



Dart Mining NL
ACN 119 904 880

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date: 11am (AEDT) on Tuesday, 10th November 2026

Location: Online as a virtual meeting

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 9642 0655.

Shareholders are urged to vote by lodging the Proxy Form made available with the Notice

Dart Mining NL
ACN 119 904 880
(Company)

Notice of General Meeting

Notice is hereby given that the General Meeting of Shareholders of Dart Mining NL ACN 119 904 880 will be held virtually on Tuesday, 10th November 2026 at 11am (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday, 8th November 2026 at 7.00pm (AEDT).

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

1 Resolutions

Resolution 1– Approval to issue Consideration Securities

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 37,647,064 Consideration Shares and 18,823,532 Consideration Options on the terms and conditions in the Explanatory Memorandum.’

Resolution 2(a) and (b) – Ratification of prior issue of Tranche 1 Placement Shares

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

‘That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,844,623 Tranche 1 Placement Shares as follows:

- (a) 40,106,774 Tranche 1 Placement Shares issued under Listing Rule 7.1; and
- (b) 26,737,849 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Tranche 2 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 161,390,669 Tranche 2 Placement Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 114,117,645 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 5(a) to (d) – Approval to issue Director Placement Securities

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 7,058,826 Director Placement Shares and 3,529,414 Director Placement Options to the Directors (or their respective nominees) as follows:

- (a) *up to 2,352,942 Director Placement Shares and 1,176,471 Director Placement Options to James Chirnside;*
- (b) *up to 2,352,942 Director Placement Shares and 1,176,471 Director Placement Options to Terry Bates;*
- (c) *up to 1,176,471 Director Placement Shares and 588,236 Director Placement Options to Richard Udovenya; and*
- (d) *up to 1,176,471 Director Placement Shares and 588,236 Director Placement Options to Dean Turnbull,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 6(a) and (b) – Approval to issue Broker Securities

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 152,941,177 Broker Securities to the Brokers (or their respective nominees) as follows:

- (a) *up to 23,529,412 Broker Shares and 11,764,706 Attaching Options; and*
- (b) *up to 117,647,059 Broker Options,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 7– Approval to issue Referral Securities

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 4,647,059 Referral Shares and 2,323,530 Attaching Options to the Brokers (or their respective nominees) on the terms and conditions in the Explanatory Memorandum.'

2 Voting exclusions

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

- (a) **Resolution 1:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Consideration Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (b) **Resolution 2(a) and (b):** by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates;
- (c) **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 of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) **Resolution 4:** 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 of the Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (e) **Resolution 5(a):** by or on behalf of James Chirnside (or his nominees), and any other person who will obtain a material benefit as a result of, the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) **Resolution 5(b):** by or on behalf of Terry Bates (or his nominees), and any other person who will obtain a material benefit as a result of, the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (g) **Resolution 5(c):** by or on behalf of Richard Udovenya (or his nominees), and any other person who will obtain a material benefit as a result of, the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (h) **Resolution 5(d):** by or on behalf of Dean Turnbull (or his nominees), and any other person who will obtain a material benefit as a result of, the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

- (i) **Resolution 6(a) and (b):** by or on behalf of Discovery Capital Partners Pty Ltd and/or Zerp Capital Pty Ltd (or their respective nominees), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Broker Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (j) **Resolution 7:** by or on behalf of Discovery Capital Partners Pty Ltd and/or Zerp Capital Pty Ltd (or their respective nominees), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Referral Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Julie Edwards
Company Secretary
Dart Mining NL

Dated: 12 October 2026

Dart Mining NL
ACN 119 904 880
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually on Tuesday, 10th November 2026 at 11am (AEDT).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Background to the Resolutions
Section 4	Resolution 1 – Approval to issue Consideration Securities
Section 5	Resolution 2(a) and (b) – Ratification of prior issue of Tranche 1 Placement Shares
Section 6	Resolution 3 – Approval to issue Tranche 2 Placement Shares
Section 7	Resolution 4 – Approval to issue Placement Options
Section 8	Resolution 5(a) to (d) – Approval to issue Director Placement
Section 9	Resolution 6(a) and (b) – Approval to issue Broker Securities
Section 10	Resolution 7 – Approval to issue Referral Securities
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Consideration Options, Placement Options, Director Placement Options, Attaching Options and Broker Options
Schedule 3	Terms and Conditions of ASX waiver and decision

A Proxy Form is made available at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 No voting in person

Please refer to the information below on how Shareholders can participate in the Meeting.

