement, the Company must pay the outstanding principal plus the full Richsham Interest Amount and the Richsham Fees in cash.

10.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Richsham Nominees (and/or its nominee(s)). Based upon enquiries made by the Company and the Company's records, Mr Timothy Neesham is a Material Person to the Company. See Section 5.4 for more details.
Number of Securities and class to be issued	The maximum number of Shares to be issued is 21,428,571 Shares, assuming a deemed issue price of $0.07 per Share (being 50% of the Conversion Price (Loan)). The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 6.1) equals $1,500,000, being the Richsham Loan Principal. The maximum number of VTXO Options to be issued is equal to one third of the number of Shares to be issued as the VTXO Options will be issued free attaching with the Shares on a one-for three basis, being up to 7,142,857 VTXO Options (assuming the maximum number of Shares set out above). These maximum numbers of Shares and VTXO Options are not calculated by reference to the Conversion Price (Loan) as defined, but reflect the maximum number of Securities calculated assuming a 50% decrease to the Conversion Price (Loan) (being an assumed issue price of $0.07 per Share), for the purpose of illustrating the maximum number of Securities that may be issued. Refer to the Dilution table above for further details.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
	The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within five Business Days of the Meeting. The Company expects to issue the VTXO Options in accordance with the indicative timetable to be set out in a prospectus to be lodged with the ASIC and ASX following receipt of the requisite Shareholder approvals at the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at the Conversion Price (Loan) as set out in Section 6.1, being the price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date. The VTXO Options will be issued at nil issue price as the VTXO Options will be issued free attaching to the Shares on a 1:3 basis. The Company will not receive any other consideration for the issue of the Securities, other than the funds received on exercise of the VTXO Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Securities will be issued on conversion of the Richsham Loan Principal. Refer to Section 6.5 for the proposed use of funds raised under the Convertible Loan Agreements #3.
Summary of material terms of agreement to issue	The Securities are being issued under the Richsham Loan Agreement, a summary of the material terms of which is set out in Section 4.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10.5 Dilution

Refer to Section 7.5 for a worked example of the number of Shares that may be issued under this Resolution based on the assumed conversion prices of $0.14 and $0.07 per Share, being the conversion price at which the Outstanding Sum will be converted (assuming that $0.14 is lower than the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date) and a conversion price which is 50% of $0.14.

11. RESOLUTION 12 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO VERT

11.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to an aggregate of 13,500,000 Options in consideration for lead manager services provided to the Company under the First Vert Mandate in respect of the Convertible Loan Agreements #3, as set out in Section 6.4 above.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the First Vert Mandate. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate payment terms under the First Vert Mandate or pay an amount in cash to Vert.

11.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Vert (and/or its nominee(s)). The Company confirms that Vert (and/or its nominees) will not be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to an aggregate of 13,500,000 Options will be issued, comprising: (a) up to 4,500,000 VTXO Options; and (b) up to 9,000,000 New Options.
Terms of Securities	The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1. The New Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options in accordance with the indicative timetable to be set out in a prospectus to be lodged with the ASIC and ASX following receipt of the requisite Shareholder approvals at the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in part consideration for lead manager services provided by Vert under the First Vert Mandate in respect of the Convertible Loan Agreements #3.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the First Vert Mandate.
Summary of material terms of agreement to issue	The Options are being issued under the First Vert Mandate, a summary of the material terms of which is set out in Section 6.4 above.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

12. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO NOTEHOLDERS ON CONVERSION OF CONVERTIBLE NOTES

12.1 Background

On various dates during the period from 5 August to 16 October 2025, the Company agreed to various convertible note arrangements (**Convertible Note Agreements**) pursuant to which it issued Convertible Notes with an aggregate face value of $5,949,350 on the terms and conditions set out in Schedule 3 (**Convertible Notes**) to various institutional and sophisticated investors who were previously parties to the Convertible Loan Agreements #1 but who elected to have the Company repay their respective loans under their respective Convertible Loan Agreements #1 in full and who subsequently subscribed for Convertible Notes (the **Noteholders**).

Subject to the Company receiving a conversion notice from the Noteholders, each Convertible Note and any accrued unpaid interest is convertible into Shares at a conversion price of $0.17 (**Conversion Price (Note)).** The number of Shares to be issued to the Noteholders on conversion will be calculated by:

(a) dividing the face value of the Convertible Notes being converted by the conversion price of $0.17; plus

(b) dividing the total amount of any accrued unpaid interest by the conversion price of $0.17.

Funds raised under the Convertible Note Agreements were, and will be, applied towards completion of gold plant, infrastructure, underground mine development, sustaining costs and working capital.

At the time the Company entered into the Convertible Note Agreements, the Company was restricted from issuing any equity securities without prior Shareholder approval until 4 January 2026, pursuant to Listing Rule 7.1. However, the issue of the Convertible Notes fell within exception 17 of Listing Rule 7.2 and the Company previously obtained Shareholder approval for the issue of up to 4,928,850 Convertible Notes under the Convertible Note Agreements at the 2025 General Meeting. As at the date of this Notice, the Company has issued 30,182,080 Shares on conversion of 4,809,950 Convertible Notes with an aggregate face value of $4,809,950 (including 1,888,256 Shares in lieu of interest) under exception 9 of Listing Rule 7.2.

As at the date of this Notice, the Company anticipates that it will receive conversion notices from Noteholders electing to convert up to 1,139,400 Convertible Notes (being 5,949,350 Convertible Notes issued less 4,809,950 Convertible Notes converted, each with a face value of $1.00) (plus any accrued unpaid interest) into Shares. Therefore, the Company is seeking the required Shareholder approval to allow the Company to issue Shares to the Noteholders (and/or their nominee(s)) within three months of the date of the Meeting should Noteholders elect to convert their Convertible Notes.

