
MOUNT RIDLEY MINES LIMITED
ACN 092 304 964
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am (WST)
DATE: Thursday, 19 November 2026
PLACE: Level 2
7 Havelock Street
West Perth WA 6005

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 Director's 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 – MR DAVID WALL

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 David Wall, a Director who was appointed as an additional Director on 11 March 2026, retires, and being eligible, is elected as a Director."

3. 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."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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 60,606,100 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – MR DAVID WALL

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 2,000,000 Shares to Mr David Wall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTOR – MR KIERAN WITT

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 1,030,303 Shares to Mr Kieran Witt (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER 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 up to 6,363,640 Options to Alpine Capital (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR DAVID WALL

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 15,000,000 Performance Rights to Mr David Wall (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR ALLISTER CAIRD

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 10,000,000 Performance Rights to Mr Allister Caird (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR KIERAN WITT

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 6,000,000 Performance Rights to Mr Kieran Witt (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MR PETER CHRISTIE

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 6,000,000 Performance Rights to Mr Peter Christie (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS – EQUITIES CLUB

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 2,083,333 Performance Rights to Equities Club (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 19 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(1) and 250R(4), 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 8 – Approval to issue Performance Rights to Director – Mr David Wall	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. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 9 – Approval to issue Performance Rights to Director – Mr Allister Caird	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 9 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 9 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 10 – Approval to issue Performance Rights to Director – Mr Kieran Wiff	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 10 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 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to issue Performance Rights to Director – Mr Peter Christie	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 11 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 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with 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 Placement Shares	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Approval to issue Placement Shares to Director – Mr David Wall	Mr David Wall (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 6 – Approval to issue Placement Shares to Director – Mr Kieran Witt	Mr Kieran Witt (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 7 – Approval to issue Lead Manager Options	Alpine Capital (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 to issue Performance Rights to Director – Mr David Wall	Mr David Wall (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 Performance Rights to Director – Mr Allister Caird	Mr Allister Caird (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 – Approval to issue Performance Rights to Director – Mr Kieran Witt	Mr Kieran Witt (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 11 – Approval to issue Performance Rights to Director – Mr Peter Christie	Mr Peter Christie (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 12 – Ratification of prior issue of Performance Rights – Equities Club	Equities Club (or its nominee(s)) 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 8 6165 8858.

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 www.mtridleymines.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 less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR DAVID WALL

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 David Wall, having been appointed by other Directors on 11 March 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 Wall is set out below.

Qualifications, experience and other material directorships	Mr Wall has more than 20 years' experience in equity capital markets and corporate advisory, with expertise in corporate strategy, capital markets transactions and company building across the resources sector. He is currently an Executive Director of GBA Capital and previously served as Principal at Inyati Capital and Managing Director of 88 Energy Limited. Earlier in his career, he worked as an energy analyst at Hartleys and Argonaut and in corporate strategy at Woodside Energy. Mr Wall holds a Bachelor of Commerce from the University of Western Australia and is a Member of the Australian Institute of Company Directors.
Term of office	Mr Wall has served as a Director since 11 March 2026.
Independence	If re-elected, the Board considers that Mr Wall will be an independent Director.
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 Wall.
Board recommendation	Having received an acknowledgement from Mr Wall that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Wall since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Wall) 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 Wall will be elected to the Board as an independent Director.

If this Resolution is not passed, Mr Wall will not continue in their role as an independent 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 the date of this Notice, the Company's market capitalisation is \$59,998,367. 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: (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.

REQUIRED INFORMATION	DETAILS																																						
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 15 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="2" rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="4">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.022</th><th>\$0.043</th><th>\$0.065</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="2"></th><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>1,398,341,172</td><td>139,834,117</td><td>\$3,076,350</td><td>\$6,012,867</td><td>\$9,089,217</td></tr><tr><td>50% increase</td><td>2,097,511,758</td><td>209,751,175</td><td>\$4,614,525</td><td>\$9,019,300</td><td>\$13,633,826</td></tr><tr><td>100% increase</td><td>2,796,682,344</td><td>279,668,234</td><td>\$6,152,701</td><td>\$12,025,734</td><td>\$18,178,435</td></tr></table> *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 1,398,341,172 Shares on issue comprising: 1,395,310,869 existing Shares as at the date of this Notice; and 3,030,303 Shares which will be issued if Resolutions 5 and 6 are passed at this Meeting. - The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2026 (being \$0.043) (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.	Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.022	\$0.043	\$0.065	50% decrease	Issue Price	50% increase			Funds Raised			Current	1,398,341,172	139,834,117	\$3,076,350	\$6,012,867	\$9,089,217	50% increase	2,097,511,758	209,751,175	\$4,614,525	\$9,019,300	\$13,633,826	100% increase	2,796,682,344	279,668,234	\$6,152,701	\$12,025,734	\$18,178,435
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REQUIRED INFORMATION	DETAILS
	4. 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.
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 19 November 2025 (Previous Approval). During the 12 month period preceding the date of the Meeting, being on and from 19 November 2025, the