As Shareholders will not be entitled to physically attend the Meeting, it will be deemed to be held at the registered office of the Company in accordance with section 249RA(1)(c) of the Corporations Act.

2.2 Attending the Meeting virtually

If you wish to attend the Meeting, you must register online. You can then join the Meeting in one of two ways:

- (a) If your e-mail address has been provided to the Company for you to receive communications by e-mail: by clicking on this link:

https://zoom.us/meeting/register/QPGuYWqLS2W8a_ih7rVVvA

You will then be asked to register for the Meeting.

- (b) If your e-mail address has not been provided to the Company, to register for the Meeting: go to www.zoom.us then select 'join a meeting' and enter the following meeting ID: 949 0531 1252

You may register at any time up to 11am (AEDT) on Monday, 9th November 2026, being 24 hours before the appointed time of the Meeting.

Further guidance on how to access the Meeting will be uploaded on the ASX and the Company's website in the week prior to the Meeting, outlining how Shareholders will be able to participate in the Meeting via the internet.

The Meeting will be virtually accessible to all Shareholders, and will allow Shareholders, as a whole, a reasonable opportunity to participate without being physically present at the Meeting.

If you have any difficulty, please e-mail the Company Secretary:
jedwards@dartmining.com.au.

2.3 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should submit to the Company ahead of the Meeting, or bring to the Meeting evidence of their appointment, including any authority under which it is signed.

2.4 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to vote by completing and submitting the Proxy Form and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from virtually attending and voting at the Meeting.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (d) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (e) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (f) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (g) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 11am on Sunday, 8th November 2026, being not later than 48 hours before the commencement of the Meeting.

2.5 Chair's voting intentions

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

2.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at jedwards@dartmining.com.au by no later than five business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. **Background to the Resolutions**

3.1 **Acquisition**

On 20 August 2026, the Company announced that it had entered into a binding share purchase agreement (**SPA**) with the shareholders of each of EE II Pty Ltd and EE IV Pty Ltd (together, the **Targets**) for the acquisition of 100% of the issued capital of the Targets from the shareholders (each a **Vendor**, and together, the **Vendors**) (**Acquisition**).

The Targets collectively hold one (1) granted exploration licence and seven (7) exploration licence applications located in the Yamarna district of Western Australia (together, the **Project**). Refer to the Company's ASX announcement entitled "DTM to acquire WA Project and secures firm commitments for \$2M placement" dated 20 August 2026 for further details regarding the Project.

Pursuant to the SPA, and subject to satisfaction of the Conditions (defined below), the Company will acquire 100% of the fully paid ordinary shares in the capital of the Targets (**Sale Shares**) from the Vendors for the following consideration:

- (a) non-refundable \$25,000 exclusivity fee to be paid within 5 business days of execution of the SPA (**Exclusivity Fee**);
- (b) \$50,000 in cash (**Cash Consideration**);
- (c) 37,647,064 Shares (**Consideration Shares**), being \$320,000 worth of Shares at a deemed issue price equal to the issue price of Shares under the Placement (defined below), comprising:
 - (i) 4,705,883 Consideration Shares (**Upfront Consideration Shares**), being attributable to the one (1) granted exploration licence; and
 - (ii) 32,941,181 Consideration Shares (**Deferred Consideration Shares**), being attributable to the seven (7) exploration licence applications (each a **Pending Tenement**, and together, the **Pending Tenements**);
- (d) 18,823,532 unquoted options on the same terms as the free-attaching options offered under the Placement set out in Schedule 2 (**Consideration Options**), being one (1) Consideration Option for every two (2) Upfront Consideration Shares and Deferred Consideration Shares each Vendor is entitled to receive under the Acquisition;
- (e) 1% net smelter return royalty in respect to the Project (**Royalty**); and
- (f) reimbursement of any costs of the heritage and land access agreements for the Project incurred from the execution of the SPA, subject to the Company's prior written consent.

Completion of the Acquisition under the SPA is subject to satisfaction (or waiver, as applicable) of the following outstanding conditions precedent (**Conditions**):

- (g) **Shareholder approvals:** the Company obtaining all necessary Shareholder approvals required by the Listing Rules or the Corporations Act to give effect to the Acquisition and Placement, including without limitation the approval of Resolution 1 and Resolution 3 to Resolution 5(a) to (d) (inclusive); and
- (h) **Royalty deed:** the Company and nominated entity of the Vendors executing a royalty deed in respect to the Royalty.

The Conditions must be satisfied or waived within 6 months of the execution of the SPA (or as extended by agreement) (**Cut-Off Date**). The SPA may be terminated prior to completion by any party if the conditions precedent are not satisfied or waived by the Cut-Off Date.