Pursuant to the terms of the Convertible Notes under the Convertible Note Agreements, the issue of the Shares on conversion of the Convertible Notes (and any accrued unpaid interest) is subject to prior Shareholder approval. Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to an aggregate of 8,027,178 Shares (including 716,312 Shares being the subject of Resolution 14) to the Noteholders (and/or their nominee(s)) on conversion of that number of Convertible Notes equal to an aggregate face value of $1,364,620 (including up to 1,324,822 Shares in lieu of $225,220 in interest, calculated using the repayment date under the Convertible Note Agreements of 31 December 2026), consisting of:

(a) $1,242,847 (including 1,196,745 Shares in lieu of $203,447 in interest), being the subject of Resolution 13; and

(b) $121,773 (including 128,077 Shares in lieu of $21,773 in interest), being the subject of Resolution 14.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

12.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Shares following the receipt of conversion notices from the Noteholders. 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 this Resolution is not passed, the Company will not be able to proceed with the issue of Shares following the receipt of conversion notices from Noteholders and in accordance with the terms of the Convertible Notes, redemption of the Convertible Notes the subject of any such conversion notices must occur within 10 Business Days following the date of the Meeting and the Company will be required to repay the face value of the relevant Convertible Notes plus any accrued unpaid interest in cash to the relevant Noteholders.

12.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Noteholders (and/or their nominee(s)), being various institutional and sophisticated investors who were previously parties to the Convertible Loan Agreements #1 but who elected to have the Company repay their respective loans under their respective Convertible Loan Agreements #1 in full and who subsequently subscribed for Convertible Notes. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 7,310,866 Shares will be issued (including 1,196,745 Shares in lieu of interest) at a conversion price of $0.17.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares following receipt of conversion notices from the Noteholders. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Company previously received $1 for the issue of each Convertible Note. The Shares will be issued at a conversion price of $0.17 in accordance with the terms of the Convertible Note Agreements. The Company will not receive any other consideration for the issue of the Shares.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to meet the Company's obligations to the Noteholders under the Convertible Note Agreements.
Summary of material terms of agreement to issue	The Shares are being issued in accordance with the terms of the Convertible Notes under the Convertible Note Agreements, a summary of the material terms of which is set out in Schedule 3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

13. RESOLUTION 14 – APPROVAL TO ISSUE SECURITIES TO MR ANTHONY JAMES LAKE

13.1 Background

On 23 December 2024, the Company entered into a Convertible Loan Agreement #1 with Mr Anthony James Lake (**Lake Agreement**) pursuant to which Mr Lake provided loan funding of $100,000 to the Company. The material terms of the Lake Agreement are set out below:

Principal Amount	$100,000 (**Principal Amount**).
Maturity Date	The maturity date occurs on the later of: (a) 23 December 2026; or (b) 20 Business Days after an event of default by the Company which has not been remedied by the Company, (**Maturity Date**).
Conversion price	The conversion price for the issue of the Shares is $0.17.
Early Conversion	On or before 23 June 2025 (being 6 months after the execution date) (**Early Conversion Date**), and prior to the Maturity Date, Mr Lake may elect to convert: (a) the Principal Amount; and (b) subject to Shareholder approval, any interest accrued at the relevant Early Conversion Date, in whole or in part into Shares at the conversion price of $0.17 (**Early Conversion**). If Mr Lake provides an Early Conversion notice on or before the Early Conversion Date, the Company, subject to Shareholder approval, in addition to any Shares issued on Early Conversion will issue Mr Lake an additional two free-attaching VTXOA Options for every five Shares issued.
Conversion on Maturity	In the event that the Principal Amount (in whole or in part) has not been converted into securities in accordance with the Early Conversion, Mr Lake may elect, any time prior to the Maturity Date, to convert: (a) any outstanding sum owed to him in respect of the Principal Amount; and (b) subject to Shareholder approval, any interest accrued at the Maturity Date, (together, the **Sum**) on the Maturity Date by providing a conversion notice to the lender (**Conversion on Maturity**) and the number of Shares to which Mr Lake will be entitled will be the Sum divided by the conversion price of $0.17.

Interest	Interest is to be calculated and accrued monthly, on a compound basis, on the loan at an interest rate of 10% per annum, commencing on 23 December 2024. Interest accrued will be payable: (a) in cash upon repayment; or (b) subject to Shareholder approval in Shares and/or Options in accordance with Early Conversion or Conversion on Maturity (as applicable).
Repayment	The Company will be required to repay the Sum to an account nominated by Mr Lake in writing on 5:00pm (WST) on that date which is 20 Business Days after the Maturity Date (provided that no conversion notice has been received as at the Maturity Date) or such later date as otherwise agreed by the parties in writing.
Security	The Loan is unsecured.

On 5 September 2025, the Company received an Early Conversion notice from Mr Lake. However, due to Mr Lake's Early Conversion notice being received after the Early Conversion Date, Mr Lake was not issued Shares and free-attaching VTXOA Options under the Early Conversion.

As set out in Section 12.1 above, the Company entered into the Convertible Note Agreements on various dates between 5 August and 16 October 2025, pursuant to which the Company issued Convertible Notes to the Noteholders, including Mr Lake. In accordance with the terms of the Convertible Note Agreements as set out in Schedule 3, Noteholders who elected to have the Company repay their respective loans under their respective Convertible Loan Agreements #1 in full and who subsequently subscribed for Convertible Notes were entitled to be issued, subject to Shareholder approval, two VTXOA Options for every five Shares the Noteholders are eligible to be issued pursuant to the Convertible Notes.

Mr Lake still wished to convert the loan under the Lake Agreement. Accordingly, on 5 September 2025, the Company repaid the loan under the Lake Agreement and Mr Lake subsequently subscribed for and was issued 106,767 Convertible Notes with an aggregate face value of $121,773 (in satisfaction of the Principal Amount of $100,000 and accrued interest of $21,773 under the Lake Agreement).

