

7 October 2026

Notice of Annual General Meeting

Orbit Resources Limited (ASX: OBT) (“Orbit” or the “Company”) attaches the following documents relating to the Annual General Meeting of Shareholders to be held on 5 November 2026.

1. Letter to Shareholders regarding arrangements for the Annual General Meeting, as despatched to Shareholders;
2. Notice of Annual General Meeting; and
3. Proxy Form.

This market announcement has been authorised for release to the market by the Board of Orbit Resources Limited.

For further information regarding Orbit, please visit <https://orbitresources.au/> or contact:

Jeneta Owens
Managing Director
+61 417 344 658
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Released through: Henry Jordan, Six Degrees Investor Relations, +61 431 271 538

About Orbit Resources

Orbit Resources Limited (formerly Godolphin Resources Limited) is an ASX-listed exploration company focused on the discovery and advancement of gold, silver, copper and base metal projects within the highly prospective Lachlan Fold Belt of New South Wales. The Company's portfolio is anchored by the advanced Lewis Ponds Gold-Silver Project and a pipeline of high-quality exploration assets spanning over 2,500km² of tenure immediately north and east of Orange, NSW. Orbit Resources is implementing a disciplined exploration strategy focused on unlocking value through resource growth, discovery and development. The Company is committed to responsible exploration, strong community engagement and delivering long-term value for shareholders through systematic advancement of its precious and base metal portfolio.





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

7 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Orbit Resources Limited ACN 633 779 950 (ASX: OBT) (**Company**), advises that the 2026 Annual General Meeting will be held in person at Level 14, 167 Eagle Street, Brisbane City QLD 4000 on Thursday, 5 November 2026 at 11:00am (AEST) (**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 www.orbitresources.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: OBT).

In accordance with sections 110C-110K of the *Corporations Act 2001* (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.

To vote, Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below 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.
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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 info@orbitresources.au.

Copies of all Meeting related material including the Notice and the Company's Annual Report, 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.

ORBIT RESOURCES LIMITED

ACN 633 779 950

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: 5 November 2026

Time of Meeting: 11:00am

Place of Meeting: Level 14, 167 Eagle Street
Brisbane City QLD 4000

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Orbit Resources Limited ACN 633 779 950 (**Company**) will be held physically at **Level 14, 167 Eagle Street, Brisbane City QLD 4000** on **5 November 2026** at **11:00am (AEST)**.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning given to them in the glossary contained at the end of the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the Consolidated Financial Statements for the Company for the financial year ended 30 June 2026. The Company's reports can be accessed on the Company's website at www.orbitresources.au.

ORDINARY BUSINESS

1. Resolution 1 – Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2026 (as set out in the Directors' Report) be adopted.”

Note: The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast on Resolution 1 by, or on behalf of, any person who is either a member of the Key Management Personnel, for whom details of their remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, and the appointment of the Chair as proxy:
 - (1) does not specify the way the proxy is to vote on Resolution 1; and
 - (2) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Additionally, the Company will disregard any votes cast on Resolution 1 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or

NOTICE OF MEETING

- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair as their proxy (including an appointment by default) are encouraged to direct the Chair as to how to vote on all Resolutions.

If the Chair is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair to vote for, against or abstain from voting on Resolution by marking the appropriate box opposite Resolution 1 on the proxy form.

However, if the Chair is your proxy and you do not direct the Chair how to vote, you will be deemed to have directed, and expressly authorised, the Chair to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chair may vote your proxy even though:

- (a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the Chair may have an interest in Resolution 1.

2. Resolution 2 – Re-Election of Mr Jeremy Read

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

“That Mr Jeremy Read, who retires by rotation under the Company’s constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director.”

SPECIAL BUSINESS

3. Resolution 3 – Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a Special Resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities in a number which is up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement for Resolution 3:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue pursuant to Resolution 3 (except a benefit solely by reason of being a holder of Shares) and any of their respective Associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or

NOTICE OF MEETING

- (b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 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:
 - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 3; and
 - (2) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

However, as at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, as at the date of this Notice of Meeting, no existing Shareholders will be excluded from voting on Resolution 3.