The SPA is otherwise considered to be on standard terms for a transaction of this nature.

It is expected that, following completion of the Acquisition, Cain Fogarty (current director of the Targets) will join the Company as a Technical Advisor, to assist with the planning, implementation and execution of exploration activities across the Project and broader Company portfolio.

3.2 Placement

In connection with the Acquisition, the Company received firm commitments from professional and sophisticated investors to raise \$2 million (before costs) via the issue of 235,294,118 Shares (**Placement Shares**) through a two-tranche equity placement at \$0.0085 per Placement Share (**Placement**).

The Placement is comprised of the following:

- (a) **Tranche 1:** the issue of 66,844,623 Placement Shares on 27 August 2026 to unrelated parties of the Company, comprising:
 - (i) 40,106,774 Placement Shares, which were issued pursuant to the Company's existing placement capacity under Listing Rule 7.1 (the subject of Resolution 2(a)); and
 - (ii) 26,737,849 Placement Shares, which were issued pursuant to the Company's existing placement capacity under Listing Rule 7.1A (the subject of Resolution 2(b)),
 (together, the **Tranche 1 Placement Shares**); and
- (b) **Tranche 2:** the proposed issue of up to 168,449,495 Placement Shares as follows:
 - (i) 161,390,669 Placement Shares to unrelated parties of the Company (**Tranche 2 Placement Shares**) subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 3); and
 - (ii) 7,058,826 Placement Shares to the Directors (or their respective nominees) (**Director Placement Shares**) subject to Shareholder approval under Listing Rule 10.11 (the subject of Resolution 5(a) to (d) (inclusive)).

Subject to Shareholder approval, Placement Participants will also be entitled to receive one (1) free-attaching unquoted Option for every two (2) Placement Shares subscribed for and issued under the Placement (**Placement Options**). The Placement Options will be exercisable at

\$0.011 each and expire on 30 September 2029, and will otherwise be subject to the terms and conditions in Schedule 2.

Proceeds of the Placement have been and are intended to be directed towards:

- (a) subject to completion of the Acquisition:
 - (i) initial exploration and assessment work at the Project, including data compilation, target generation and planning of first pass drilling programs; and
 - (ii) costs associated with the Acquisition, including the Cash Consideration;
- (b) continuation of field mapping, geochemical and geophysical surveys, and follow up drilling to test high priority targets across the Company's existing portfolio;
- (c) accretive project M&A growth and consolidation opportunities;
- (d) costs associated with the Placement; and
- (e) general working capital.

3.3 **Brokers**

Discovery Capital Partners Pty Ltd and Zerp Capital Pty Ltd (together, the **Brokers**) acted as joint lead managers to the Placement pursuant to the terms of the joint lead manager mandate (**JLM Mandate**). The engagement of the Brokers under the JLM Mandate is for a period of 3 months on an exclusive basis in connection with the Placement.

As consideration for the provision of services, the Company agreed to:

- (a) pay the Brokers a 6% cash fee on all funds raised under the Placement; and
- (b) subject to Shareholder approval, issue the Brokers (or their respective nominees) the following Securities:
 - (i) one (1) Share (**Broker Share**) for every ten (10) Placement Shares issued under the Placement, with one (1) attaching unquoted Option on the same terms as the Placement Options (**Attaching Options**) for every two (2) Broker Shares issued (the subject of Resolution 6(a)); and
 - (ii) one (1) unquoted Option on the same terms as the Placement Options (**Broker Option**) for every two (2) Placement Shares issued under the Placement (the subject of Resolution 6(b)),(together, the **Broker Securities**).

Pursuant to the terms of the JLM Mandate, the Brokers will also receive a referral fee of 10% of the total deal value for any corporate transactions or divestments introduced or brokered by the Brokers for the Company (**Referral Fee**) which is to be paid in Shares using the lower of most recent capital raising issue price of the latest 15-day VWAP of the Company. In relation to the Acquisition, the Company has agreed to issue the Brokers 4,647,059 Shares (**Referral Shares**) with 2,323,530 Attaching Options on the same ratio as the Placement (together, the **Referral Securities**) subject to Shareholder approval (the subject of Resolution 7).

4. Resolution 1 – Approval to issue Consideration Securities

4.1 General

The Acquisition, including the proposed issue of the Consideration Securities, is summarised in Section 3.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Consideration Securities to the Vendors.

4.2 Listing Rule 7.1

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

The proposed issue of the Consideration Securities does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, and subject to satisfaction or waiver of the Conditions under the SPA, the Company will be able to proceed with the issue of the Consideration Securities.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Consideration Securities and will not be able to proceed with the Acquisition.