As set out in Section 12.1 above, the issue of Shares on conversion of the Convertible Notes (and any accrued unpaid interest) is subject to prior Shareholder approval in accordance with the terms of the Convertible Notes under the Convertible Note Agreements.

The VTXOA Options expired on 17 July 2026 so, at the date of the Notice, the Company is unable to issue up to 286,525 VTXOA Options to Mr Lake (and/or his nominee(s)), being two VTXOA Options for every five Shares issued on Early Conversion (being 716,312 Shares as set out in Section 13.4) the Noteholders are eligible to be issued pursuant to the Convertible Notes

If Mr Lake elects to convert his Convertible Notes, compensating Mr Lake (and/or his nominee(s)) for the 286,525 VTXOA Options would be negotiated with the Company.

This Resolution seeks, if Mr Lake elects to convert his Convertible Notes into Shares, Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 716,312 Shares on conversion of Convertible Notes with an aggregate face value of $121,773 (including that number of Shares equal to $21,773, for accrued interest calculated using the repayment date under the Convertible Note Agreements of 31 December 2026), to Mr Lake (and/or his nominee(s)).

As at the date of the Notice, Mr Lake has indicated that he intends to elect cash repayment of the aggregate face value of up to $121,773 of his Convertible Notes. Notwithstanding this, the Company is seeking Shareholder approval for the issue of the Shares should Mr Lake subsequently elect to convert his Convertible Notes.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

13.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the Lake Agreement. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and will need to find alternative methods to compensate the conversion of Mr Anthony James Lake's Convertible Notes.

13.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Mr Anthony James Lake (or his nominee(s)). The Company confirms that Mr Anthony James Lake (and/or his nominees) will not be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 716,312 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within five Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a conversion price of $0.17 in accordance with the terms of the Convertible Note Agreements.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations to Mr Lake under the Convertible Note Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Convertible Note Agreement, a summary of the material terms of which is set out in Schedule 3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTION 15 – APPROVAL TO ISSUE SHARES UNDER A FUTURE PLACEMENT

14.1 Background

The Company is proposing to undertake a future placement raise up to $10,000,000 through the issue of Shares at an issue price which is not more than a 20% discount to the 5-day volume weighted average price (**VWAP**) of the Company's Shares (**Future Placement**).

The funds raised under the Future Placement will be applied towards repaying outstanding debt facilities and funding general working capital.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Shares under the Future Placement.

14.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The Future Placement is yet to be undertaken and the Company has not entered into any agreement to issue Shares under it. Accordingly, no exception in Listing Rule 7.2 applies and Shareholder approval is sought under Listing Rule 7.1 in advance of the issue. If this Resolution is passed, the Shares issued under the Future Placement will be excluded from the calculation of the number of equity securities the Company may issue without Shareholder approval under Listing Rule 7.1.

14.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Shares to raise up to $10,000,000 which will be applied in accordance with Section 14.1 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 this Resolution is not passed, the Company will be able to proceed with the issue of Shares under the Future Placement, but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

14.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified by a lead manager engaged by the Company around the time of the Future Placement and the recipients will be identified through a book build process managed by the lead manager. The Company confirms that no Material Person (as defined in the Glossary) will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The maximum number of Shares to be issued is up to that number that when multiplied by an issue price of at least 80% of the 5-day VWAP, will equal up to $10,000,000
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The issue price of the Shares to be issued under the Future Placement will be equal to not less than 80% of the 5-day VWAP recorded immediately prior to the date on which the Shares are issued. The Company will not receive any

REQUIRED INFORMATION	DETAILS
	other consideration for the issue of the Shares under the Future Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise up to $10,000,000, to fund working capital and repay debt.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14.5 Dilution

Set out below is a worked example of the number of Shares that may be issued under this Resolution based on an 20% discount to the assumed issue prices of $0.0575, $0.115 and $0.1725 per Share. $0.092 represents a 20% discount to the closing price of Shares on 17 September 2026, being $0.115 (**Closing Price**). For the avoidance of doubt, $0.046 represents a 50% decrease in the discounted Closing Price and $0.138 represents a 50% increase in the discounted Closing Price.

ASSUMED ISSUE PRICE	ASSUMED ISSUE PRICE DISCOUNTED BY 20%	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED UNDER THE FUTURE PLACEMENT1	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE2	TOTAL SHARES ON ISSUE FOLLOWING THE FUTURE PLACEMENT	DILUTION EFFECT ON EXISTING SHAREHOLDER S
$0.0575	$0.046	217,391,304	295,188,496	512,579,800	42.41%
$0.1150	$0.092	108,695,652	295,188,496	403,884,148	26.91%
$0.1725	$0.138	72,463,768	295,188,496	367,652,264	19.71%

Notes:

1. Assuming the Company issues the maximum number of Shares capable of being issued pursuant to each assumed issue price.

15. RESOLUTION 16 – APPROVAL TO ISSUE SECURITIES TO UNRELATED SECOND LENDERS – UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS #4

15.1 Overview of the Convertible Loan Agreements #4

As announced on 7 September 2026, the Company received commitments to enter into a series of convertible loan facility agreements (**Convertible Loan Agreements #4**) with sophisticated and professional investors (**Second Lenders**) to raise an aggregate of between $2,800,000 and $4,200,000 in loan funding (**Second Loan Funds**). The Convertible Loan Agreements #4 will comprise:

(a) loan funding from unrelated sophisticated and professional investors, with an aggregate outstanding sum of up to $3,721,847 including $121,847 in accrued interest (**Unrelated Second Outstanding Sum**), being the subject of Resolution 16; and

(b) loan funding from a related sophisticated and professional investor, being Mr Bruce McInnes (and/or his nominees) with an aggregate outstanding sum of up to $620,308 including $20,308 accrued interest (**Related Second Outstanding Sum**), being the subject of Resolution 17.

