
MIRAMAR RESOURCES LIMITED
ACN 635 359 965
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: Thursday, 19 November 2026
PLACE: Conference Room
South Perth Bowling Club
2 Mends Street
SOUTH PERTH WA 6151

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 4:00 pm (WST) on Tuesday, 17 November 2026.

BUSINESS OF THE MEETING

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.

1. 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.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MARK HANLON

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 15.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mark Hanlon, a Director who was appointed casually on 7 August 2026, retires, and being eligible, is elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALLAN KELLY

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 15.2 of the Constitution, and for all other purposes, Allan Kelly, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER 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 316,438,484 Shares on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER 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 210,958,991 Shares on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 SHARES TO UNRELATED PLACEMENT PARTICIPANTS

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 44,031,095 Shares to unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MARK HANLON

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 114,285,714 Shares to Mr Mark Hanlon (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – ALLAN KELLY

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 28,571,429 Shares to Mr Allan Kelly (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO TAURUS CAPITAL

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 60,000,000 Options to Taurus Capital Group Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – 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."

11. RESOLUTION 11 – REMOVAL OF DIRECTOR – JONATHAN FISHER (NON-BOARD ENDORSED)

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

"That Jonathan Fisher be removed as a director of the company with effect from the passing of this resolution."

Your Board is not proposing this Resolution. This Resolution is included in this Notice as a result of the Section 203D Notice given to the Company by Toronga Pty Ltd. The Directors (other than Mr Fisher, who abstains) recommend that Shareholders vote AGAINST this Resolution and each of those Directors intends to vote all Shares that he holds or controls AGAINST this Resolution.

12. RESOLUTION 12 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 12.

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 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and*
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting."*

Dated: 16 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD and 250R of the Corporations Act, 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.
Resolution 7 – Approval For Director Participation In Placement – Mark Hanlon	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.
Resolution 8 – Approval For Director Participation In Placement – Allan Kelly	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.
Resolution 12 – Spill Resolution	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. 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.

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 Tranche 1 Placement Shares under Listing Rule 7.1	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 Tranche 1 Placement Shares under Listing Rule 7.1A	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 Tranche 2 Shares to Unrelated Placement Participants	Placement Participants 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 For Director Participation In Placement – Mark Hanlon	Mr Mark Hanlon (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 8 – Approval For Director Participation In Placement – Allan Kelly	Mr Allan Kelly (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 to Issue Options to Taurus Capital Group Pty Ltd	Taurus Capital Group Pty Ltd (and/or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the 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
 - (i) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (ii) 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
 - (iii) 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 at mku@corpbervices.com.

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 <https://www.miramarresources.com.au/>.

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 more than 25%. Accordingly, the Spill Resolution will be relevant for this Meeting if at least 25% of the votes cast on this Resolution are voted against adoption of the Remuneration Report. Refer to Resolution 12 and Section 12 for further information.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MARK HANLON

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 Mark Hanlon, having been appointed by other Directors on 7 August 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 Hanlon is set out below.

Qualifications, experience and other material directorships	Mr Hanlon has over 11 years of experience as a board member of numerous ASX listed Resources and Mining stocks, including companies in the ASX 250. He has a broad background of senior executive experience as Finance Director and Chief Financial Officer across a wide range of industries including mining and mining services. During the past three years, Mr Hanlon was a Non-Executive Director of Waroona Energy Inc., Non-Executive Director of Lotus Resources Ltd (ASX 250), Non-Executive Chairman of Copper Strike Ltd and Non-Executive Director of Red River Resources Ltd. Mark has been a Top 20 shareholder of Miramar since listing and brings with him a wealth of relevant experience and vision. Mr Hanlon does not currently hold any ASX-listed directorships. Mr Hanlon holds a Bachelor of Business (Accounting & Finance) and a Master of Business (Banking & Finance).
Term of office	Mr Hanlon has served as a Director since 7 August 2026.
Independence	If elected, the Board does not consider that Mr Hanlon will be an independent Director. Mr Hanlon has a significant shareholding in the Company and is proposed to acquire further Shares under Resolution 7. The Board considers that the size of his interest, including the proposed participation if approved, could reasonably be perceived to influence his capacity to bring independent judgement to Board matters affecting shareholders generally.
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, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Hanlon. Those checks did not identify any material information requiring disclosure to Shareholders.
Board recommendation	Having received an acknowledgement from Mr Hanlon that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Hanlon since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Hanlon) 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 Hanlon will be elected to the Board as a non-independent non-executive Director.