REQUIRED INFORMATION	DETAILS
	Company has not issued any Equity Securities pursuant to the Previous Approval.
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 RESOLUTIONS 4 – 7

5.1 Placement

On 4 September 2026, the Company announced that it had received firm commitments to raise \$2,000,000 (before costs) through a placement of Shares to professional and sophisticated investors (**Placement Participants**) at an issue price of \$0.033 per Share (**Placement**).

Mr David Wall and Mr Kieran Witt (each, a Director) have also committed to subscribe for up to an aggregate of 3,030,303 Shares on the same terms as the Placement Participants, to raise a further \$100,000 (before costs).

On 11 September 2026, the Company issued 60,606,100 Shares to the Placement Participants (**Placement Shares**) using the Company's placement capacity under Listing Rule 7.1, ratification of which is being sought under Resolution 4.

The Company is also seeking Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 3,030,303 Shares to Messrs Wall and Witt (or their nominee(s)) to enable each of Mr Wall and Mr Witt's participation in the Placement on the same terms as the Placement Participants (being the subject of Resolutions 5 and 6).

5.2 Lead Manager

The Company engaged Alpine Capital Pty Ltd (ACN 155 409 653) to act as lead manager to the Placement (**Alpine Capital** or the **Lead Manager**) pursuant to a lead manager mandate (**Mandate**). In consideration for its services, the Company has agreed to:

- (a) pay Alpine Capital a management and placement fee of 6% of the funds raised under the Placement; and
- (b) issue Alpine Capital (or its nominee(s)) up to 6,363,640 Options, each exercisable at \$0.0495 and expiring three years from the date of issue (**Lead Manager Options**), subject to Shareholder approval (being the subject of Resolution 7).

The Mandate is otherwise on terms considered standard for an agreement of its nature.

5.3 Use of Funds

The Company intends to apply the funds raised under the Placement towards accelerating the next phase of technical work at the Grass Patch Project and the development of the Selectro Process, including:

- (a) testwork to assess flotation as a pre-concentration step ahead of Selectro leaching, with the aim of improving feed grade and reducing reagent consumption;
- (b) a large-scale Selectro leaching program intended to increase the technology readiness level of the Selectro Process, further inform flowsheet design and support production of the Company's first mixed rare earth oxide product;
- (c) continued optimisation and validation of the Selectro Process, including downstream processing studies and assessment of its application to Grass Patch mineralisation and potential third-party feedstocks;
- (d) technical and resource definition activities across the Company's scandium, gallium and heavy rare earth element resources, including work directed towards increasing geological confidence in portions of the existing mineral resources; and

- (e) ongoing exploration and development activities at the Grass Patch Project, corporate costs (including the costs of the Placement) and general working capital.

6. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

6.1 General

As set out in Section 5.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 60,606,100 Placement Shares to the Placement Participants at an issue price of \$0.033 per Share to raise approximately \$2,000,000 (before costs).

6.2 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.

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 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.

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 Alpine 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, other than the Directors for whom approval is being sought pursuant to Resolutions 5 and 6.
Number and class of Securities issued	60,606,100 Placement Shares were issued.
Terms of Securities	The Placement 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.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities were issued	11 September 2026.
Price or other consideration the Company received for the Securities	\$0.033 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares are not being issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO DIRECTORS

7.1 General

These Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to an aggregate of 3,030,303 Placement Shares to Mr David Wall and Mr Kieran Witt (or their nominees), as set out below to enable their participation in the Placement on the same terms as unrelated Placement Participants.