In accordance with the terms of the Convertible Loan Agreements #4, subject to Shareholder approvals, the principal amount of the Second Loan Funds together with any interest accrued at the maturity date (together, the **Second Outstanding Sum**), will convert into Shares at the Conversion Price (Loan), being a conversion price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date, together with one free-attaching VTXO Option for every three Shares issued on conversion of the Second Outstanding Sum.

The material terms of the Convertible Loan Agreements #4 are set out in Schedule 2.

15.2 Lead Manager

The Company has engaged Vert to act as lead manager to the Convertible Loan Agreements #4 pursuant to a lead manager mandate entered into between the Company and Vert (**Second Vert Mandate**). In consideration for lead manager services provided under the Second Vert Mandate, the Company has agreed to pay/issue Vert:

(a) a management fee of 2% (plus GST) of the total gross proceeds of the Convertible Loan Agreements #4;

(b) a lead manager fee of 4% (plus GST) of the total gross proceeds of the Convertible Loan Agreements #4;

(c) subject to Shareholder approval, an aggregate of between 5,800,000 Options and 7,200,000 Options, comprising:

 (i) 3,000,000 VTXO Options issued at $0.00001 each; and

 (ii) one New Option for every dollar of the total gross proceeds of the Convertible Loan Agreements #4, an aggregate of between 2,800,000 New Options and 4,200,000 New Options issued at $0.00001 each,

(being the subject of Resolution 17).

The Second Vert Mandate otherwise contains terms considered standard for an agreement of its kind.

15.3 Use of Funds

The Company intends to apply funds raised under the Convertible Loan Agreements #4 towards additional working capital headroom while the Company progresses underground development and continues to build steady gold production and sales from its Reward Gold Mine.

For more details on use of funds, refer to Section 6.5.

15.4 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to that number of Shares that when multiplied by the Conversion Price (Loan) is equal to the Unrelated Second Outstanding Sum, together with one free-attaching VTXO Option for every three Shares issued to the unrelated Second Lenders (and/or their nominee(s)) on conversion of the Unrelated Second Outstanding Sum under the Convertible Loan Agreements #4, being up to that number of Shares that when multiplied by the Conversion Price (Loan) is up to $3,721,847 including $121,847 accrued interest, together with one free-attaching VTXO Option for every three Shares subscribed for and issued to the Second Lenders (or their nominees).

15.5 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issues fall within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issues therefore require the approval of Shareholders under Listing Rule 7.1.

15.6 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Securities to unrelated Second Lenders (or their nominees) in satisfaction of the conversion of the Convertible Loan Agreements #4.

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 this Resolution is not passed, the Company will not be able to proceed with the issue on conversion of the Convertible Loan Agreement #4 to the unrelated Second Lenders in satisfaction of the Second Outstanding Sum. Instead, the Second Outstanding Sum will become due and payable and the Company will be required to pay the Second Outstanding Sum in cash within four months from the date of the Meeting.

15.7 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The unrelated Second Lenders (and/or their nominee(s)), being unrelated sophisticated and professional investors who were identified through a bookbuild process, which involved Vert seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The maximum number of Shares to be issued is 53,169,242 Shares, assuming a deemed issue price of $0.07, (being 50% of the Conversion Price (Loan)). The maximum number of Shares has, for illustrative purposes, been calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 6.1) equals $3,721,847 including $121,847 accrued interest, being the Unrelated Second Outstanding Sum. The maximum number of VTXO Options to be issued is equal to one third of the number of Shares to be issued as the VTXO Options will be issued free attaching with the Shares on a one-for three basis, being up to 17,723,080 VTXO Options (assuming the maximum number of Shares set out above).
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within five Business Days of the Meeting. The Company expects to issue the VTXO Options within 10 Business Days of the relevant conversion under the Convertible Loan Agreements #4. The Company will issue the VTXO Options pursuant to a prospectus lodged with ASIC and ASX to ensure they are cleansed for the purposes of on-selling. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at the Conversion Price (Loan) as set out in Section 6.1, being the price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading

REQUIRED INFORMATION	DETAILS
	dates on which trades actually occur immediately preceding the maturity date. The VTXO Options will be issued at nil issue price as the VTXO Options will be issued free attaching to the Shares on a 1:3 basis. The Company will not receive any other consideration for the issue of the Securities, other than the funds received on exercise of the VTXO Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Securities will be issued to unrelated parties on conversion of the Second Outstanding Sum under the proposed Convertible Loan Agreements #4. Refer to Section 15.3 for the proposed use of funds raised under the proposed Convertible Loan Agreements #4.
Summary of material terms of agreement to issue	The Securities are being issued under the proposed Convertible Loan Agreements #4, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statements	A voting exclusion statement applies to this Resolution.

15.8 Dilution

Set out below is a worked example of the number of Securities that may be issued under Resolution 16 and Resolution 17, based on the assumed conversion prices of $0.14 and $0.07 per Share, being the Conversion Price (Loan) at which the Second Outstanding Sum will be converted (assuming that $0.14 is lower than the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date) a conversion price which is equal to 50% of $0.14 to illustrate the effect of the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date being less than the Conversion Price (Loan).