4. Resolution 4 – Amendment to the Constitution – Readoption and Renewal of Proportional Takeover Provision

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“That, for the purposes of section 136(2) and 648G(4) of the Corporations Act, and for all of the purposes, the Constitution is amended so that the proportional takeover provisions in Article 4.9 and Schedule 5 of the Constitution are renewed and adopted for a further period of three years commencing from the day of the passing of this resolution.”

BY ORDER OF THE BOARD

Mr Craig McPherson
Company Secretary
Orbit Resources Limited
7 October 2026

NOTICE OF MEETING

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 5:00pm (AEST) on 3 November 2026, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Shareholders may vote by:

- (a) attending the Meeting in person; or
- (b) appointing a proxy to attend and vote on your behalf, using the enclosed proxy form.

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

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the Meeting, being no later than 11:00am (AEST) on 3 November 2026 to:

- (a) if online: <https://investor.automic.com.au/#/loginsah>

- (b) if by fax: on +61 2 8583 3040; or

- (c) if by mail:

Automic
GPO Box 5193
Sydney NSW 2001

- (d) by hand:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

- (e) by email: meetings@automicgroup.com.au

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

All Resolutions will be considered by way of a poll. Accordingly, every Shareholder shall have one vote for every Share registered in their name as at 5:00pm (AEST) on 3 November 2026.

Required Majority

Resolutions 1 and 2 are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

Resolution 3 is a Special Resolution, requiring at least 75% of the votes cast by Shareholders entitled to vote on Resolution 3.

General

All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report at pages 25 to 31 (inclusive), for the period ending 30 June 2026. The Annual Report is available to download on the Company's website at www.orbitresources.au.

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each member of Key Management Personnel of the Company; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

At the 2025 Annual General Meeting of the Company, more than 88.85% of the votes cast were in favour of the Remuneration Report.

In the interests of good corporate governance, the Directors abstain, from making a recommendation in relation to this Resolution 1.

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All Directors who were

EXPLANATORY MEMORANDUM

in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2025 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 13 November 2025. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Resolution 2 – Re-Election of Mr Jeremy Read

Article 7.2(a) of the Company's constitution (**Constitution**) and Listing Rule 14.4 provide that a Director must not hold office without re-election past the third annual general meeting following the Director's last appointment.

Mr Read was re-elected as a Director of the Company on 30 October 2023 and retires in accordance with clause 7.2(a) of the Constitution and Listing Rule 14.4, on the basis that the Meeting will be the third annual general meeting since his last appointment. His qualifications are set out below:

Jeremy Read is a seasoned minerals resource industry executive, having worked on a broad range of precious and base metals projects in Australia, Africa, North America, India and Scandinavia. Mr Read has wide ranging experience from project generation, greenfields, brownfields and project development. He has extensive exploration experience for gold, copper and nickel sulphides. He played critical roles in the discovery of the Kabanga North nickel deposit, in Tanzania, the Cairn Hill magnetite-copper deposit in South Australia and the Boseto Copper deposit in Botswana. Mr Read spent 11 years working for BHP in Africa and Australia, including several years as the Manager of BHP's Australian Exploration Team.

Since 2003, Mr Read has concentrated on developing junior mineral resource companies, creating and capturing value for shareholders. He has been the Managing Director of five ASX-listed resource companies: Discovery Metals, Meridian Minerals, Avalon Minerals, MinQuest Limited and Pursuit Minerals Limited. Mr Read is a Member of the Australasian Institute of Mining and Metallurgy ("AusIMM").

The Directors (Mr Read abstaining) consider Mr Read to be an independent director.

The Directors (Mr Read abstaining) recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair (Ms Owens stepping in for Mr Read) intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**10% Additional Placement Capacity**). The 10% Additional Placement Capacity is in addition to the Company's 15% Threshold under Listing Rule 7.1.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000. Accordingly, Resolution 3 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

EXPLANATORY MEMORANDUM

If Resolution 3 is passed, the Directors will be able to issue Equity Securities in the Company for up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Meeting (**Placement Securities**), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 3 is not passed, the Directors will be unable to issue Placement Securities under the Company's 10% Additional Placement Capacity and the Company will be unable to raise funds using the Company's 10% Additional Placement Capacity.