If this Resolution is not passed, Mr Hanlon will not continue in his role as a non-independent non-executive Director. The Company will seek nominations or otherwise identify suitably qualified candidates to join the Company to ensure that the Company has a suitable number of directors in accordance with the Constitution. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALLAN KELLY

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Allan Kelly, who has held office without re-election since 14 November 2024 and being eligible retires by rotation and seeks re-election.

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

Qualifications, experience and other material directorships	Mr Kelly is a geologist and manager with over 30 years' experience in mineral exploration, development and production throughout Australia and the Americas. Mr Kelly graduated in 1994 with a Bachelor of Science (with honours) in Applied Geology from Curtin University. He has been involved in targeting early stage exploration of gold, nickel and copper deposits in Australia, Alaska and Canada and has previously held senior exploration positions within Western Mining Corporation and Avoca Resources Limited. He has also served as an Executive Director of Riversgold Ltd and a non-executive director of Alloy Resources Ltd. In 2009, Mr Kelly founded Doray Minerals Limited, which listed on the ASX in early 2010. Under Mr Kelly's management, Doray discovered the high-grade Wilber Lode gold deposit within the Andy Well Project in the Murchison Region of Western Australia, which moved from discovery to production within three and a half years, and subsequently funded, constructed and commissioned the Deflector Gold-Copper Project within 14 months of completing the takeover of Mutiny Gold Limited in 2014. In 2014, Mr Kelly was awarded the Association of Mining and Exploration Companies (AMEC) 'Prospector Award', along with Doray's co-founder Mr Heath Hellewell, for the discovery of the Wilber Lode and Andy Well gold deposits. Mr Kelly is a Fellow and Former Councillor of the Association of Applied Geochemistry (AAG), a Former Councillor of AMEC, and a Member of the Australian Institute of Geoscientists (AIG).
Term of office	Mr Kelly has served as a Director since 6 August 2019 and was last re-elected on 14 November 2024.
Independence	If re-elected, the Board does not consider that Mr Kelly will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Kelly that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Kelly since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Kelly) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Kelly will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Mr Kelly will not continue in his role as an 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.

5. BACKGROUND TO RESOLUTIONS 4 TO 9 – PLACEMENT

5.1 General

As announced on 16 September 2026, the Company has received firm commitments to undertake a placement of 714,285,713 Shares at an issue price of \$0.00175 per Share to raise up to \$1,250,000.00 via two tranches (**Placement**) as follows:

- (a) **Tranche 1:** an aggregate of 527,397,475 Shares issued on 23 September 2026 pursuant to the Company's placement capacity under Listing Rules 7.1 (316,438,484 Shares) and 7.1A (210,958,991 Shares) (ratification of which is sought under Resolutions 4 and 5); and
- (b) **Tranche 2:** subject to obtaining shareholder approval, the issue of up to 186,888,238 Shares, comprising:
 - (i) 44,031,095 Shares to unrelated Placement Participants (being the subject of Resolution 6); and
 - (ii) an aggregate of 142,857,143 Shares to Directors of the Company (the subject of Resolutions 7 and 8).

5.2 Use of funds

Funds raised via the Placement are intended to be used for drilling campaigns, exploration and development activities at its 80%-owned Gidji JV Gold Project located 15 kilometres north of Kalgoorlie, and to provide general working capital. The Company may adjust the timing and allocation of expenditure in response to exploration results, operational priorities and other circumstances as they arise.

5.3 Lead Manager

Taurus Capital Group Pty Ltd (**Taurus Capital**) acted as sole lead manager and bookrunner to the Placement.