4.3 Specific Information required by Listing Rule 7.3

Pursuant to Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Securities:

- (a) The Consideration Securities will be issued to the Vendors, none of whom are a related party or, other than as detailed below, a Material Investor of the Company. The Consideration Securities will be issued to the Vendors pro-rata to their respective shareholding in the Targets.

The Company advises that each of Kale Ivan Pervan and AKM (WA) Pty Ltd (ACN 130 789 507) as trustee for the AKM A/C (being associates of Discovery Capital Partners Pty Ltd, an adviser to the Company) is entitled to be issued 408,471 Upfront Consideration Shares, 2,859,297 Deferred Consideration Shares and 1,633,884 Consideration Options, which, in each case, comprised more than 1% of the Company's issued capital at the time of the agreement to issue the Consideration Securities. Accordingly, each of the abovenamed Vendors is considered to be a Material Investor in accordance with paragraph 7.4 of ASX Guidance Note 21.

- (b) A maximum of 37,647,064 Consideration Shares and 18,823,532 Consideration Options will be issued.

- (c) The Consideration Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Options will be exercisable at \$0.011 each and expire on 30 September 2029, and will otherwise be subject to the terms and conditions in Schedule 2.
- (e) The Upfront Consideration Shares and Consideration Options will be issued on completion of the Acquisition, which will be no later than 3 months after the date of the Meeting.
- (f) The Deferred Consideration Shares will be issued in seven equal tranches (each a **Deferred Tranche**) with each Deferred Tranche being issued upon the earlier of the grant of the Pending Tenement to which it is attributable and the Company disposing of, surrendering, transferring, allowing to lapse or failing to maintain that Pending Tenement or its application (**Milestone**). A Deferred Tranche lapses if:
 - (i) the application for the Pending Tenement to which it is attributable is finally refused grant on its merits, and that refusal is not caused or materially contributed to by any act or omission of the Company; or
 - (ii) the Company surrenders a Pending Tenement, or allows an application for a Pending Tenement to lapse, only where grant of that Pending Tenement cannot be obtained, despite the Company using reasonable endeavours to obtain grant, fund and conclude the heritage and land access agreements reasonably required for grant.
- (g) The Company has been granted a waiver by ASX from Listing Rule 7.3.4 to allow it to issue the Deferred Consideration Shares outside of the date which is three months from the date that the Company obtains Shareholder approval for their issue under ASX Listing Rule 7.1. This waiver applies to the issue of each Deferred Tranche to the extent the trigger is the grant of the Pending Tenement to which it is attributable (**Granted Milestone**).

Accordingly, the Company will issue each Deferred Tranche upon satisfaction of the Granted Milestone in relation to the Pending Tenement attributable to that Deferred Tranche and, in any event, no later than 2 years from the date of the Meeting. To the extent that the issue of any Deferred Tranches is triggered by the Company disposing of, surrendering, transferring, allowing to lapse or failing to maintain that Pending Tenement or its application (**Relinquishment Milestone**), the Company will issue such Deferred Tranches no later than 3 months from the date of the Meeting and, if any of those Deferred Tranches are not issued within that period, the Company will be required to seek a further Shareholder approval within 45 days of satisfaction of the Relinquishment Milestone (failing which, the Sellers may elect that the Company instead pay the cash value of the Deferred Tranche being \$40,000).

- (h) The issue of the Deferred Consideration Shares will have a dilutive effect on the percentage interest of existing Shareholders' holdings when the Deferred Consideration Shares are issued. The potential dilution if all Deferred Consideration Shares are issued is:
 - (i) 8.97% based on the current Share capital structure of the Company as at the date of this Notice (being 334,223,117 Shares as the date of this Notice); and

- (ii) 5.79% based on the expected Share capital structure of the Company following completion of the Acquisition and Placement.

The actual dilution will depend on the extent that additional Shares are issued by the Company.

- (i) The Consideration Securities will be issued for nil cash consideration, as they are being issued as partial consideration in connection with the Acquisition. Accordingly, no funds will be raised from the issue.
- (j) The terms and conditions of the waiver granted by ASX from Listing Rule 7.3.4 are contained in Schedule 3.
- (k) A summary of the material terms of the Acquisition is set out in Section 3.1.
- (l) A voting exclusion statement is included in the Notice.

4.4 **Additional information**

Resolution 1 is an ordinary resolution.