RESOLUTION	VALUE OF SHARES	MAXIMUM NUMBER OF SECURITIES WHICH MAY BE ISSUED[1]		DILUTION EFFECT ON EXISTING SHAREHOLDERS[4]	MAXIMUM NUMBER OF SECURITIES WHICH MAY BE ISSUED[2]		DILUTION EFFECT ON EXISTING SHAREHOLDERS[4]
		SHARES	OPTIONS		SHARES[2]	OPTIONS	
16	$3,721,847	26,584,621	8,861,540	9.01%	53,169,242	17,723,080	18.01%
17	$620,308	4,430,771	1,476,923	1.50%	8,861,542	2,953,847	3.00%

Notes:

1. Assuming an issue price of $0.14 per Share.
2. Assuming an issue price of $0.07 per Share.
3. There are currently 295,188,496 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares and Options which may be issued pursuant to these Resolutions (based on the assumed issue prices set out in the table).
4. The Company notes that the above workings are an example only and the actual Conversion Price (Loan) may differ. This will result in the maximum number of Shares and VTXO Options to be issued and the dilution percentage to also differ.
5. No immediate dilution will occur as a result of the issue of VTXO Options under this Resolution. However, subsequent exercise of any or all of the VTXO Options will result in dilution.

As the Conversion Price (Loan) under this Resolution is linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

16. RESOLUTION 17 – APPROVAL TO ISSUE SECURITIES TO BRUCE MCINNES – UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS # 4

16.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the conversion of up to that number of Shares that when multiplied by the Conversion Price

(Loan) is equal to $620,308 including $20,308 accrued interest (being the Related Second Outstanding Sum), together with one free-attaching VTXO Option for every three Shares subscribed for and issued to Bruce McInnes (and/or his nominee(s)), as set out in Section 15.1 above.

16.2 Chapter 2E of the Corporations Act

Chapter 2E prohibits a public company from giving a financial benefit to a related party without shareholder approval, subject to certain exceptions.

The proposed conversion of Securities constitutes giving a financial benefit and Bruce McInnes is a related party of the Company by virtue of being a Director.

The Directors (other than Bruce McInnes who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Bruce McInnes (and/or his nominee(s)) on the same terms as Securities issued to non-related party participants in the Convertible Loan Agreements #4 as set out in Section 15.1 above and as such the giving of the financial benefit is on arm's length terms.

16.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.3.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

16.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 15.1. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue in satisfaction of the Related Second Outstanding Sum. Instead, the Related Second Outstanding Sum will become due, and payable and the Company will be required to pay the Related Second Outstanding Sum in cash within four months from the date of the Meeting.

If this Resolution is passed, and Resolution 16 is not, the Company will only be able to proceed with the issue in respect of the Related Second Outstanding Sum for which Shareholder approval was obtained and the Company will be required to pay the balance of the Unrelated Second Outstanding Sum in cash within four months from the date of the Meeting in respect of the part of the Second Outstanding Sum for which Shareholder approval was not obtained.

16.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Bruce McInnes (and/or his nominee(s))
Categorisation under Listing Rule 10.11	Bruce McInnes falls within the category set out in Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Bruce McInnes who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued is 8,861,542 Shares, assuming a deemed issue price of $0.07, (being 50% of the Conversion Price (Loan)). The maximum number of Shares has, for illustrative purposes, been

REQUIRED INFORMATION	DETAILS
	calculated using an issue price 50% lower than the Conversion Price (Loan). The actual number of Shares to be issued will be that number of Shares which, when multiplied by the Conversion Price (Loan) (outlined in Section 6.1) equals $620,308 including $20,308 accrued interest, being the Related Second Outstanding Sum. The maximum number of VTXO Options to be issued is equal to one third of the number of Shares to be issued as the VTXO Options will be issued free attaching with the Shares on a one-for three basis, being up to 2,953,847 VTXO Options (assuming the maximum number of Shares set out above).
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 10 Business Days of the Meeting. In any event, the Company will not issue any Securities 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).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at the Conversion Price (Loan) as set out in Section 15.1, being the price equal to the lower of $0.14 per Share and the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date. The VTXO Options will be issued at nil issue price as the VTXO Options will be issued free attaching to the Shares on a 1:3 basis. The Company will not receive any other consideration for the issue of the Securities, other than the funds received on exercise of the VTXO Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Securities will be issued to Bruce McInnes (or his nominees), being a related party of the Company by virtue of being a Director, on conversion of the Related Second Outstanding Sum of the Convertible Loan Agreements #4. Refer to Section 15.3 for the proposed use of funds raised under the Convertible Loan Agreements #4.
Summary of material terms of agreement to issue	The Securities are being issued under the Convertible Loan Agreements #4, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

16.6 Dilution

Refer to Section 15.8 for a worked example of the number of Shares that may be issued under this Resolution based on the assumed conversion prices of $0.14 and $0.07 per Share, being the conversion price at which the Second Outstanding Sum will be converted (assuming that $0.14 is lower than the volume weighted average price of Shares calculated over the five trading dates on which trades actually occur immediately preceding the maturity date) and a conversion price which is 50% of $0.14

17. RESOLUTION 18 – APPROVAL TO ISSUE NEW OPTIONS AND VTXO OPTIONS TO VERT

17.1 General

As set out in Section 15.2 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to an aggregate of 3,000,000 VTXO Options and 4,200,000 New Options to Vert, in part consideration for lead manager services provided to the Company under the Second Vert Mandate, in connection with the Convertible Loan Agreements #4.

17.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

17.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of the terms under the Second Vert Mandate. 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 this Resolution is not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate payment terms under the Second Vert Mandate or pay an amount in cash to Vert, using the Company's cash reserves.