Pursuant to the lead manager mandate (**Lead Manager Mandate**) with Taurus Capital, the Company agreed to pay/issue:

- (a) a 6% fee (plus GST) on all funds raised under the Placement (excluding funds raised from Director participation in the Placement);
- (b) a 4% management fee (plus GST) on all funds raised pursuant to Director participation in the Placement; and
- (c) subject to Shareholder approval, 60,000,000 Options at an issue price of \$0.00001 per Option, exercisable at \$0.003 each and expiring three (3) years from the date of issue (the subject of Resolution 9), to be issued within 45 days of completion of the Placement (or such later date as agreed by Taurus Capital). If Shareholder approval is not obtained within that period, the Company must instead pay Taurus Capital a cash fee equal to the value of those Options (calculated using the Black & Scholes valuation method and a volatility of 100%).

The Lead Manager Mandate also gives Taurus Capital a right of first refusal, for 12 months after the Lead Manager Mandate expires or is terminated, to act as broker, lead manager, joint lead manager, underwriter or sub-underwriter to any capital raising undertaken by the Company.

The Company has also agreed to reimburse Taurus Capital for its reasonable out-of-pocket expenses (including legal fees of up to \$10,000 (excluding GST)). The Lead Manager

Mandate otherwise contains terms considered standard for an agreement of its nature (including warranties, indemnities and termination provisions).

6. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

6.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 527,397,475 Shares at an issue price of \$0.00175 per Share on 23 September 2026 under the Placement.

316,438,484 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 210,958,991 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (being, the subject of Resolution 5).

6.2 Listing Rules 7.1 and 7.1A

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 securities it had on issue at the start of that 12 month period.

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 27 November 2025. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 10 being passed at this Meeting.

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.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 10 being passed at this Meeting.

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	Professional and sophisticated investors who were identified through a bookbuild process, which involved Taurus Capital seeking expressions of interest to participate in the Placement from non-related parties of the Company. 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	527,397,475 Shares were issued on the following basis: (a) 316,438,484 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and (b) 210,958,991 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	23 September 2026.
Price or other consideration the Company received for the Securities	\$0.00175 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	The purpose of the issue was to raise capital, which the Company intends to apply as set out in Section 5.2 above.
Summary of material terms of agreement to issue	The Shares were issued pursuant to subscription agreements between the Company and the unrelated Placement Participants, the terms of which are customary for an agreement of this type.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

7. RESOLUTION 6 – APPROVAL TO ISSUE TRANCHE 2 SHARES TO UNRELATED PLACEMENT PARTICIPANTS

7.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 44,031,095 Shares to unrelated Placement Participants at an issue price of \$0.00175 per Share under Tranche 2 of the Placement.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

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

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In 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 therefore will not raise the additional funds of approximately \$77,054 under Tranche 2 of the Placement. The Company may be required to assess other means of accessing capital such as sourcing alternative capital raising options, debt financing or reduced intended work programmes which the company had otherwise intended to undertake.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Taurus Capital 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	Up to 44,031,095 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.00175 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as set out in Section 5.2 above.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to subscription agreements between the Company and the unrelated Placement Participants, the terms of which are customary for an agreement of this type.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 7 AND 8 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

8.1 General

Resolutions 7 and 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 142,857,143 Shares to Directors, Mr Mark Hanlon and Mr Allan Kelly (or their nominee(s)) on the terms and conditions set out below to enable the Directors to participate in the Placement on the same terms as unrelated participants.

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

RECIPIENT	RESOLUTION	SHARES	FUNDS RAISED
Mark Hanlon	7	114,285,714	\$200,000
Allan Kelly	8	28,571,429	\$50,000
Total		142,857,143	\$250,000

8.2 Director Recommendation

Mr Jonathan Fisher recommends that Shareholders vote in favour of these Resolutions to enable the Directors to participate in the Placement on the same terms as unrelated participants.

Each Director (other than Mr Fisher) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Mr Fisher) (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors (other than Mr Fisher) do not believe that it is appropriate to make a recommendation on these Resolutions.

8.3 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 proposed recipients is a related party of the Company by virtue of being a Director.

As Shares are proposed to be issued to all of the Directors other than Mr Fisher, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

8.4 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.