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

5. **Resolution 2(a) and (b) – Ratification of prior issue of Tranche 1 Placement Shares**

5.1 **General**

The background to the Placement, including the issue of the Tranche 1 Placement Shares, is set out in Section 3.2 above.

Resolution 2(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A.

5.2 **Listing Rules 7.1, 7.1A and 7.4**

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its 2025 annual general meeting.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 2(a) and (b) will be to allow the Company to

retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 2(a) is passed, 40,106,774 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2(a) is not passed, 40,106,774 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 40,106,774 Equity Securities for the 12-month period following the issue of the Tranche 1 Placement Shares.

If Resolution 2(b) is passed, 26,737,849 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2(b) is not passed, 26,737,849 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 26,737,849 Equity Securities for the 12-month period following the issue of the Tranche 1 Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Tranche 1 Placement Shares were issued.

5.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to professional and sophisticated investors, none of whom are a related party of the Company or, other than as detailed below, a Material Investor. The recipients of the Tranche 1 Placement Shares were identified through a bookbuild process, which involved the Company and the Brokers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and the Brokers.

The Company advises that:

- (i) James Mellon, a substantial Shareholder, was issued 5,547,415 Tranche 1 Placement Shares which comprises more than 1% of the Company's issued capital at the time of the agreement to issue the Placement Shares; and
- (ii) Kale Ivan Pervan, an associate of Discovery Capital Partners Pty Ltd, was issued 2,343,004 Tranche 1 Placement Shares which represented less than 1% of the Company's issued capital at the time of the agreement to issue the Placement Shares but has also been allocated 5,656,996 Tranche 2 Placement Shares. Together, the Tranche 1 Placement Shares and Tranche 2 Placement Shares allocated to Mr Pervan constitute more than 1% of the

Company's issued capital at the time of the agreement to issue the Placement Shares.

Accordingly, each of the abovenamed subscribers of Tranche 1 Placement Shares is considered to be a Material Investor in accordance with paragraph 7.4 of ASX Guidance Note 21.

- (b) A total of 66,844,623 Tranche 1 Placement Shares were issued as follows:
 - (i) 40,106,774 Tranche 1 Placement Shares under Listing Rule 7.1; and
 - (ii) 26,737,849 Tranche 1 Placement Shares under Listing Rule 7.1A.
- (c) The Tranche 1 Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 27 August 2026 at an issue price of \$0.0085 each.
- (e) A summary of the intended use of funds raised from the Placement is set out in Section 3.2.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

5.4 **Additional information**

Resolution 2(a) and (b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 2(a) and (b).

6. **Resolution 3 – Approval to issue Tranche 2 Placement Shares**

6.1 **General**

The background to the Placement, including the proposed issue of the Tranche 2 Placement Shares, is set out in Section 3.2 above.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

6.2 **Listing Rule 7.1**

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

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares and raise approximately \$1,371,820 (before costs). In addition, the issue of

the Tranche 2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and the Acquisition will not complete.

6.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to professional and sophisticated investors, none of whom are a related party of the Company or, other than as detailed below, a Material Investor. The subscribers of the Tranche 2 Placement Shares were identified through a bookbuild process, which involved the Company and the Brokers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and the Brokers.

The Company advises that:

- (i) James Mellon, a substantial Shareholder, will be issued 13,452,585 Tranche 2 Placement Shares which, together with the 5,547,415 Tranche 1 Placement Shares issued to Mr Mellon previously, comprises more than 1% of the Company's issued capital at the time of the agreement to issue the Placement Shares; and
- (ii) Kale Ivan Pervan, an associate of Discovery Capital Partners Pty Ltd, will be issued 5,656,996 Tranche 2 Placement Shares which, together with the 2,343,004 Tranche 1 Placement Shares issued to Mr Pervan previously, comprises more than 1% of the Company's issued capital at the time of the agreement to issue the Placement Shares.

Accordingly, each of the abovenamed subscribers of Tranche 2 Placement Shares is considered to be a Material Investor in accordance with paragraph 7.4 of ASX Guidance Note 21.

- (b) A maximum of 161,390,669 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement Shares will be issued at \$0.0085 each, the same price at which the Tranche 1 Placement Shares were issued.
- (f) A summary of the intended use of funds raised from the Placement is set out in Section 3.2.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

6.4 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 3.

7. **Resolution 4 – Approval to issue Placement Options**

7.1 **General**

The background to the Placement, including the proposed issue of the Placement Options is set out in Section 3.2 above.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Placement Options.

7.2 **Listing Rule 7.1**

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

The proposed issue of Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

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

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options, which means Placement Participants will not receive the Placement Options to which they would otherwise be entitled.

