
AMARA MINERALS LIMITED
ACN 120 973 775
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30am (AEDT)
DATE: 23 November 2026
PLACE: Level 1
530 Little Collins Street
MELBOURNE VIC 3000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:30am (AEDT) on Saturday, 21 November 2026.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

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

3. RESOLUTION 2 – ELECTION OF MR CHRISTOPHER GERTEISEN AS A DIRECTOR

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Christopher Gerteisen, a Director who was appointed as an additional Director on 6 May 2026, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 173,334,546 Shares on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 246,665,454 Shares on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 210,000,000 Options to the Unrelated Placement Participants (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO BARCLAY WELLS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 22,000,000 Options to Barclay Wells Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL FOR PARTICIPATION IN THE PLACEMENT – MR IAN HOLLAND

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares and 2,500,000 Options to Mr Ian Holland (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – APPROVAL FOR PARTICIPATION IN THE PLACEMENT – MR MENA HABIB

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Shares and 7,500,000 Options to Mr Mena Habib (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO JANUS CAPITAL IN SATISFACTION OF FACILITATION FEE

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,272,727 Shares to Janus Capital on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – CONFIRMATION OF APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, William Buck Audit (Vic) Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

Dated: 13 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolution 4 – Ratification of Prior Issue of Shares under the Placement – Listing Rule 7.1	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Ratification of Prior Issue of Shares under the Placement – Listing Rule 7.1A	The Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to Issue Placement Options	The Unrelated Placement Participants (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 – Approval to Issue Lead Manager Options to Barclay Wells	Barclay Wells Limited (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 – Approval for Participation in the Placement – Mr Ian Holland	Mr Ian Holland (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval for Participation in the Placement – Mr Mena Habib	Mr Mena Habib (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Ratification of Prior Issue of Shares to Janus Capital in Satisfaction of Facilitation Fee	Janus Capital or any other person who participated in the issue or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 3 8611 5333.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at amaraminerals.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF MR CHRISTOPHER GERTEISEN AS A DIRECTOR

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Christopher Gerteisen, having been appointed by other Directors on 6 May 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Gerteisen is set out below.

Qualifications, experience and other material directorships	Mr Gerteisen currently serves as Chief Executive Officer and Executive Director of Nova Minerals Limited (ACN 006 690 348) (ASX and NASDAQ: NVA) (Nova Minerals), a role he has held since 2019. Over the course of his career, he has managed and advanced projects from greenfield exploration to operational production successfully. At Nova Minerals, Mr Gerteisen leads the Estelle Gold, Antimony and Critical Minerals Project in Alaska's Tintina Gold Belt, comprising 514 km² of mining claims across a 35 km mineralised corridor of more than 20 advanced gold and antimony prospects, including two multi-million-ounce gold resources and several drill-ready antimony prospects with outcropping stibnite vein systems. In 2025, Nova Minerals was awarded a US\$43.4 million grant from the US Department of War to advance domestic antimony production. He began his career as an economic geologist with Newmont, contributing to projects on the Carlin Trend in Nevada, exploration programs in Alaska, and the Batu Hijau porphyry copper-gold deposit in Indonesia. He later held senior technical and executive roles with Sons of Gwalia, Oxiana/OZ Minerals, and PanAust. Mr Gerteisen is a seasoned mining executive with more than 30 years of experience leading resource projects from exploration through to development and production across North America, Australia, and Asia. With formal training in Economic Geology and Mineral Economics, he brings deep expertise in project development, operations, capital markets, and government relations. In addition to his executive leadership, he has served as a director of Viridis Mining and Minerals and Pioneer Minerals. Mr Gerteisen is a dual US-Australian citizen, a Member of the Australian Institute of Geoscientists, and holds an undergraduate degree from the University of Idaho and a graduate degree from the Western Australian School of Mines.
Term of office	Mr Gerteisen has served as a Director since 6 May 2026.
Independence	If elected, the Board does not consider that Mr Gerteisen will be an independent Director. Mr Gerteisen is the Chief Executive Officer and an executive director of Nova Minerals, a substantial holder of the Company, and was nominated to the Board by Nova Minerals.

Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Gerteisen.
Board recommendation	Having received an acknowledgement from Mr Gerteisen that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Gerteisen since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Gerteisen) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Gerteisen will be elected to the Board as a non-executive Director.

If this Resolution is not passed, Mr Gerteisen will not continue in their role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of 7 October 2026, the Company's market capitalisation is approximately \$15.57 million. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

REQUIRED INFORMATION	DETAILS																
	(a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).																
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.																
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate 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/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.																
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 7 October 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate. <table><tr><th colspan="5">DILUTION</th></tr><tr><th rowspan="3">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="3">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr><tr><th>\$0.003</th><th>\$0.005</th><th>\$0.008</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr></table>	DILUTION					Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			\$0.003	\$0.005	\$0.008	50% decrease	Issue Price	50% increase
DILUTION																	
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price															
		\$0.003	\$0.005	\$0.008													
		50% decrease	Issue Price	50% increase													

REQUIRED INFORMATION	DETAILS					
				Funds Raised		
	Current	3,133,927,270 Shares	313,392,727 Shares	\$940,178	\$1,566,963	\$2,507,141
	50% increase	4,700,890,905 Shares	470,089,090 Shares	\$1,410,267	\$2,350,445	\$3,760,712
	100% increase	6,267,854,540 Shares	626,785,454 Shares	\$1,880,356	\$3,133,927	\$5,014,283
	*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1. The table above uses the following assumptions: - There are currently 3,133,927,270 Shares on issue comprising: 3,113,927,270 existing Shares as at the date of this Notice; and 20,000,000 Shares which will be issued if Resolutions 8 and 9 are passed at this Meeting. - The issue price set out above is the closing market price of the Shares on the ASX on 7 October 2026 (being \$0.005) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. - The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. - The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. - The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. - 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. - This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: - the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and - the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.					
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current					

REQUIRED INFORMATION	DETAILS								
	Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (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, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).								
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2025 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 23 November 2025, the Company issued 246,665,454 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 5.12% of the total diluted number of Equity Securities on issue in the Company on 23 November 2025, which was 4,815,263,584. Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue: <table border="1" data-bbox="662 1507 1380 2072"> <tr> <td data-bbox="662 1507 869 1597">Date of Issue and Appendix 2A</td><td data-bbox="869 1507 1380 1597"> Date of Issue: 26 June 2026 Date of Appendix 2A: 26 June 2026 </td></tr> <tr> <td data-bbox="662 1597 869 1697">Number and Class of Equity Securities Issued</td><td data-bbox="869 1597 1380 1697">246,665,454 Shares²</td></tr> <tr> <td data-bbox="662 1697 869 1821">Issue Price and discount to Market Price¹ (if any)</td><td data-bbox="869 1697 1380 1821">\$0.005 per Share (at a premium of 25% to Market Price).</td></tr> <tr> <td data-bbox="662 1821 869 2072">Recipients</td><td data-bbox="869 1821 1380 2072">The Unrelated Placement Participants, being professional and sophisticated investors as part of the Placement announced on 16 June 2026. The Unrelated Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.</td></tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 26 June 2026 Date of Appendix 2A: 26 June 2026	Number and Class of Equity Securities Issued	246,665,454 Shares ²	Issue Price and discount to Market Price¹ (if any)	\$0.005 per Share (at a premium of 25% to Market Price).	Recipients	The Unrelated Placement Participants, being professional and sophisticated investors as part of the Placement announced on 16 June 2026. The Unrelated Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.
Date of Issue and Appendix 2A	Date of Issue: 26 June 2026 Date of Appendix 2A: 26 June 2026								
Number and Class of Equity Securities Issued	246,665,454 Shares ²								
Issue Price and discount to Market Price¹ (if any)	\$0.005 per Share (at a premium of 25% to Market Price).								
Recipients	The Unrelated Placement Participants, being professional and sophisticated investors as part of the Placement announced on 16 June 2026. The Unrelated Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.								