Resolution 3 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

For the purpose of Listing Rule 7.3A, the following information is provided in respect of Resolution 3:

Period of approval	The Placement Securities may be issued under the 10% Additional Placement Capacity commencing on the date of the General Meeting and expiring on the first to occur of the following: (a) the date that is 12 months after the date of the General Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 or 11.2.
Minimum price	The minimum price at which the Placement Securities, which must be in an existing quoted class of the Company's Equity Securities (as at the date of this Notice, the Company's only quoted class of Equity Securities is Shares) and issued for cash consideration) may be issued is 75% of the volume weighted average market price of Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before: (a) the date on which the price at which the relevant Placement Securities are to be issued is agreed by the entity and the recipient of the securities; or (b) if the relevant Placement Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the relevant Placement Securities are issued.
Use of funds	The Company may issue Placement Securities under the 10% Additional Placement Capacity for cash consideration, which the Company intends to use for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and general working capital (including payment of expenses associated with the issue of Placement Securities).
Risk of economic and voting dilution	Any issue of Placement Securities under the 10% Additional Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Equity Securities under the issue. If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below. Shareholders should note that there is a risk that: (a) the market price for the Company's Equity Securities may be significantly lower on the issue date of any Placement Securities than on the date of the General Meeting; and (b) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue, which may have an effect on the amount of funds raised by the issue of the Placement Securities.

EXPLANATORY MEMORANDUM

	The table below displays the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2) on the basis of three different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2:			
Listing Rule 7.1A.2		Dilution		
		\$0.0085	\$0.0170	\$0.0255
		50% decrease in Market Price	Market Price	100% increase in Market Price
Current Issued Capital	10% voting dilution	84,858,215	84,858,215	84,858,215
848,582,148	Funds raised	\$721,294.83	\$1,442,589.65	\$2,163,884.48
50% increase in current issued capital	10% voting dilution	127,287,322	127,287,322	127,287,322
1,272,873,222	Funds raised	\$1,081,942.24	\$2,163,884.47	\$3,245,826.71
100% increase in current issued capital	10% voting dilution	169,716,430	169,716,430	169,716,430
1,697,164,296	Funds raised	\$1,442,589.65	\$2,885,179.30	\$4,327,768.95
The table above uses the following assumptions:				
(a) the current Shares on issue are the Shares on issue as at 18 September 2026;				
(b) the Share price set out above is the closing price of the Shares on the ASX on 18 September 2026 (being the last trading day before the date of this Notice of Meeting);				
(c) the Company issues the maximum possible number of Equity Securities under the 10% Additional Placement Capacity;				
(d) the above table only shows the dilutionary effect based on the 10% Additional Placement Capacity under Listing Rule 7.1A and not the 15% Threshold under Listing Rule 7.1;				
(e) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;				
(f) the issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 18 September 2026 and as provided for by the assumptions;				
(g) the issue price of the Placement Securities used in the table is the same as the Share price and does not take into account any discount to the share price (if any);				
(h) no Options or performance rights are exercised into Shares before the date of the issue of the Equity Securities under Listing Rule 7.1A;				
(i) the calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances; and				
(j) only Shares will be issued under the 10% Additional Placement Capacity.				
Allocation policy	The allottees of the Placement Securities to be issued under the 10% Additional Placement Capacity have not yet been determined. However, the allottees of Placement Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or Associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Additional 10% Placement Capacity will be vendors of the new assets or investments. The Company will determine the allottees at the time of the issue under the 10% Additional Placement Capacity, having regard to the following factors:			