7.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

- (a) The Placement Options will be issued to the recipients of the Tranche 1 Placement Shares and subscribers of the Tranche 2 Placement Shares. Refer to Sections 5.3(a) and 6.3(a) for further information about the Placement participants.
- (b) A maximum of 114,117,645 Placement Options will be issued.
- (c) The Placement Options will be exercisable at \$0.011 each and expire on 30 September 2029, and will otherwise be subject to the terms and conditions in Schedule 2.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.

- (i) The purpose of the proposed issue of the Placement Options was to incentivise participation in the Placement.
- (j) The Placement Options will be issued for nil cash consideration as they are free-attaching to the Placement Shares. Accordingly, no funds will be raised from the issue of the Placement Options.
- (e) There are no other material terms to the agreement for the subscription of the Placement Options by Placement Participants.
- (f) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 4.

8. Resolution 5(a) to (d) – Approval to issue Director Placement

8.1 General

The background to the Placement, including the proposed issue of Director Placement Securities, is set out in Section 3.2.

The Directors have committed a total of \$60,000 on the same terms and conditions as the participants in the Placement to the extent and in the proportions set out below:

Director	Resolution	Amount committed to the Placement	Director Placement Shares	Director Placement Options
James Chirside (Managing Director)	Resolution 5(a)	\$20,000	2,352,942	1,176,471
Terry Bates (Non-Executive Director)	Resolution 5(b)	\$20,000	2,352,942	1,176,471
Richard Udovenya (Non-Executive Director)	Resolution 5(c)	\$10,000	1,176,471	588,236
Dean Turnbull (Non-Executive Director)	Resolution 5(d)	\$10,000	1,176,471	588,236
TOTAL		\$60,000	7,058,826	3,529,414

Resolution 5(a) to (d) (inclusive) seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to the Director (or their respective nominees) in the proportions set out above.

8.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a

listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Directors are related parties of the Company by virtue of being directors of the Company.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities to the Directors (or their respective nominees) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5(a) to (d) (inclusive) will be to allow the Company to issue the Director Placement Securities, raising \$60,000 (before costs).

If Resolution 5(a) to (d) (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Securities for which approval was not obtained and will not raise \$60,000 (before costs).

8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Shares will be issued to the Directors (or their respective nominees), in the proportions set out in Section 8.1.
- (b) The Directors fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Securities are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 7,058,826 Director Placement Shares and 3,529,414 Director Placement Options will be issued to the Directors (or their respective nominees), in the proportions set out in Section 8.1.
- (d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

- (e) The Director Placement Options will be exercisable at \$0.011 each and expire on 30 September 2029, and will otherwise be subject to the terms and conditions in Schedule 2.
- (f) The Director Placement Securities will be issued no later than 1 month after the date of the Meeting.
- (g) The Director Placement Shares will be issued at a price of \$0.0085 each, being the same price as those Placement Shares issued to non-related party participants in the Placement.
- (h) As the Director Placement Options are free attaching to the Director Placement Shares, the Company will not receive any cash consideration for the issue of the Director Placement Options.
- (i) A summary of the intended use of funds raised from the Placement is set out in Section 3.2, and the Company intends to use the funds received from the issue of the Director Placement Shares in the same manner.
- (j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- (k) There are no other material terms to the proposed issue of the Director Placement Securities.
- (l) A voting exclusion statement is included in the Notice.

8.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors each have a personal interest in the outcome of each of their respective Resolutions under Resolution 5(a) to (d) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the proposed issue of the Director Placement Securities to Shareholders to resolve.

8.5 Chapter 2E of the Corporations Act

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

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;
- (b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to

related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Placement Shares and Placement Options issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

8.6 Additional information

Resolution 5(a) to (d) (inclusive) are each separate ordinary resolutions.

The Board declines to make a recommendation in relation to Resolution 5(a) to (d) (inclusive) due to each of the Directors' personal interests in the outcome of the Resolutions.

9. Resolution 6(a) and (b) – Approval to issue Broker Securities

9.1 General

The background to the proposed issue of Broker Securities is set out in Section 3.3.

Resolution 6(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Broker Securities to the Brokers (or their respective nominees).

9.2 Listing Rule 7.1

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

The proposed issue of the Broker Securities does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 6(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 6(a) is passed, the Company will be able to proceed with the issue of the Broker Shares and Attaching Options to the Brokers (or their respective nominees). In addition, the issue of the Broker Shares and Attaching Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6(a) is not passed, the Company will not be able to proceed with the issue of the Broker Shares and Attaching Options to the Brokers (or their respective nominees) and will be required to pay an amount in cash equivalent to the Black Scholes value of the Attaching Options and the deemed value of the Broker Shares based on the issue price of the Placement Shares.