REQUIRED INFORMATION	DETAILS
	Other than Nova Minerals, a substantial holder of the Company, which was issued 100,000,000 Shares under the Placement, none of the participants in the Placement were material investors that are required to be disclosed under ASX Guidance Note 21.
	Total Cash Consideration and Use of Funds Amount raised: \$1,233,327 Amount spent: \$733,327 Use of funds: continued diamond drilling at Lauriston and Apollo; assess new opportunities and ongoing working capital. Amount remaining: \$500,000 Proposed use of remaining funds:³ continued diamond drilling at Lauriston and Apollo; assess new opportunities and ongoing working capital.
	Notes: 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company, ASX Code: AM3 (terms are set out in the Constitution). 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. BACKGROUND TO THE PLACEMENT

5.1 Placement

On 16 June 2026, the Company announced that it had received firm commitments from new and existing sophisticated and professional investors (**Placement Participants**) to subscribe for 440,000,000 Shares at an issue price of \$0.005 per Share, together with one free-attaching listed Option (ASX:AM3OA) (exercisable at \$0.008 per Option and expiring on 1 May 2029) (**Placement Options**) for every two Shares subscribed for and issued, to raise approximately \$2,200,000 (before costs) (**Placement**).

On 26 June 2026, the Company issued 420,000,000 Shares to the Placement Participants (other than the Directors) (**Unrelated Placement Participants**) pursuant to the Placement, comprising:

- 173,334,546 Shares issued under the Company's existing placement capacity pursuant to Listing Rule 7.1 (these Shares being the subject of ratification under Resolution 4); and
- 246,665,454 Shares issued under the Company's existing placement capacity pursuant to Listing Rule 7.1A (these Shares being the subject of ratification under Resolution 5).

Subject to obtaining Shareholder approval, the Company will issue 210,000,000 Placement Options to the Unrelated Placement Participants, approval for which is the subject of Resolution 6.

5.2 Participation by Nova Minerals

Nova Minerals, an existing Shareholder, participated in the Placement as a cornerstone investor for \$500,000. Its participation comprised:

- (a) 100,000,000 Shares, which were issued on 26 June 2026 as part of the Shares referred to in Section 5.1; and
- (b) 50,000,000 Placement Options, which form part of the Placement Options the subject of Resolution 6.

Non-Executive Director Mr Christopher Gerteisen is the Chief Executive Officer and an executive director of Nova Minerals. Mr Gerteisen did not participate in the Board's consideration of, or vote on, Nova Minerals' participation in the Placement.

5.3 Director participation

The Company's Managing Director, Mr Ian Holland, and Chairman, Mr Mena Habib, wish to participate in the Placement on the same terms as the Unrelated Placement Participants for \$25,000 and \$75,000 respectively, comprising:

- (a) 5,000,000 Shares and 2,500,000 Placement Options to Mr Ian Holland (or his nominee(s)), approval for which is the subject of Resolution 8; and
- (b) 15,000,000 Shares and 7,500,000 Placement Options to Mr Mena Habib (or his nominee(s)), approval for which is the subject of Resolution 9.

If Resolutions 8 and 9 are passed, the Company will raise a further \$100,000 (before costs) under the Placement.

5.4 Use of funds

The Company intends to use the funds raised from the Placement for the following purposes:

- (a) continued diamond drilling at the Lauriston and Apollo Gold and Antimony Projects;
- (b) assessing new opportunities; and
- (c) general working capital and the costs of the Placement.

5.5 Lead Manager

The Company appointed Barclay Wells Limited (ACN 009 352 836) (**Barclay Wells** or **Lead Manager**) to act as sole lead manager to the Placement, through its authorised representative Bentmont Pty Ltd (ACN 214 793 583), pursuant to a lead manager mandate dated 1 June 2026 (**Lead Manager Mandate**).

In consideration for providing lead manager services under the Lead Manager Mandate, the Company agreed to:

- (a) pay the Lead Manager a cash success fee of 6% of the funds raised under the Placement; and
- (b) subject to Shareholder approval, issue up to 22,000,000 Options (ASX:AM3OA) to the Lead Manager (or its nominee(s)) on the same terms as the Placement Options, being 10,000,000 Options for every \$1,000,000 raised under the Placement (**Lead Manager Options**), approval for which is the subject of Resolution 7.