17.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Vert (and/or its nominee(s)). The Company confirms that Vert (and/or its nominees) will not be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to an aggregate of 7,200,000 Options will be issued, comprising: (a) up to 3,000,000 VTXO Options; and (b) up to 4,200,000 New Options.
Terms of Securities	The VTXO Options will be issued on the same terms as the VTXO Options on issue, the terms and conditions of which are set out in Schedule 1. The New Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 10 Business Days of the Meeting. The Company will issue the VTXO Options pursuant to a prospectus lodged with ASIC and ASX to ensure they are cleansed for the purposes of on selling. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nominal issue price of $0.00001 per Option, in part consideration for lead manager services provided by Vert under the Second Vert Mandate in respect of the Convertible Loan

REQUIRED INFORMATION	DETAILS
	Agreements #4. The Company will receive up to a maximum of $72 as a result of the nominal issue price, which will be applied in accordance with the use of funds set out in Section 15.3.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Second Vert Mandate.
Summary of material terms of agreement to issue	The Options are being issued under the Second Vert Mandate, a summary of the material terms of which is set out in Section 15.2 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

AEDT means Australian Eastern Daylight Saving Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Blue Ocean Equities means Blue Ocean Equities Pty Ltd as set out in Section 2.2.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Closing Price has the meaning given in Section 14.5.

Company means Vertex Minerals Limited (ACN 650 116 153).

Constitution means the Company's constitution.

Conversion Price (Loan) has the meaning given in Section 6.1.

Conversion Price (Note) has the meaning given in Section 12.1.

Convertible Loan Agreements #1 has the meaning given in Section 1.1.

Convertible Loan Agreements #3 has the meaning given in Section 6.1.

Convertible Loan Agreements #4 has the meaning given in Section 15.1.

Convertible Notes has the meaning given in Section 12.1.

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

CPS means CPS Capital Group Pty Ltd as set out in Section 1.1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

First Lenders has the meaning given in Section 6.1.

First Loan Funds has the meaning given in Section 6.1.

First Outstanding Sum has the meaning given in Section 6.1.

First Vert Mandate has the meaning given in Section 6.4.

Global ESG Investments means Global ESG Investments Limited as set out in Section 3.1.

Joint Lead Managers has the meaning given in Section 2.2.

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.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

New Options means unlisted Options exercisable at $0.20 each on or before 15 December 2028 and otherwise on the terms and conditions set out in Schedule 4.

Noteholders has the meaning given in Section 12.1.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

RBTN Investments means RBTN Investments Pty Ltd (ACN 681 587 600) <RBTN A/C> as set out in Section 4.1.

Related Second Outstanding Sum has the meaning given in Section 15.1.

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

Richsham Nominees means Richsham Nominees Pty Ltd (ACN 123 132 525) as set out in Section 5.1.

Second Lenders has the meaning given in Section 15.1.

Second Loan Funds has the meaning given in Section 15.1.

Second Outstanding Sum has the meaning given in Section 15.1, comprising the Unrelated Second Outstanding Sum and the Related Second Outstanding Sum.

Second Vert Mandate has the meaning given in Section 15.2.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 has the meaning given in Section 6.1.

Tranche 2 has the meaning given in Section 6.1.

Unrelated Second Outstanding Sum has the meaning given in Section 15.1.

Vert means Vert Capital Pty Ltd as set out in Section 6.4.

VTXO Options means Options on the same terms as the Company's existing quoted class of Options (ASX: VTXO), the terms and conditions of which are set out in Schedule 1.

VTXOA Options means Options on the same terms as the Company's expired quoted class of Options (ASX: VTXOA), with an exercise price of $0.25 each and expired on 17 July 2026.

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

2025 General Meeting has the meaning given in Section 1.1.

SCHEDULE 1 – TERMS AND CONDITIONS OF VTXO OPTIONS

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Option will be $0.15 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00pm (WST) on 17 July 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within 5 Business Days after the Exercise Date, the Company will: (a) 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; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under paragraph 7(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reconstruction of capital**	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
10.	**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.

11.	**Change in exercise price**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Options can be exercised.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – MATERIAL TERMS OF CONVERTIBLE LOAN AGREEMENTS #3 AND #4

Maturity Date	The maturity date occurs on the date that is: (a) five Business Days following the receipt of Shareholder approval at the Meeting in respect to the issue of the Shares and free-attaching VTXO Options to be issued pursuant to the Convertible Loan Agreements #3; or (b) if Shareholder approval is not obtained at the Meeting, four months after the date of the Meeting, (**Maturity Date**).
Conversion Price	The conversion price for the issue of the Shares is the lower of: (a) $0.14; and (b) the volume weighted average price of the Company's Shares calculated over the five trading days on which trades actually occur immediately preceding the Maturity Date, (the **Conversion Price (Loan)**).
Conversion of loan on Maturity Date	(a) On the Maturity Date, subject to receipt of Shareholder approval at the Meeting, any outstanding sum owed to the Lender in respect of the principal amount and any interest accrued under the loan at the Maturity Date (together, the Outstanding Sum), will be converted into Shares and free-attaching VTXO Options. (b) The number of Shares to which the Lender will be entitled will be the Outstanding Sum divided by the Conversion Price (Loan). (c) The Lender will also be entitled to one free-attaching VTXO Option for every three Shares issued to the Lender. (d) The parties agree and acknowledge that, subject to receipt of Shareholder approval at the Meeting, the VTXO Options will be offered and issued under a separate transaction specific prospectus to be prepared by the Company and lodged with the ASIC and the ASX as soon as reasonably practicable following the date of the Meeting.
Shareholder approval	(a) If Shareholder approval is not obtained at the Meeting: (i) the Outstanding Sum becomes due and payable in full; (ii) the Company must pay the Outstanding Sum in cash within four months after the date of the Meeting; and (iii) no Shares or VTXO Options will be issued in satisfaction of the Outstanding Sum. (b) Failure to obtain the required Shareholder approval does not reduce the Outstanding Sum, the consequence is only that it must be paid in cash.
Repayment in cash	The Company will be required to repay the Outstanding Sum in cash to an account nominated by the Lender in writing within 10 business days of a demand by the Lender on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time.
Payment of interest	(a) Interest is to be calculated and accrued monthly, on a compound basis, on the loan (and accrued interest) at an interest rate of 10% per annum, commencing on the date on which loan funds are received by the Company. (b) Interest accrued will be payable: (i) in cash upon repayment in accordance with the paragraph titled 'Repayment in cash'; or (ii) in Shares and VTXO Options upon conversion in accordance with the paragraph titled 'Conversion of loan on Maturity Date'.