8.5 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). 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. The Company therefore will not raise the additional funds of approximately \$250,000 from the Directors' participation in the Placement and may be required to assess other means of accessing capital such as sourcing alternative capital raising options, debt financing or reduced intended work programmes which the company had otherwise intended to undertake.

8.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Shares are set out in Section 8.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 8.1 above.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares 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	\$0.00175 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply as set out in Section 5.2 above.
Consideration of type and quantum of Security to be issued	The quantum and pricing of Shares to be offered under the Placement was determined in conjunction with Taurus Capital. The recipients are seeking to participate in the Placement on the same terms as the unrelated Placement Participants who took part in the Placement. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities on the terms proposed.

REQUIRED INFORMATION	DETAILS																								
Valuation	The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.00175 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to unrelated participants in the Placement). <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Mark Hanlon</td><td>114,285,714</td><td>\$200,000</td></tr><tr><td>Allan Kelly</td><td>28,571,429</td><td>\$50,000</td></tr></table>	RECIPIENT	SHARES	VALUE	Mark Hanlon	114,285,714	\$200,000	Allan Kelly	28,571,429	\$50,000															
RECIPIENT	SHARES	VALUE																							
Mark Hanlon	114,285,714	\$200,000																							
Allan Kelly	28,571,429	\$50,000																							
Summary of material terms of agreement to issue	The Shares are being issued pursuant to a subscription agreement, the terms of which are standard and the same as unrelated Placement Participants.																								
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Mark Hanlon</td><td>108,574,660</td><td>111,400,000^{2,3}</td><td>4.12%</td><td>4.90%</td></tr><tr><td>Allan Kelly</td><td>96,910,998</td><td>21,583,334^{2,3}</td><td>3.68%</td><td>2.64%</td></tr></table> Post issue <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th></tr><tr><td>Mark Hanlon</td><td>222,860,374</td><td>111,400,000^{2,3}</td></tr><tr><td>Allan Kelly</td><td>125,482,427</td><td>21,583,334^{2,3}</td></tr></table> Notes: - Fully paid ordinary shares in the capital of the Company (ASX: M2R). - Quoted Options exercisable at \$0.018 each on or before 25 July 2027 (ASX: M2ROA). Mr Hanlon holds 31,400,000 and Mr Kelly holds 9,583,334 of these Options. - Unquoted Options, comprising Options exercisable at \$0.004 each on or before 13 March 2028 (ASX: M2RAT) (Mr Hanlon: 80,000,000; Mr Kelly: 10,000,000) and Options exercisable at \$0.031 each on or before 8 November 2027 (ASX: M2RAP) (Mr Kelly: 2,000,000).	RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED	Mark Hanlon	108,574,660	111,400,000 ^{2,3}	4.12%	4.90%	Allan Kelly	96,910,998	21,583,334 ^{2,3}	3.68%	2.64%	RECIPIENT	SHARES ¹	OPTIONS	Mark Hanlon	222,860,374	111,400,000 ^{2,3}	Allan Kelly	125,482,427	21,583,334 ^{2,3}
RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED																					
Mark Hanlon	108,574,660	111,400,000 ^{2,3}	4.12%	4.90%																					
Allan Kelly	96,910,998	21,583,334 ^{2,3}	3.68%	2.64%																					
RECIPIENT	SHARES ¹	OPTIONS																							
Mark Hanlon	222,860,374	111,400,000 ^{2,3}																							
Allan Kelly	125,482,427	21,583,334 ^{2,3}																							
Dilution	If the Shares the subject of these Resolutions are issued, a total of 142,857,143 Shares would be issued. This will increase the number of Shares on issue from 2,636,987,384 (being the total number of Shares on issue as at the date of this Notice) to 2,779,844,527 (assuming that no other Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.14%, comprising 4.11% by Mr Mark Hanlon and 1.03% by Mr Allan Kelly.																								
Market price	The issue price of \$0.00175 per Share represents a 12.5% discount to the last traded price of Shares on ASX on 11 September 2026 and to the Company's 15 day volume weighted average price of Shares of \$0.002.																								