Other than as set out above, the Lead Manager Mandate contains terms which are standard for an agreement of this type.

6. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT

6.1 General

As set out in Section 5.1, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 420,000,000 Shares at an issue price of \$0.005 per Share to raise \$2,100,000 (before costs).

On 26 June 2026, the Company issued 173,334,546 Shares pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 246,665,454 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 5).

6.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

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 annual general meeting held on 28 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Unrelated Placement Participants, being new and existing professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. Nova Minerals, a substantial holder of the Company, was issued 100,000,000 Shares, being more than 1% of the issued capital of the Company (refer to Section 5.2).

REQUIRED INFORMATION	DETAILS
	Other than as set out above, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	420,000,000 Shares were issued on the following basis: (a) 173,334,546 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and (b) 246,665,454 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	26 June 2026.
Price or other consideration the Company received for the Securities	\$0.005 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	Voting exclusion statements apply to these Resolutions.
Compliance	The issues did not breach Listing Rule 7.1 or Listing Rule 7.1A.

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS

7.1 General

As set out in Section 5.1, the Unrelated Placement Participants are entitled to receive one free-attaching Placement Option for every two Shares subscribed for and issued under the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 210,000,000 Placement Options to the Unrelated Placement Participants (or their nominee(s)). The Placement Options will be exercisable at \$0.008 each on or before 1 May 2029 and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

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

7.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Unrelated Placement Participants will not receive their Placement Options.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated Placement Participants (or their nominee(s)), being new and existing professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	210,000,000 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the same terms and conditions as the Company's existing quoted Options (ASX:AM3OA), as set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nil per Placement Option, as the Placement Options will be issued free-attaching with the Shares issued under the Placement on the basis of one Placement Option for every two Shares subscribed for and issued under the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	Other than the funds raised on exercise of the Placement Options, no funds will be raised through the issue of the Placement Options, as they are free-attaching to Shares subscribed for and issued under the Placement.
Summary of material terms of agreement to issue	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO BARCLAY WELLS

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 22,000,000 Lead Manager Options to Barclay Wells (or its nominee(s)) in consideration for lead manager services provided by Barclay Wells under the Lead Manager Mandate (refer to Section 5.5).

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

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

8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and satisfy its obligations under the Lead Manager Mandate. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. In such circumstances, the Company may need to negotiate an alternative form of consideration for the Lead Manager.

8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Barclay Wells (or its nominee(s)).
Number of Securities and class to be issued	Up to 22,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the same terms and conditions as the Placement Options, as set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided by Barclay Wells under the Lead Manager Mandate.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 5.5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTIONS 8 AND 9 – APPROVAL FOR PARTICIPATION IN THE PLACEMENT – MR IAN HOLLAND AND MR MENA HABIB

9.1 General

As set out in Section 5.3, these Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 20,000,000 Shares and 10,000,000 Placement Options to Mr Ian Holland and Mr Mena Habib (or their respective nominee(s)) (**Participating Directors**), to enable their participation in the Placement on the same terms as the Unrelated Placement Participants.

Further details in respect of the participation of the Participating Directors are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION		
		SHARES	PLACEMENT OPTIONS	FUNDS RAISED
Mr Ian Holland	8	5,000,000	2,500,000	\$25,000
Mr Mena Habib	9	15,000,000	7,500,000	\$75,000
Total		20,000,000	10,000,000	\$100,000

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

The issue constitutes giving a financial benefit and each of the Participating Directors is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Holland, who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Holland (or his nominee(s)) on the same terms as Securities issued to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Habib, who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Mr Habib (or his nominee(s)) on the same terms as Securities issued to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

9.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX

waiver or modification of the Listing Rules) and will raise a further \$100,000 (before costs) under the Placement, which will be used in the manner set out in Section 5.4. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised under the Placement. The number of Lead Manager Options to be issued under Resolution 7 will also be reduced (refer to Section 5.5).