Events of Default	(a)	An event of default (Event of Default) occurs if:
	(b)	the Company fails to obtain the required Shareholder approval for the issue of the Shares and free-attaching VTXO Options on or before 5.00pm (WST) on 31 December 2026;
	(c)	the Company fails to pay any amount payable on the due date for payment, and such failure is not remedied within five Business Days of that due date;
	(d)	an insolvency event occurs in respect to the Company;
	(e)	any material provision of this Convertible Loan Agreement #3 is or becomes void, voidable or unenforceable;
	(f)	the Company passes a resolution for its winding up; and
	(g)	other typical events of default for an agreement of this nature.

SCHEDULE 3 – TERMS AND CONDITIONS OF CONVERTIBLE NOTES

1.	Face Value	AUD$1.00 per Convertible Note (**Face Value**).
2.	Repayment Date	The Convertible Notes shall be converted or otherwise redeemed on or before 31 December 2026 (**Repayment Date**).
3.	Quotation	The Convertible Notes will not be quoted on the ASX or any other financial market.
4.	Conversion Price	Each Convertible Note will be convertible into Shares at a conversion price $0.17 (**Conversion Price (Note)**).
5.	Options	Subject to Shareholder approval, each noteholder will be eligible to receive two Options for every five Shares the noteholder is eligible to be issued pursuant to the Convertible Note.
6.	Interest	(a) Interest is to be calculated and accrued monthly, on a compound basis, on the aggregate Face Value of the Convertible Notes at an interest rate of 10% per annum. (b) Interest will be payable in either cash upon redemption or in Shares upon conversion.
7.	Redemption	The Company will be required to redeem the Convertible Notes for their Face Value (plus any unpaid interest) on the earlier of: (a) the Repayment Date; (b) within 10 business days of a demand by the noteholder on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time; or (c) on a change in control of the Company unless the noteholder elects to convert the Convertible Notes into Shares.
8.	Early redemption	The Company may redeem the whole or part of the Convertible Notes for their Face Value (plus any unpaid interest) on any day prior to the Repayment Date, on giving not less than 14 days prior written notice to the noteholder (**Prepayment Notice**). However, after receipt of a Prepayment Notice, the noteholder will have a right to convert the Convertible Notes into Shares prior to repayment.
9.	Conversion	(a) The noteholder may, before the Repayment Date, elect that the Convertible Notes shall convert into Shares on the Repayment Date, by providing the Company with written notice of the conversion in a form acceptable to the Company (acting reasonably) (Conversion Notice). (b) A Conversion Notice once issued, is irrevocable unless the Company gives prior written approval to the revocation of a Conversion Notice. (c) The number of Shares to be issued upon conversion will be calculated by: (i) dividing the Face Value of the Convertible Notes being converted by the Conversion Price (Note); plus (ii) dividing the total amount of any unpaid interest by the Conversion Price (Note). Fractional entitlements to Shares will be rounded up to the nearest whole number. (a) The Conversion of the Convertible Notes (plus any unpaid interest) into Shares in accordance with paragraph 0 above will operate in full satisfaction of the Company's obligation to the noteholder in respect of the outstanding principal amount (and any unpaid interest) on the Convertible Notes so converted.

		(b) If the Convertible Notes are converted, the Company will make application for official quotation by ASX of all Shares issued upon conversion as soon as reasonably practicable after the Shares are so issued. (c) To the extent it is permitted to do so, the Company will give to ASX a notice pursuant to section 708A(5)(e)(i) of the Corporations Act in respect of the Shares issued or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commissions (ASIC) a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. (d) noteholders are prohibited from being issued Shares on conversion of Convertible Notes (plus any unpaid interest) with the effect that the noteholder (together with its associates) would hold a relevant interest exceeding 19.99% or more in the issued share capital of the Company, unless the issue of Shares to the noteholder satisfies any of the exemptions in Section 611 of the Corporations Act.
10.	**Ordinary Shares ranking**	Shares issued on conversion of the Convertible Notes (plus any unpaid interest) will be fully paid, will be unencumbered and will rank *pari passu* in all respects with the fully paid ordinary shares in the Company on issue.
11.	**Takeover or change of control**	If: (a) a takeover bid (as defined in the Corporations Act) is made for 50% or more of the Shares and that bidder is successful in acquiring a relevant interest in 50% or more of the Shares; or (b) there is a change in control of 50% or more of the shares, at any time after the issue of the Convertible Notes and prior to the issue of a Conversion Notice in respect of Convertible Notes, then: (c) the Company shall give to each noteholder written notice (a Takeover Notice) of the takeover bid or change of control within 5 Business days of receiving notice of it from the offeror; and (d) the noteholder must elect, within 2 Business Days after the Takeover Notice is sent to the noteholder, either to: (i) convert all the Convertible Notes held by that noteholder to Shares; or (ii) redeem all the Convertible Notes held by that noteholder. (e) If no election is made within the required time, then the Company will convert all Convertible Notes (plus any unpaid interest) held by that noteholder to Shares within 5 Business Days after the expiry of the period.
12.	**Conversion to satisfy Convertible Notes**	The issue of Shares by the Company on conversion of the Convertible Notes (plus any unpaid interest) under the agreement will be deemed to have satisfied the Company's obligations to the noteholder in respect of the outstanding principal amount (plus any unpaid interest) on the Convertible Notes. Upon the Convertible Notes (plus any unpaid interest) being either redeemed by the Company or converted, all the Company's obligations under the agreement will come to an end.