EXPLANATORY MEMORANDUM

	(a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate; (c) the effect of the issue of the Placement Securities on the control of the Company; (d) the Company's circumstances, including, but not limited to, its financial position and solvency; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Total number of Equity Securities issued or agreed to be issued in the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2	The number of Equity Securities on issue 12 months before the date of the Meeting was 722,915,423 Equity Securities, including: (a) 696,156,657 Shares; and (b) 26,799,766 Options. In the previous twelve months the total number of Equity Securities issued under Listing Rule 7.1A.2 was 70,032,332 Shares. Accordingly, the total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting represents approximately 9.69% of the total Equity Securities on issue at the commencement of that 12-month period. For the purpose of Listing Rule 7.3A.6(b), the Company provides the following information: (a) The Shares issued under the Placement were issued to various professional and sophisticated investors selected by the Company in consultation with the lead manager to the placement completed on 5 May 2026; (b) the issue price of the Shares was \$0.017, being a 26% discount to the last closing price before announcement of the placement; (c) the Company received total cash consideration of \$1.19 million which has not currently been spent; and (d) The funds raised from the Capital Raising will be spent and applied to the following activities: (1) drilling focused on resource expansion and exploration drilling at the Company's 100%-owned Lewis Ponds Gold, Silver and Base Metals Project in the Lachlan Fold Belt; (2) metallurgical testing; (3) costs of the Placement; and (4) general working capital expenses.

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Resolution 4 – Amendment to the Constitution – Readoption and Renewal of Proportional Takeover Provision

The Company's Constitution currently contains provisions dealing with proportional takeover bids for the Company in accordance with the Corporations Act.

The provisions, which are contained in Schedule 5 of the Constitution of the Constitution, are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Specifically, that, in the event there is a proportional takeover bid, the registration of a transfer giving effect to a takeover contract for the bid is prohibited, unless a resolution is passed to approve the transfer.

A proportional takeover bid is a bid for a specified proportion, and not all, of the securities in the bid class, i.e. a bid to acquire a proportion of each Shareholder's Shares in the Company.

The Corporations Act requires that the proportional takeover provisions be renewed within three years of the adoption of the Constitution, otherwise they are, by force of the Corporations Act, omitted from the Constitution. In that case, the provisions need to be reinserted in the Constitution for them to again have effect.

The addition of these provisions provides a democratic method for Shareholders to determine whether they wish to allow Proportional takeover bids to be made for the Company.

The provisions in Schedule 5 effectively provide that a proportional takeover bid cannot be given effect to without first obtaining the approval of the Company's Shareholders. Given that a proportional takeover will not allow all Shareholders to dispose of all of their Shares to a bidder, as would occur under a conventional off-market takeover, yet could still result in control of the Company passing to the bidder, the inclusion of the proportional takeover provisions provides Shareholders with an effective veto as to whether a proportional takeover for the Company should be allowed to proceed.

If a Proportional takeover bid is made, the directors must ensure that the Shareholders vote on a resolution to approve the bid more than 14 days before the end of the bid period. Directors are obliged to ensure that the approving resolution is voted on. If, however, the resolution is not voted, a resolution approving the bid will be taken to have been passed.

As the date of this Notice of Meeting, no Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

The proportional takeover approval provisions:

- enable Shareholders to have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- increase the bargaining power of Shareholders to ensure adequate pricing of the proportional takeover bid; and
- enable Shareholders collectively to have some control over a potential change of control of the company in the circumstances of a proportional takeover bid.

EXPLANATORY MEMORANDUM

However, the proportional takeover approval provisions:

- create an additional hurdle for a bidder and may act to discourage proportional takeover bids;
- may limit the opportunity of Shareholders to sell some of their shares; and
- potentially reduce the likelihood of success of a proportional takeover bid.

Overall, the Directors consider that the benefits available to Shareholders in determining whether a proportional takeover bid may proceed outweigh the disadvantages.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 and advise that they intend to vote any Shares that they own or control in favour of Resolution 4.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

Enquiries

Shareholders are requested to contact the Company's Company Secretary, Mr Craig McPherson, on +61 7 3505 6453 or by email at info@orbitresources.au if they have any queries in respect of the matters set out in this Notice or Explanatory Memorandum.

EXPLANATORY MEMORANDUM

Glossary

10% Additional Placement Capacity means Equity Securities issued by the Company pursuant to Listing Rule 7.1A.