If Resolution 6(b) is passed, the Company will be able to proceed with the issue of the Broker Options to the Brokers (or their respective nominees). In addition, the issue of the Broker Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6(b) is not passed, the Company will not be able to proceed with the issue of the Broker Options to the Brokers (or their respective nominees) and will be required to pay an amount in cash equivalent to the Black Scholes value of the Broker Options.

9.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Securities:

- (a) The Broker Securities will be issued to the Brokers (or their respective nominees), none of whom are a related party of the Company.
- (b) A maximum of 23,529,412 Broker Shares, 11,764,706 Attaching Options and 117,647,059 Broker Options will be issued.
- (c) The Broker Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Attaching Options and Broker Options will be exercisable at \$0.011 each and expire on 30 September 2029, and will otherwise be subject to the terms and conditions in Schedule 2.
- (e) The Broker Securities will be issued no later than 3 months after the date of the Meeting.
- (f) The issue price of the Broker Shares will be \$0.00001 per Broker Share.
- (g) The Attaching Options and Broker Options will be issued for nil cash consideration.
- (h) Nominal funds will be raised from the issue of the Broker Securities, rather the Broker Securities are being issued as partial consideration for the provision of lead manager services by the Brokers with respect to the Placement.
- (i) There are no other material terms to the agreement for the subscription of the Broker Securities.
- (j) A voting exclusion statement is included in the Notice.

9.4 **Additional information**

Resolution 6(a) and (b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 6(a) and (b).

10. **Resolution 7 – Approval to issue Referral Securities**

10.1 **General**

The background to the proposed issue of Referral Securities is set out in Section 3.3.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Referral Securities to the Brokers (or their respective nominees).

10.2 **Listing Rule 7.1**

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

The proposed issue of the Referral Securities does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Referral Securities to the Brokers (or their respective nominees). In addition, the issue of the Referral Securities will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Referral Securities to the Brokers (or their respective nominees) and will be required to pay an amount in cash equivalent to the Black Scholes value of the Attaching Options and the deemed value of the Referral Shares based on the issue price of the Placement Shares.

10.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Referral Securities:

- (a) The Referral Securities will be issued to the Brokers (or their respective nominees), none of whom are a related party of the Company.
- (b) A maximum of 4,647,059 Referral Shares and 2,323,530 Attaching Options will be issued.
- (c) The Referral Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Attaching Options will be exercisable at \$0.011 each and expire on 30 September 2029, and will otherwise be subject to the terms and conditions in Schedule 2.
- (e) The Referral Securities will be issued no later than 3 months after the date of the Meeting.
- (f) The issue price of the Referral Shares will be \$0.00001 per Referral Share.
- (g) The Attaching Options will be issued for nil cash consideration.
- (h) Nominal funds will be raised from the issue of the Referral Securities, rather, the Referral Securities are being issued as a referral fee with respect to the Acquisition.
- (i) There are no other material terms to the agreement for the subscription of the Referral Securities.
- (j) A voting exclusion statement is included in the Notice.

10.4 **Additional information**

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
15-day VWAP	means the volume weighted average price of Shares traded on ASX during 15 consecutive trading days on which Shares actually trade on the ASX.
Acquisition	has the meaning given in Section 3.1.
AEDT	means Australian Eastern Daylight Time, being the time in Sydney, Australia.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Attaching Options	has the meaning given in Section 3.3.
Board	means the board of Directors.
Broker Option	has the meaning given in Section 3.3.
Broker Securities	has the meaning given in Section 3.3.
Broker Share	has the meaning given in Section 3.3.
Brokers	means, collectively, Discovery Capital Partners Pty Ltd (ABN 25 615 635 982) and Zerp Capital Pty Ltd (ABN 16 680 213 932).
Cash Consideration	has the meaning given in Section 3.1.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Dart Mining NL (ACN 119 904 880).
Conditions	has the meaning given in Section 3.1.
Consideration Options	has the meaning given in Section 3.1.
Consideration Shares	has the meaning given in Section 3.1.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Deferred Consideration Shares	has the meaning given in Section 3.1.
Deferred Tranche	has the meaning given in Section 4.3.

Director	means a director of the Company.
Director Placement Options	has the meaning given in Section 8.1.
Director Placement Shares	has the meaning given in Section 3.2.
Director Placement Securities	means, collectively, the Director Placement Shares and Director Placement Options.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
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 Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Milestone	has the meaning given in Section 4.3.
Notice	means this notice of general meeting.
Pending Tenements	has the meaning given in Section 3.1.
Placement	has the meaning given in Section 3.2.
Placement Shares	has the meaning given in Section 3.2.
Placement Options	has the meaning given in Section 3.2.
Project	has the meaning given in Section 3.1.