RESOLUTION	DIRECTOR	SHARES	INVESTMENT
5	David Wall	2,000,000	\$66,000
6	Kieran Witt	1,030,303	\$34,000

7.2 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 Mr Wall and Mr Witt are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Wall and Mr Witt, who have a material personal interest in these Resolutions) 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 Wall or Mr Witt (or their nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

7.3 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.

7.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issues within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 5.3. As approval pursuant to Listing Rule 7.1 is not required for the issues (because approval is being obtained under Listing Rule 10.11), the issues 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 issues and no further funds will be raised under the Placement.

7.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr David Wall and Mr Kieran Witt (or their nominee(s)).
Categorisation under Listing Rule 10.11	Mr Wall and Mr Witt fall 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 Directors. Any nominee(s) of Mr Wall or Mr Witt 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 3,030,303 Placement Shares will be issued, as set out in Section 7.1.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 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).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	\$0.033 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares are not being issued under an agreement.
Voting exclusion statement	Voting exclusion statements apply to these Resolutions.

8. RESOLUTION 7 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

8.1 General

As set out in Section 5.2 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 6,363,640 Lead Manager Options to Alpine Capital (or its nominee(s)) in consideration for lead manager services provided in connection with the Placement.

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. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may be required to re-negotiate the form of fees payable to the Lead Manager for services provided under the Mandate, which may require the Company to expend its existing cash reserves.

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	Alpine Capital (or its nominee(s)).
Number of Securities and class to be issued	Up to 6,363,640 Options will be issued.
Terms of Securities	The Lead Manager 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

REQUIRED INFORMATION	DETAILS
	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 Alpine Capital in connection with the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations to Alpine Capital under the Mandate.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Mandate, a summary of the material terms of which is set out in Section 5.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTIONS 8 TO 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

9.1 General

These Resolutions 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 37,000,000 Performance Rights to Mr David Wall, Mr Allister Caird, Mr Kieran Witt and Mr Peter Christie (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the Securities proposed to be issued are set out in the table below.

CLASS	VESTING CONDITION	EXPIRY DATE
A	Company achieving a 20-day VWAP of \$0.05.	5 years from the date of issue
B	Company achieving a 20-day VWAP of \$0.075.	5 years from the date of issue
C	Company achieving a 20-day VWAP of \$0.10.	5 years from the date of issue

The number and class of Performance Rights to be issued to each of the recipients is as set out in the table below:

RECIPIENT	RESOLUTION	PERFORMANCE RIGHTS		
		CLASS A	CLASS B	CLASS C
Mr David Wall	8	5,000,000	5,000,000	5,000,000
Mr Allister Caird	9	-	5,000,000	5,000,000
Mr Kieran Witt	10	-	3,000,000	3,000,000
Mr Peter Christie	11	-	3,000,000	3,000,000

9.2 Director Recommendation

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

9.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

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 Securities are proposed to be issued to all of the Directors, 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.

9.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 7.3 above.

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.

9.5 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.

9.6 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 Securities are set out in Section 9.1 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 Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 37,000,000 and the allocation between the recipients is set out in the table included at Section 9.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
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	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients,

REQUIRED INFORMATION	DETAILS															
	which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.															
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the proposed recipients will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.															
Consideration of quantum of Securities to be issued	The number of Securities to be issued has been determined based upon a consideration of: (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.															
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026</th></tr><tr><td>David Wall¹</td><td>72,000²</td><td>24,000³</td></tr><tr><td>Allister Caird</td><td>336,000⁴</td><td>445,543⁵</td></tr><tr><td>Kieran Witt</td><td>48,000⁶</td><td>51,500⁷</td></tr><tr><td>Peter Christie</td><td>60,000⁸</td><td>60,000⁹</td></tr></table> Notes: 1. Mr Wall was appointed as a Director on 11 March 2026. 2. Comprising Directors' fees of \$72,000. 3. Comprising Directors' fees of \$24,000, of which \$6,000 was unpaid as at 30 June 2026.	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026	David Wall ¹	72,000 ²	24,000 ³	Allister Caird	336,000 ⁴	445,543 ⁵	Kieran Witt	48,000 ⁶	51,500 ⁷	Peter Christie	60,000 ⁸	60,000 ⁹
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026														
David Wall ¹	72,000 ²	24,000 ³														
Allister Caird	336,000 ⁴	445,543 ⁵														
Kieran Witt	48,000 ⁶	51,500 ⁷														
Peter Christie	60,000 ⁸	60,000 ⁹														