15% Threshold means the restriction on the issue of equity securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the number of ordinary shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

Annual Report means the annual report of the Company for the financial year ended 30 June 2026.

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

AEST means Australian Eastern Standard Time.

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

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

Board means the board of directors of the Company.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of the above definition.

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

Company means Orbit Resources Limited ACN 633 779 950.

Constitution means the constitution of the Company as amended from time to time.

Directors means the directors of the Company as at the date of this Explanatory Memorandum.

Directors' Report means the document entitled 'Directors' Report' commencing on page 7 of the Annual Report.

Eligible Entity has the meaning given to that term in the Listing Rules.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the annual general meeting of the Company to be convened by the Notice of Meeting.

EXPLANATORY MEMORANDUM

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

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the General Meeting of Shareholders that accompanies this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a General Meeting of Shareholders.

Option means an option to subscribe for a Share.

Related Party has the meaning given to that term in the Listing Rules.

Remuneration Report means the section of the Directors' Report in the Annual Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

Resolution means a resolution referred to in this Notice of Meeting.

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

Shareholder means a holder of a Share.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Trading Day has the meaning given to that term in the Listing Rules.

EXPLANATORY MEMORANDUM

Schedule 1 – Proportional Takeover

Proportional Takeover Bid Approval

Article 4.9 of the Company's Constitution states "Schedule 5 applies and forms part of this Constitution."

Schedule 5 – Proportional Takeover Bid Approval

1. Despite articles 4.1, 4.2 and 4.3, if offers are made under a proportional takeover bid for securities of the Company in accordance with the Corporations Act:
 - (a) This Schedule 5 applies;
 - (b) The registration of a transfer giving effect to a takeover contract resulting from acceptance of an offer made under the takeover bid is prohibited unless and until a resolution (an "approving resolution") to approve the bid is passed or taken to be passed in accordance with paragraph 4 or 5; and
 - (c) the Directors must ensure that an approving resolution is voted on in accordance with paragraphs 2 to 3 before the 14th day before the last day of the bid period.
2. Procedure for resolution
 - (a) at a meeting of persons entitled to vote on the resolution convened and conducted, subject to the provisions of paragraph 3, as if it were a general meeting of the Company convened and conducted in accordance with this Constitution and the Corporations Act with such modifications as the Directors determine the circumstances require; or
 - (b) by means of a postal ballot conducted in accordance with the following procedure:
 - (i) a notice of postal ballot and ballot paper must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Directors determine the circumstances require;
 - (ii) the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot;
 - (iii) the notice of postal ballot must contain the text of the resolution and the date for closing of the ballot and may contain any other information the Directors consider appropriate;
 - (iv) each ballot paper must specify the name of the person entitled to vote;
 - (v) a postal ballot is only valid if the ballot paper is duly completed and:
 - (A) if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or

EXPLANATORY MEMORANDUM

(B) if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or under the hand of a duly authorised officer or duly authorised attorney;

(vi) a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the Company before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or share registry of the Company or at such other place as is specified for that purpose in the notice of postal ballot; and

(vii) a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Company before the close of business on the date for closing of the postal ballot.

3. Persons entitled to vote

The only persons entitled to vote on the approving resolution are those persons who, as at the end of the day on which the first offer under the bid was made, held bid class securities. Each person who is entitled to vote is entitled to one vote for each bid class security held by that person at that time. Neither the bidder nor any associate of the bidder is entitled to vote on the resolution.

4. Resolution passed or rejected

If the resolution is voted on in accordance with paragraphs 1 to 3, then it is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is to be taken to have been rejected.

5. Resolution taken as passed

If a resolution to approve the bid has not been voted on as at the end of the day before the 14th day before the last day of the offer period, then a resolution to approve the bid is taken to have been passed in accordance with paragraphs 2 to 4.

6. Takeover articles cease to have effect

Paragraphs 1 to 5 cease to have effect on the day 3 years after the later of their adoption or last renewal.

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AEST) on Tuesday, 03 November 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:

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Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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