Proxy Form	means the proxy form attached to the Notice.
Referral Fee	has the meaning given in Section 3.3.
Referral Securities	has the meaning given in Section 3.3.
Referral Shares	has the meaning given in Section 3.3.
Resolution	means a resolution referred to in the Notice.
Royalty	has the meaning given in Section 3.1.
Sale Shares	has the meaning given in Section 3.1.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
SPA	has the meaning given in Section 3.1.
Targets	has the meaning given in Section 3.1.
Tranche 1 Placement Shares	has the meaning given in Section 3.2.
Tranche 2 Placement Shares	has the meaning given in Section 3.2.
Upfront Consideration Shares	has the meaning given in Section 3.1.
Vendors	has the meaning given in Section 3.1.

Schedule 2 **Terms and Conditions of Consideration Options, Placement Options, Director Placement Options, Attaching Options and Broker Options**

The terms and conditions of the Consideration Options, Placement Options, Director Placement Options, Attaching Options and Broker Options (in this Schedule, referred to as **Options**) are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: The Options have an exercise price of \$0.011 per Option.
3. **(Expiry Date)**: The Options expire at 5.00pm (AEST) on 30 September 2029. 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 and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability)**: The Options are not transferable.
7. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 11:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required and subject to paragraph 9, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; 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.
9. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
10. **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.

11. **(Takeovers prohibition):**
- (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. **(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.
14. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
15. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
17. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
18. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
19. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's Constitution.

Schedule 3 Terms and Conditions of ASX waiver and decision

The ASX Listing Rule waiver and decision obtained by the Company are as follows.

Waiver Decision – Listing Rule 7.3.4

1. Based solely on the information provided, ASX Limited ('ASX') grants Dart Mining NL (the 'Entity') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Entity in its notice of meeting ('Notice') seeking shareholder approval for the issue of up to 32,941,181 fully paid shares ('Deferred Consideration Shares') to each of EE II Pty Ltd and EE IV Pty Ltd (the together, the 'Targets'), as part consideration under a Share Purchase Agreement for the acquisition of 100% of the issued capital of the Targets, in seven equal tranches relating to seven tenement licence applications located in the Yamarna district of Western Australia with each tranche to be issued upon satisfaction of the grant of an exploration license (each a 'Pending Tenement') to which it is attributable ('Milestone'), not to state that the Deferred Consideration Shares will be issued no later than 3 months from the date of the meeting, on the following conditions:
 - (a) the Deferred Consideration Shares are to be issued upon achievement of each Milestone in relation to each Pending Tenement, and in any event, not later than 24 months from the date of the meeting;
 - (b) the material terms of the Deferred Consideration Shares are fully and clearly set out in the Notice, including the relevant performance milestones for the issue of the Deferred Consideration Shares;
 - (c) details regarding the potential dilutive effect of the Deferred Consideration Shares on the Entity's capital structure is included in the Notice to ASX's satisfaction;
 - (d) the terms of the waiver are clearly disclosed in the Notice to ASX's satisfaction;
 - (e) if any of the Milestones are achieved, the achievement of that Milestone and the basis on which the Entity's directors determined that the Milestone has been achieved is announced to the market, together with the number of Deferred Consideration Shares issued; and
 - (f) for any annual reporting period during which any Deferred Consideration Shares have been issued or any of them remain to be issued, the Entity's annual report, annual audited accounts, half-yearly report and quarterly report sets out the number of Deferred Consideration Shares issued in that annual reporting period, the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued.
2. This waiver is granted on the condition that the Entity releases an announcement to the market that discloses the nature and effect of the waiver and the Entity's reasons for seeking the waiver. The announcement must be released no later than the next business day after ASX communicates to the Entity that the waiver has been granted, except when the waiver relates to a confidential and incomplete proposal or negotiation. If the waiver relates to a confidential and incomplete proposal or negotiation, disclosure must be made when the matter ceases to be confidential or incomplete. ASX may direct the announcement to be made at another time.
3. ASX has considered Listing Rule 7.3.4 only and makes no statement as to the Entity's compliance with other Listing Rules.



Dart Mining NL | ABN 84 119 904 880

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 **10:00am (AEDT) on Sunday, 08 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:

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IN PERSON:

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Sydney NSW 2000

BY EMAIL:

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