REQUIRED INFORMATION	DETAILS		
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:		
		PRICE	DATE
	Highest	\$0.005	27 January 2026; 30 January 2026; 2 February 2026; 4–5 February 2026; 18–20 February 2026; 24 February 2026; 27 February 2026; 2 March 2026; 4 March 2026 and 10 March 2026.
	Lowest	\$0.002	7 November 2025; 19–20 November 2025; 24 November 2025; 26 November 2025; 3 December 2025; 12 December 2025; 15–16 December 2025; 29 December 2025; 31 March – 2 April 2026; 7–10 April 2026; 13–17 April 2026; 21–22 April 2026; 30 April 2026; 4–5 May 2026; 7 May 2026; 12–14 May 2026; 22 May 2026; 27–29 May 2026; 3 June 2026; 10–12 June 2026; 16–18 June 2026; 23 June 2026; 25–26 June 2026; 29–30 June 2026; 13 July 2026; 23–24 July 2026; 27–28 July 2026; 31 July 2026; 3–4 August 2026; 6–7 August 2026; 10–14 August 2026; 20–21 August 2026; 24 August 2026; 26 August 2026; 4 September 2026; 8–10 September 2026; 16 September 2026; 18 September 2026; 22 September 2026; 24–25 September 2026; 28 September 2026 and 1 October 2026.
	Last	\$0.002	2 October 2026
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.		
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.		
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.		

9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO TAURUS CAPITAL

9.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 60,000,000 Options to Taurus Capital (and/or its nominees) in consideration for lead manager services provided in connection with the Placement.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

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

9.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to pay Taurus Capital a cash fee in lieu of the Options in accordance with the Lead Manager Mandate (see Section 5.3).

9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Taurus Capital Group Pty Ltd (and/or its nominees).
Number of Securities and class to be issued	60,000,000 Options will be issued.
Terms of Securities	The 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 three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at \$0.00001 per Option (raising \$600 in aggregate).
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, the material terms of which are summarised in Section 5.3. Funds raised from the issue will be applied towards working capital.
Summary of material terms of agreement to issue	The Options are being issued under the Lead Manager Mandate, the material terms of which are summarised in Section 5.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

10.1 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.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

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 the date of this Notice, the Company's market capitalisation is approximately \$5.27 million. The Company is therefore an Eligible Entity.

10.3 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.

10.4 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: (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 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 30 September 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.

REQUIRED INFORMATION		DETAILS					
		DILUTION					
		Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			
				\$0.001	\$0.002	\$0.003	
				50% decrease	Issue Price	50% increase	
				Funds Raised			
		Current	2,636,987,384 Shares	263,698,738 Shares	\$263,698	\$527,397	\$791,096
		50% increase	3,955,481,076 Shares	395,548,107 Shares	\$395,548	\$791,096	\$1,186,644
		100% increase	5,273,974,768 Shares	527,397,476 Shares	\$527,397	\$1,054,794	\$1,582,192
*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:							
1. There are currently 2,636,987,384 Shares on issue, including the Shares issued under Tranche 1 of the Placement. 2. The issue price set out above is the closing market price of the Shares on the ASX on 30 September 2026 (being \$0.002) (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. 3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. 4. Other than the Previous Issue, 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. 5. 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. 6. 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. 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 8. 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%. 9. 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:							
(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) 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.							