If one of these Resolutions is passed and the other is not, the Company will only be able to proceed with the issue to the Participating Director (or their nominee(s)) in respect of whom Shareholders approved the issue.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Ian Holland and Mr Mena Habib (or their respective nominee(s)).
Categorisation under Listing Rule 10.11	Each of the Participating Directors falls within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Any nominee(s) of the Participating Directors who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to an aggregate of 20,000,000 Shares and 10,000,000 Placement Options will be issued, in the proportions set out in the table in Section 9.1.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.005 per Share and nil per Placement Option as the Placement Options will be issued free attaching with the Shares on a one for two basis. Refer to the table in Section 9.1.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.4 for details of the proposed use of funds. The issue is not intended to remunerate or incentivise the Participating Directors.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to each of these Resolutions.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO JANUS CAPITAL IN SATISFACTION OF FACILITATION FEE

10.1 General

On 4 January 2025, the Company entered into a facilitation fee agreement with Janus Capital, a company incorporated in the British Virgin Islands (**Janus Capital**), pursuant to which Janus Capital agreed to identify and introduce geological projects to the Company for consideration across Australia and overseas for a period of two years commencing on 5 January 2025 (**Facilitation Agreement**).

In consideration for services to be provided under the Facilitation Agreement, the Company agreed to pay Janus Capital a facilitation fee of 12% of the total value of any project successfully introduced to the Company and for which the Company enters into a definitive agreement. Any fee to be paid under the Facilitation Agreement must be paid either in cash or via the issue of Shares at the election of the Company.

Janus Capital facilitated the Company's acquisition of a 100% interest in the Lauriston Gold and Antimony Project (**Lauriston Project**), announced on 8 May 2025. The facilitation fee for the acquisition of the Lauriston Project is equal to \$720,000, which is payable in cash or Shares at the election of the Company, as follows:

- (a) \$150,000 payable on the date of completion of the acquisition of the Lauriston Project, being 14 July 2025 (**Completion Date**), which was satisfied through the issue of 30,000,000 Shares on 14 July 2025;
- (b) \$120,000 payable 6 months from the Completion Date, which was satisfied through the issue of 21,818,181 Shares on 18 February 2026 and ratified by Shareholders at the general meeting held on 12 May 2026;
- (c) \$150,000 payable 12 months from the Completion Date (**12M Facilitation Fee**);
- (d) \$60,000 payable 18 months from the Completion Date; and
- (e) \$240,000 payable within 30 days of the first gold being poured from the Lauriston Project.

Other than as noted above, the Facilitation Agreement contains terms which are standard for an agreement of this type.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 27,272,727 Shares to Janus Capital on 26 August 2026 at a deemed issue price of \$0.0055 per Share in satisfaction of the 12M Facilitation Fee.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

10.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

10.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Janus Capital.
Number and class of Securities issued	27,272,727 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	26 August 2026.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for facilitation services provided by Janus Capital under the Facilitation Agreement, at a deemed issue price of \$0.0055 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Facilitation Agreement in respect of the 12M Facilitation Fee.
Summary of material terms of agreement to issue	The Shares were issued under the Facilitation Agreement, a summary of the material terms of which is set out in Section 10.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

11. RESOLUTION 11 – CONFIRMATION OF APPOINTMENT OF AUDITOR

11.1 Background

Morrows Audit Pty Ltd (**Morrows**), the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC in accordance with section 329(5) of the Corporations Act.

Upon receipt of ASIC's consent to their resignation, Morrows has advised that it will submit a notice of resignation to the Company in accordance with section 329(5) of the Corporations Act, such resignation to take effect from the date of the Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for William Buck Audit (Vic) Pty Ltd (ACN 116 151 136) (**William Buck**) to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice as Annexure A.

William Buck has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval and the resignation of Morrows.

If this Resolution is passed, the appointment of William Buck as the Company's auditor will take effect from the close of the Meeting.

11.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

12M Facilitation Fee has the meaning given in Section 10.1.

7.1A Mandate has the meaning given in Section 4.1.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

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

Barclay Wells or **Lead Manager** has the meaning given in Section 5.5.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Amara Minerals Limited (ACN 120 973 775).

Completion Date has the meaning given in Section 10.1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facilitation Agreement has the meaning given in Section 10.1.

Janus Capital means Janus Capital, a company incorporated in the British Virgin Islands.