REQUIRED INFORMATION	DETAILS																																																		
	4. Comprising Salary of \$300,000, a superannuation payment of \$36,000. 5. Comprising salary of \$187,557 (including \$28,000 unpaid as at 30 June 2026), a superannuation payment of \$22,507 and share-based payments of \$235,479. 6. Comprising Directors' fees of \$48,000. 7. Comprising Directors' fees of \$48,000 and consulting fees of \$3,500. 8. Comprising Directors' fees of \$54,107 and a superannuation payment of \$5,893. 9. Comprising Directors' fees of \$54,107 and a superannuation payment of \$5,893.																																																		
Valuation	The value of the Securities and the pricing methodology is set out in Schedule 3.																																																		
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>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UN-DILUTED</th><th>FULLY DILUTED</th></tr><tr><td>David Wall</td><td>6,000,000</td><td>Nil</td><td>Nil</td><td>0.43%</td><td>0.31%</td></tr><tr><td>Allister Caird</td><td>Nil</td><td>Nil</td><td>20,000,000²</td><td>Nil</td><td>1.03%</td></tr><tr><td>Kieran Witt</td><td>20,000,000</td><td>10,000,000³</td><td>Nil</td><td>1.43%</td><td>1.55%</td></tr><tr><td>Peter Christie</td><td>13,971,944</td><td>5,499,268³</td><td>6,000,000</td><td>1.00%</td><td>1.32%</td></tr></table> Post issue <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>David Wall</td><td>6,000,000⁴</td><td>Nil</td><td>15,000,000</td></tr><tr><td>Allister Caird</td><td>Nil</td><td>Nil</td><td>30,000,000</td></tr><tr><td>Kieran Witt</td><td>20,000,000⁴</td><td>10,000,000</td><td>6,000,000</td></tr><tr><td>Peter Christie</td><td>13,971,944</td><td>5,499,268</td><td>12,000,000</td></tr></table> Notes: 1. Fully paid ordinary shares in the capital of the Company (ASX: MRD). 2. Comprising 10,000,000 Class E Performance Rights and 10,000,000 Class F Performance Rights. 3. Unquoted Options exercisable at \$0.01 each on or before 9 September 2030. 4. Assumes no Shares are issued under Resolutions 5 and 6. If those Resolutions are passed, Mr Wall will hold up to 8,000,000 Shares and Mr Witt will hold up to 21,030,303 Shares.	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UN-DILUTED	FULLY DILUTED	David Wall	6,000,000	Nil	Nil	0.43%	0.31%	Allister Caird	Nil	Nil	20,000,000 ²	Nil	1.03%	Kieran Witt	20,000,000	10,000,000 ³	Nil	1.43%	1.55%	Peter Christie	13,971,944	5,499,268 ³	6,000,000	1.00%	1.32%	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	David Wall	6,000,000 ⁴	Nil	15,000,000	Allister Caird	Nil	Nil	30,000,000	Kieran Witt	20,000,000 ⁴	10,000,000	6,000,000	Peter Christie	13,971,944	5,499,268	12,000,000
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UN-DILUTED	FULLY DILUTED																																														
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Peter Christie	13,971,944	5,499,268	12,000,000																																																
Dilution	If the Performance Rights issued under these Resolutions vest and are converted, a total of 37,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,395,310,869 (being the total number of Shares on issue as at the date of this Notice) to 1,432,310,869 (assuming that no Shares are issued and no other convertible securities vest or are exercised). The shareholding of existing Shareholders would be diluted by an aggregate of 2.58%, comprising 1.05% by Mr David Wall, 0.70% by Mr Allister Caird, 0.42% by Mr Kieran Witt and 0.42% by Mr Peter Christie.																																																		

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: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.057</td><td>4 November 2025</td></tr><tr><td>Lowest</td><td>\$0.003</td><td>15 October 2025</td></tr><tr><td>Last</td><td>\$0.039</td><td>7 October 2026</td></tr></table>		PRICE	DATE	Highest	\$0.057	4 November 2025	Lowest	\$0.003	15 October 2025	Last	\$0.039	7 October 2026
	PRICE	DATE											
Highest	\$0.057	4 November 2025											
Lowest	\$0.003	15 October 2025											
Last	\$0.039	7 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.												

10. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS – EQUITIES CLUB

10.1 General

On 22 March 2026, the Company entered into a services agreement with Equities Club Pty Ltd (ACN 673 820 641) (**Equities Club**), under which Equities Club agreed to provide marketing, content and promotional services to the Company for a 12-month term in consideration for a cash fee of \$50,000 (plus GST) (**Services Agreement**).

On the same date, the Company and Equities Club entered into a separate performance rights agreement under which the Company agreed to issue Equities Club 2,083,333 Performance Rights as a long-term incentive in connection with the Services Agreement (**Performance Rights Agreement**). The number of Performance Rights was determined by reference to the closing price of Shares on ASX on the last trading day prior to the grant date of 24 March 2026.

Accordingly, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 2,083,333 Performance Rights to Equities Club (or its nominee(s)) on 23 July 2026 as an incentive for services to be provided by Equities Club to the Company under the Performance Rights Agreement.

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	Equities Club (or its nominee(s)).
Number and class of Securities issued	2,083,333 Performance Rights were issued.
Terms of Securities	The Performance Rights were issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities were issued.	23 July 2026.
Price or other consideration the Company received for the Securities	The Performance Rights were issued at a nil issue price, as an incentive for services to be provided by Equities Club to the Company under the Services Agreement.
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 Performance Rights Agreement.
Summary of material terms of agreement to issue	The Performance Rights were issued under the Performance Rights 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.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

Alpine Capital has the meaning given in Section 5.2.

ASIC means the Australian Securities & Investments Commission.

ASX CGPR means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition).

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.

Company means Mount Ridley Mines Limited (ACN 092 304 964).

Constitution means the Company's constitution.

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.

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

Directors means the current directors of the Company.

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 has the meaning given in Section 5.2.

Lead Manager Options has the meaning given in Section 5.2.

Listing Rules means the Listing Rules of ASX.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Mandate has the meaning given in Section 5.2.

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.

Placement Participants has the meaning given in Section 5.

Placement Shares has the meaning given in Section 5.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's 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.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF LEAD MANAGER 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 \$0.0495 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of issue of the Options (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 paragraph 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	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.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.								
2.	Consideration	Nil consideration is payable for the Performance Rights.								
3.	Expiry Date	Each Performance Right will expire on the earlier to occur of: (a) the Performance Right lapsing and being forfeited in accordance with paragraph 8; and (b) 5:00 pm (WST) on the date that is five years from the date of issue of the Performance Rights, (Expiry Date). For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.								
4.	Vesting Conditions	The Performance Rights shall vest as follows: <table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td>The 20-day VWAP of Shares being equal to or greater than \$0.05.</td></tr><tr><td>B</td><td>The 20-day VWAP of Shares being equal to or greater than \$0.075.</td></tr><tr><td>C</td><td>The 20-day VWAP of Shares being equal to or greater than \$0.10.</td></tr></table> each, a Vesting Condition. A Performance Right will vest when a vesting notice is given to the holder by the Company confirming that the relevant Vesting Condition has been satisfied.	CLASS	VESTING CONDITION	A	The 20-day VWAP of Shares being equal to or greater than \$0.05.	B	The 20-day VWAP of Shares being equal to or greater than \$0.075.	C	The 20-day VWAP of Shares being equal to or greater than \$0.10.
CLASS	VESTING CONDITION									
A	The 20-day VWAP of Shares being equal to or greater than \$0.05.									
B	The 20-day VWAP of Shares being equal to or greater than \$0.075.									
C	The 20-day VWAP of Shares being equal to or greater than \$0.10.									
5.	Rights attaching to Performance Rights	Prior to a Performance Right being converted, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in these terms and conditions; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (refer to paragraph 15).								
6.	Restrictions on dealing with Performance Rights	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with without the prior written consent of the Board and subject to compliance with the Listing Rules. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.								
7.	Cessation of office	Any unvested Performance Rights will automatically be forfeited on the holder ceasing to be a Director (or, in the case of an executive Director, ceasing to be employed by the Company) for any reason.								
8.	Forfeiture Conditions	Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Performance Rights only, in the circumstances set out in paragraph 7; (b) where the holder acts fraudulently, dishonestly, negligently, in contravention of any Company policy or wilfully breaches								