REQUIRED INFORMATION	DETAILS								
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 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 27 November 2025 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 19 November 2025, the Company issued 330,451,305 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 15.16% of the total diluted number of Equity Securities on issue in the Company on 19 November 2025, which was 2,179,443,668. 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="663 1608 1390 2114"> <tr> <td data-bbox="663 1608 874 1749">Date of Issue and Appendix 2A</td><td data-bbox="874 1608 1390 1749"> Date of Issue: 12 December 2025 and 23 September 2026. Date of Appendix 2A: 12 December 2025 and 23 September 2026. </td></tr> <tr> <td data-bbox="663 1749 874 1877">Number and Class of Equity Securities Issued</td><td data-bbox="874 1749 1390 1877">119,492,314 Shares issued on 12 December 2025 and 210,958,991 Shares issued on 23 September 2026, being an aggregate of 330,451,305 Shares.²</td></tr> <tr> <td data-bbox="663 1877 874 2027">Issue Price and discount to Market Price¹ (if any)</td><td data-bbox="874 1877 1390 2027">\$0.0025 per Share in respect of the Shares issued on 12 December 2025 (at a discount of 16.67% to Market Price) and \$0.00175 per Share in respect of the Shares issued on 23 September 2026 (at a discount of 12.5% to Market Price).</td></tr> <tr> <td data-bbox="663 2027 874 2114">Recipients</td><td data-bbox="874 2027 1390 2114">Professional and sophisticated investors as part of the placements announced on 8 December 2025 and 16 September 2026. The placement</td></tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 12 December 2025 and 23 September 2026. Date of Appendix 2A: 12 December 2025 and 23 September 2026.	Number and Class of Equity Securities Issued	119,492,314 Shares issued on 12 December 2025 and 210,958,991 Shares issued on 23 September 2026, being an aggregate of 330,451,305 Shares. ²	Issue Price and discount to Market Price¹ (if any)	\$0.0025 per Share in respect of the Shares issued on 12 December 2025 (at a discount of 16.67% to Market Price) and \$0.00175 per Share in respect of the Shares issued on 23 September 2026 (at a discount of 12.5% to Market Price).	Recipients	Professional and sophisticated investors as part of the placements announced on 8 December 2025 and 16 September 2026. The placement
Date of Issue and Appendix 2A	Date of Issue: 12 December 2025 and 23 September 2026. Date of Appendix 2A: 12 December 2025 and 23 September 2026.								
Number and Class of Equity Securities Issued	119,492,314 Shares issued on 12 December 2025 and 210,958,991 Shares issued on 23 September 2026, being an aggregate of 330,451,305 Shares. ²								
Issue Price and discount to Market Price¹ (if any)	\$0.0025 per Share in respect of the Shares issued on 12 December 2025 (at a discount of 16.67% to Market Price) and \$0.00175 per Share in respect of the Shares issued on 23 September 2026 (at a discount of 12.5% to Market Price).								
Recipients	Professional and sophisticated investors as part of the placements announced on 8 December 2025 and 16 September 2026. The placement								

REQUIRED INFORMATION	DETAILS
	participants were identified through a bookbuild process, which involved Leeuwin Wealth Pty Ltd (in respect of the placement announced on 8 December 2025) and Taurus Capital Group Pty Ltd (in respect of the Placement) seeking expressions of interest to participate in the placement from non-related parties of the Company. In respect of the placement announced on 8 December 2025, Buprestid Pty Ltd <Hanlon Family Super Fund>, an entity controlled by Mr Mark Hanlon (who was not a Director at the time of the issue), was issued 80,000,000 Shares on 12 December 2025, representing approximately 5.36% of the issued capital of the Company at the time of that issue. Other than as disclosed above, none of the participants in the placements were material investors that are required to be disclosed under ASX Guidance Note 21. Total Cash Consideration and Use of Funds Amount raised: \$298,730.79 in respect of the Shares issued on 12 December 2025 and \$369,178.23 in respect of the Shares issued on 23 September 2026, being \$667,909.02 in aggregate. Amount spent: \$298,730.79 (raised on 12 December 2025) Use of funds: Gidji and Bangemall exploration activities and ongoing working capital. Amount remaining: \$369,178.23 Proposed use of remaining funds:³ Current company projects 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: M2R (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.

11. RESOLUTION 11 – REMOVAL OF DIRECTOR – JONATHAN FISHER (NON-BOARD ENDORSED)

11.1 Background

On 9 September 2026, the Company received a notice from Toronga Pty Ltd (ACN 065 054 604) (**Toronga**) under section 203D(2) of the Corporations Act of Toronga's intention to move a resolution at the next general meeting of the Company for the removal of Mr Jonathan Fisher as a Director (**Section 203D Notice**).

Toronga is the Company's largest Shareholder. As at 28 September 2026 (being the date of its most recent substantial holding notice), Toronga held 204,833,862 Shares, representing approximately 7.77% of the Shares on issue at that date.