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.

Lauriston Project has the meaning given in Section 10.1.

Lead Manager Mandate and **Lead Manager Options** have the meanings given in Section 5.5.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Nova Minerals has the meaning given in Section 3.1.

Option means an option to acquire a Share.

Participating Directors has the meaning given in Section 9.1.

Placement has the meaning given in Section 5.1.

Placement Options has the meaning given in Section 5.1.

Placement Participants has the meaning given in Section 5.1.

Previous Approval has the meaning given in Section 4.3.

Previous Issue has the meaning given in Section 4.3.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2026.

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

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Unrelated Placement Participants has the meaning given in Section 5.1.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

1.	ENTITLEMENT	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	EXERCISE PRICE	\$0.008 (Exercise Price).
3.	EXPIRY DATE	1 May 2029 (Expiry Date).
4.	EXERCISE PERIOD	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	NOTICE OF EXERCISE	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	EXERCISE DATE	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	QUOTATION	Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange. The Company notes that it will make an application to ASX for quotation of the Options.
8.	TIMING OF ISSUE OF SHARES ON EXERCISE	Within 15 Business Days after the Exercise Date, the Company will: (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, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for quotation on ASX of Shares issued pursuant to the exercise of the Options.
9.	SHARES ISSUED ON EXERCISE	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10.	RECONSTRUCTION OF CAPITAL	In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.
11.	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. However, the Company will give the holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

12.	CHANGE IN EXERCISE PRICE	There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
13.	ADJUSTMENT FOR BONUS ISSUES	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 holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and (b) no change will be made to the Option exercise price.
14.	TRANSFERABILITY	The Options are transferable with prior written consent of the Board. The Company notes that it will make an application to ASX for quotation of the Options, and if quotation is granted, the Options will be freely tradable without the prior written consent of the Board.
15.	ADJUSTMENTS	Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
16.	GOVERNING LAW	These terms and the rights and obligations of the Option holder are governed by the laws of Victoria. The Option holder irrevocably and unconditionally submits to the nonexclusive jurisdiction of the courts of Victoria.

ANNEXURE A – NOMINATION OF AUDITOR LETTER

13 October 2026

Board of Directors
Amara Minerals Limited
Level 2, 480 Collins Street
MELBOURNE VIC 3000

I, Mena Habib, being a member of Amara Minerals Limited (**Company**), nominate William Buck Audit (Vic) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated 13 October 2026:

A handwritten signature in blue ink, appearing to read 'Mena Habib', is written over a faint, light blue rectangular stamp.

Mena Habib

Your Annual General Meeting Proxy Form



Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.



Attending the Meeting

Date and time	Monday, 23 November 2026 at 10:30am (AEDT)
Location	Level 1, 530 Little Collins Street, Melbourne VIC 3000
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy



Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Amara Minerals Limited

Enter HIN/SRN:

Enter Postcode: if within Australia or

Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co



Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Allow extra time for postal delivery

DEADLINE: Saturday, 21 November 2026 at 10:30am (AEDT)
(48 hours before the meeting)

SRN/HIN:
Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form – Amara Minerals Limited
Annual General Meeting November 2026

I/We, being member(s) of Amara Minerals Limited ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Monday, 23 November 2026 at 10:30am (AEDT) at Level 1, 530 Little Collins Street, Melbourne VIC 3000 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy, I/we give the Chair of the Meeting express authority to vote on Resolution 1 even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report			
2 Election of Mr Christopher Gerteisen as a Director			
3 Approval of 7.1A Mandate			
4 Ratification of Prior Issue of Shares under the Placement – Listing Rule 7.1			
5 Ratification of Prior Issue of Shares under the Placement – Listing Rule 7.1A			
6 Approval to Issue Placement Options			
7 Approval to Issue Lead Manager Options to Barclay Wells			
8 Approval for Participation in the Placement – Mr Ian Holland			
9 Approval for Participation in the Placement – Mr Mena Habib			
10 Ratification of Prior Issue of Shares to Janus Capital in Satisfaction of Facilitation Fee			
11 Confirmation of Appointment of Auditor			

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.