13.	**Reconstruction**	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, then the number of Shares into which each Convertible Note is convertible will be adjusted in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of such reconstruction so that the Convertible Notes are convertible into the same percentage of the issued ordinary share capital of the Company as the percentage into which they are convertible immediately before the relevant reconstruction and in a manner which will not result in any additional benefits being conferred on the noteholder which are not conferred on the shareholders of the Company.
14.	**Event of Default**	It is an event of default, whether or not it is within the control of the Company, where: (a) **Failure to pay**: the Company fails to pay or repay any amount due by it under this Agreement and the Company does not remedy the failure within five (5) Business Days, or a longer period determined by the noteholder, after receipt by the Company of a notice from the noteholder specifying the failure; (b) **Remediable failure**: the Company fails to perform or observe any material undertaking, obligation or agreement expressed in the Convertible Note Agreement and the Company does not remedy such failure within 28 days, or a longer period determined by the noteholder, after receipt by the Company of a notice from the noteholder specifying the failure; (c) **Non-remediable failure**: the Company fails to perform or observe any other material undertaking, obligation or agreement expressed or implied in this Agreement and that failure is not remediable; (d) **Receiver**: a receiver, manager, official manager, trustee, administrator or similar official is appointed, or steps taken for such appointment, over any of the assets or undertaking of the Company; (e) **Insolvency**: the Company is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act or is presumed to be insolvent under the Corporations Act; (f) **Administrator**: an administrator is appointed or a resolution is passed or any steps are taken to appoint, or to pass a resolution to appoint, an administrator to the Company; (g) **Winding up**: an application or order is made for the winding-up or dissolution of the Company, which application is not dismissed or withdrawn within 21 days or a resolution is passed or any steps are taken to pass a resolution for the winding-up or dissolution of the Company otherwise than for the purpose of an amalgamation or reconstruction; or (h) **Suspends payment**: the Company suspends payment of its debts generally, (together, **Events of Default**).
15.	**Voting and participation rights**	(a) The noteholder will be able to attend general meetings of the Company but is not entitled to vote prior to conversion of the Convertible Notes into Shares. (b) Before conversion, the noteholder is not entitled to participate in rights issues, returns of capital, bonus issues or capital reconstructions of the Company.

SCHEDULE 4 – TERMS AND CONDITIONS OF NEW OPTIONS

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Option will be $0.20 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00pm (WST) on 15 December 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within 5 Business Days after the Exercise Date, the Company will: (a) 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; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under paragraph 7(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	**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.

11.	**Change in exercise price**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Options can be exercised.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Vertex minerals

Proxy Voting Form

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

Vertex Minerals Limited | ABN 68 650 116 153

Your proxy voting instruction must be received by **11:30am (AEDT) on Wednesday, 28 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.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Vertex Minerals Limited, to be held at **11:30am (AEDT) on Friday, 30 October 2026 at Park Hyatt Sydney, 7 Hickson Road, The Rocks, NSW 2000** hereby:

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

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	ISSUE NEW OPTIONS TO CPS – CONVERTIBLE LOAN AGREEMENTS #1			
2	ISSUE NEW OPTIONS TO JOINT LEAD MANAGER – BLUE OCEAN EQUITIES			
3	ISSUE NEW OPTIONS TO JOINT LEAD MANAGER – CPS			
4	ISSUE VTXO OPTIONS TO GLOBAL ESG INVESTMENTS			
5	ISSUE NEW OPTIONS AND VTXO OPTIONS TO RBTN INVESTMENTS			
6	ISSUE NEW OPTIONS AND VTXO OPTIONS TO RICHSHAM NOMINEES			
7	ISSUE SECURITIES UNDER TRANCHE 1 TO UNRELATED FIRST LENDERS – CONVERTIBLE LOAN AGREEMENTS #3			
8	ISSUE SECURITIES UNDER TRANCHE 2 TO THE UNRELATED FIRST LENDERS – CONVERTIBLE LOAN AGREEMENTS #3			
9	ISSUE SECURITIES UNDER TRANCHE 2 TO BRUCE MCINNES - CONVERTIBLE LOAN AGREEMENTS # 3 (A RELATED PARTY)			
10	ISSUE SECURITIES TO RBTN INVESTMENTS – CONVERTIBLE LOAN AGREEMENTS #3			
11	ISSUE SECURITIES TO RICHSHAM NOMINEES – CONVERTIBLE LOAN AGREEMENTS #3			
12	ISSUE NEW OPTIONS AND VTXO OPTIONS TO VERT – CONVERTIBLE LOAN AGREEMENTS #3			
13	ISSUE SHARES TO NOTEHOLDERS ON CONVERSION OF CONVERTIBLE NOTES			
14	ISSUE SECURITIES TO MR ANTHONY JAMES LAKE			
15	ISSUE SHARES UNDER A FUTURE PLACEMENT			
16	ISSUE SECURITIES TO UNRELATED SECOND LENDERS – UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS #4			
17	ISSUE SECURITIES TO BRUCE MCINNES – UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS # 4 (A RELATED PARTY)			
18	ISSUE NEW OPTIONS AND VTXO OPTIONS TO VERT UNDER FUTURE CONVERTIBLE LOAN AGREEMENTS #4			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

VTX

All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: VTX
Email: hello@automicgroup.com.au

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28 September 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,

Vertex Minerals Limited ACN 650 116 153 (ASX: VTX or "the **Company**"), advises a General Meeting will be held at Park Hyatt Sydney, 7 Hickson Road, The Rocks, NSW 2000 on 30 October 2026 at 11:30am (AEDT) (**Meeting**).

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

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 or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice 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://investor.automic.com.au/#/loginsah 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 lodgment 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.

For further information on the online proxy lodgment 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 meetings@automicgroup.com.au.

Copies of all Meeting related material including the Notice, 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.

Authorised for ASX release by the Company Secretary.