		their duties to the Company and the Board exercises its discretion to deem some or all of the Performance Rights held by the holder to have been forfeited; (c) where there is a failure to satisfy the Vesting Conditions prior to the Expiry Date; (d) on the date the holder becomes insolvent; or (e) on the Expiry Date.
9.	Conversion	The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date (Conversion Period).
10.	Conversion Notice	The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (Conversion Notice).
11.	Timing of issue of Shares and quotation of Shares on conversion	Within five Business Days after the issue of a Conversion Notice by the holder, the Company will: (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and (b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder. Additionally, the Company will do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules, as soon as reasonably practicable.
12.	Restrictions on transfer of Shares on conversion	Shares issued on conversion of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on conversion of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
13.	Rights attaching to Shares on conversion	Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company.
14.	Change of Control	Subject to paragraph 16, upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or

		(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, or the Board determining that such an event is likely to occur, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
15.	Participation in new issues	Subject always to the rights under paragraphs 16 and 17, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
16.	Deferral of conversion if resulting in a prohibited acquisition of Shares	If the conversion of a Performance Right under paragraphs 9 or 14 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 16(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are converted.
18.	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 each holder holding Performance Rights 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.

SCHEDULE 3 – VALUATION OF DIRECTOR PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 8 to 11 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Securities were ascribed the following value:

ASSUMPTIONS:	
Valuation date	8 October 2026
Market price of Shares	\$0.036
Expiry date (length of time from issue)	5 years from grant date
Risk free interest rate	4.7%
Volatility (discount)	100%
Indicative value per Performance Right	\$0.036
Total Value of Performance Rights	\$1,332,000
- David Wall (Resolution 8)	\$540,000
- Allister Caird (Resolution 9)	\$360,000
- Kieran Witt (Resolution 10)	\$216,000
- Peter Christie (Resolution 11)	\$216,000

SCHEDULE 4 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS TO EQUITIES CLUB

1.	Entitlement	Each Performance Right entitles the holder to receive one Share upon vesting of the Performance Right.
2.	Consideration	Nil consideration is payable for the Performance Rights.
3.	Grant Date	The Performance Rights were granted on 24 March 2026 (Grant Date).
4.	Vesting Conditions	The Performance Rights will vest on the date on which all of the following conditions are satisfied: (a) a period of 12 months has elapsed from the Grant Date (that is, on 24 March 2027); and (b) the holder has not committed a Material Breach of the Services Agreement which remains unremedied following written notice, (together, the Vesting Conditions). Upon satisfaction of the Vesting Conditions, vesting occurs automatically and the Company has no discretion to withhold, delay or refuse vesting. For the purposes of this Schedule, Material Breach means a breach of the Services Agreement that is substantial in nature and remains unremedied for 21 days after written notice requiring remedy.
5.	Lapse	The Performance Rights will lapse only if: (a) the Services Agreement is terminated due to a material breach by the holder; and (b) the breach is not remedied within 21 days of written notice. For the avoidance of doubt, the Performance Rights do not lapse due to non-renewal of the Services Agreement, changes in the Company's share price, Company performance or board or management discretion.
6.	Rights attaching to Performance Rights	Prior to vesting, the Performance Rights: (a) are non-transferable; (b) do not confer any voting or dividend rights; and (c) do not constitute a legal or beneficial interest in Shares.
7.	Issue of Shares on vesting	Within 10 Business Days of vesting, the Company must: (a) issue or transfer the relevant number of Shares to the holder (or its nominee); and (b) take all steps necessary to ensure the Shares are validly issued and capable of being traded. If the Company fails to issue the Shares, the holder is entitled to specific performance and the Company must indemnify the holder for any loss arising from the failure.
8.	Escrow	Shares issued on vesting of the Performance Rights will not be subject to voluntary escrow.
9.	Nominee	The holder may nominate Equities Club Investments Pty Ltd (or another entity) to receive Shares upon vesting of the Performance Rights, and the Company must recognise such nominee.
10.	Relationship to Services Agreement	The Performance Rights are separate from the Services Agreement, do not form part of the fees payable under the Services Agreement and are granted as a long-term incentive to align the long-term commercial interests of the Company and the holder.

Your proxy voting instruction must be received by **11:00am (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.



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