Section 203D(1) of the Corporations Act provides that a public company may by resolution remove a director from office despite anything in the company's constitution, an agreement between the company and the director, or an agreement between any or all members of the company and the director. Clause 15.5 of the Constitution provides that the Company may by resolution remove any Director before the expiration of his period of office.

This Resolution has been proposed by Toronga. It is not a resolution proposed by the Board and the Board does not endorse or support it.

11.2 Information in relation to Mr Fisher

Mr Fisher was appointed as a Director on 8 December 2025 and was elected as a Director by Shareholders at the general meeting held on 10 March 2026. Mr Fisher is the Company's Non-Executive Chairman.

Mr Fisher has 20 years' experience in the resources and corporate industries, with capital markets, finance and mining industry relationships. Mr Fisher is currently also the Chief Executive Officer of Cauldron Energy (ASX: CXU) and a Non-Executive Director of APC Minerals (ASX: APC). Mr Fisher holds a Master of Applied Finance from Macquarie University and Bachelor of Laws and Bachelor of Commerce degrees from the University of Western Australia. He is a graduate of the Australian Institute of Company Directors.

11.3 Consequences of this Resolution

If this Resolution is passed, Mr Fisher will cease to hold office as a Director with effect from the passing of this Resolution. Assuming Resolutions 2 and 3 are passed, the Board would then comprise two Directors, being Mr Allan Kelly and Mr Mark Hanlon. Clause 15.1 of the Constitution requires the Company to have at least 3 Directors at all times, and section 201A(2) of the Corporations Act requires a public company to have at least 3 directors. The Company would therefore be required to appoint a further Director as soon as practicable following the Meeting.

If this Resolution is not passed, Mr Fisher will continue to hold office as a Director.

11.4 Statement by Mr Fisher

Section 203D(4) of the Corporations Act entitles a director who is the subject of a proposed resolution for their removal to put to the Company a written statement for circulation to Shareholders and to speak to the resolution at the Meeting. Mr Fisher has advised the Company that he does not intend to provide a written statement.

11.5 Statement by Toronga

Section 249P of the Corporations Act permits Shareholders with at least 5% of the votes that may be cast at a general meeting (or at least 100 Shareholders who are entitled to vote at the meeting) to require the Company to give all Shareholders a statement about a resolution proposed to be moved at that meeting. Toronga has advised the Company that it does not intend to provide a statement.

11.6 Directors' recommendation

Mr Fisher has experience in the resources sector, capital markets and finance, and currently serves as the Company's Non-Executive Chairman. The Board considers that his experience and industry relationships are valuable to Miramar as it progresses exploration at Gidji and its current capital raising.

The Board also considers that retaining Mr Fisher would provide continuity of leadership during this period. If he were removed and Mr Segman were not elected, the Board would comprise only two Directors, below the minimum of three required for the Company.

For these reasons, the Directors, other than Mr Fisher, consider that retaining him is in the best interests of the Company and Shareholders.

The Directors, other than Mr Fisher, recommend that Shareholders vote **AGAINST** this Resolution. Mr Fisher has a material personal interest in the outcome of this Resolution and accordingly abstains from making a recommendation on it.

The Chair of the Meeting intends to vote all available undirected proxies **AGAINST** this Resolution.

12. RESOLUTION 12 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 12.

12.1 General

The Corporations Act requirements for this Resolution to be put to vote are set out in Section 2.2.

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons who will seek election as directors of the Company at the Spill Meeting.

12.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 apply in the same manner to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 10.2.

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.

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 Miramar Resources Limited (ACN 635 359 965).

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.

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.

Lead Manager Mandate has the meaning given in Section 5.3.

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.

Option means an option to acquire a Share.

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

Placement has the meaning given in Section 5.1.

Placement Participants means the professional and sophisticated investors who participated, or will participate, in the Placement.

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, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 12.1.

Spill Resolution has the meaning given in Section 2.2.

Taurus Capital means Taurus Capital Group Pty Ltd (ACN 622 499 834).

Toronga means Toronga Pty Ltd (ACN 065 054 604).

Vacating Directors means the Directors who were in office when the Directors' report for the financial year ended 30 June 2026 was approved, other than a managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected.

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

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.003 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) 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	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 17 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

