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## ORANGE MINERALS NL

ACN 650 435 895

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME:** 3:00pm WST

**DATE:** Thursday, 19 November 2026

**PLACE:** Level 2  
7 Havelock Street  
West Perth WA

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

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

***Should you wish to discuss any matter please do not hesitate to contact the Company on +61 8 6102 2039.***

# ORANGE MINERALS NL

ACN 650 435 895

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Orange Minerals NL (**Company**) will be held at Level 2, 7 Havelock Street, West Perth, Western Australia on Thursday, 19 November 2026 at 3:00pm (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 17 November 2026 at 3:00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

## AGENDA

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### 1. FINANCIAL STATEMENTS AND REPORTS

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

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

#### Voting Exclusion

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.
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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOHNATHON BUSING

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 74 of the Constitution, Listing Rule 14.5 and for all other purposes, Johnathon Busing, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – PHILIP TORNATORA

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 70.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Philip Tornatora, having been appointed as a Director by the Board, retires and being eligible, is elected as a Director.”*

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### 5. RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE SECURITIES PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to a maximum of 18,322,117 Equity Securities under the employee incentive scheme titled “Employee Incentive Securities Plan”, as an exception to Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Plan, or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

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### 6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, 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 Memorandum.”*

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## 7. RESOLUTION 6 – APPROVAL TO GRANT PERFORMANCE RIGHTS TO CHRIS MICHAEL

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, Shareholders approve and authorise the grant of 3,000,000 Performance Rights (comprising 1,500,000 Class K Performance Rights and 1,500,000 Class L Performance Rights) to Chris Michael (or his nominee) on the terms and conditions in the Explanatory Memorandum.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Chris Michael (or his nominee) 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.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with 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.

**Dated: 20 October 2026**

**By order of the Board**

**Monty Purich**  
**Company Secretary**

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## **EXPLANATORY MEMORANDUM**

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### **1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 7 Havelock Street, West Perth, Western Australia on Thursday, 19 November 2026 at 3:00pm (WST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

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### **2. ACTION TO BE TAKEN BY SHAREHOLDERS**

#### **2.1 Voting in person**

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

#### **2.2 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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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 under the Corporations Act:

- 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.

#### **2.3 Voting prohibitions and Chair's voting intentions**

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 Resolutions 1, 4 and 6 if:

- the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the relevant Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In addition, in accordance with section 224 of the Corporations Act, a vote on Resolution 6 must not be cast (in any capacity) by or on behalf of Mr Michael or an associate of Mr Michael, unless the vote is cast as proxy under an appointment in writing that specifies how the proxy is to vote and is not cast on behalf of Mr Michael or an associate of Mr Michael.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 6102 2039.***

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### **3. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, 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.orangeminerals.com.au](http://www.orangeminerals.com.au).

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### **4. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

#### **4.1 General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report 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.

#### **4.2 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 within 90 days of the second annual general meeting.

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.

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## **5. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOHNATHON BUSING**

### **5.1 General**

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

The Directors have resolved that Mr Johnathon Busing, who has served as a Director since 4 November 2024 and was last elected on 26 November 2025, retires by rotation and, being eligible, seeks re-election.

### **5.2 Qualification and other material directorships**

Mr Busing is a Chartered Accountant with over 13 years' experience in financial reporting, corporate compliance and restructuring. He is the Founder and Director of Eleven Corporate and an experienced Company Secretary, advising ASX-listed companies on compliance, mergers and acquisitions, and statutory accounting requirements. He is a member of Chartered Accountants Australia and New Zealand and holds a Public Practice Certificate.

Mr Busing was Company Secretary of the Company until 7 September 2026. In the past 3 years, Mr Busing has also held the position of Non-Executive Director of Mantle Minerals Limited (ASX: MTL) (resigned 29 May 2026).

### **5.3 Information required by Listing Rule 14.1A**

If Resolution 2 is passed, Mr Busing will be re-elected to the Board as a Director.

If Resolution 2 is not passed, Mr Busing will not continue as Non-Executive Director and the Company may seek nominations or otherwise identify suitably qualified candidates to join the Board.

### **5.4 Independence**

If re-elected, the Board considers Mr Busing will be an independent Director.

### **5.5 Board recommendation**

The Board, other than Mr Busing, supports the re-election of Mr Busing and recommends that Shareholders vote in favour of Resolution 2.

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## **6. RESOLUTION 3 – ELECTION OF DIRECTOR – PHILIP TORNATORA**

### **6.1 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 Philip Tornatora, having been appointed by the Board as Technical Director on 22 July 2026, retires and, being eligible, seeks election from Shareholders.

## **6.2 Qualification and other material directorships**

Mr Tornatora is a geologist with more than 30 years' experience across gold, lithium and base metals exploration. He was most recently General Manager Exploration at De Grey Mining, where he played a key role in the discovery and advancement of the Hemi gold deposit in the Pilbara. His previous roles include General Manager Exploration at Northern Star Resources, Exploration and Geology Manager at Galaxy Resources and senior geological positions with AngloGold Ashanti.

Mr Tornatora holds a Bachelor of Science with First Class Honours from the University of Western Australia and a Master of Economic Geology from the University of Tasmania, and is a member of the AusIMM and the AIG. Mr Tornatora has not held any other directorships of ASX-listed companies in the past 3 years.

## **6.3 Independence**

If elected, the Board considers Mr Tornatora will not be an independent Director due to his executive role as Technical Director.

## **6.4 Information required by Listing Rule 14.1A**

If Resolution 3 is passed, Mr Tornatora will be elected to the Board as a Director.

If Resolution 3 is not passed, Mr Tornatora will not continue as Technical Director and the Company may seek nominations or otherwise identify suitably qualified candidates to join the Board.

## **6.5 Board recommendation**

The Board, other than Mr Tornatora, supports the election of Mr Tornatora and recommends that Shareholders vote in favour of Resolution 3.

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# **7. RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE SECURITIES PLAN**

## **7.1 General**

Resolution 4 seeks Shareholder approval for the issue of Equity Securities under the Company's employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**) as an exception to Listing Rule 7.1, for the purposes of Listing Rule 7.2 (Exception 13(b)).

A summary of the material terms of the Plan is set out in Schedule 1.

## **7.2 Listing Rules 7.1 and 7.2 (Exception 13(b))**

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 period.

Listing Rule 7.2 (Exception 13(b)) provides an exception to Listing Rule 7.1 for an issue of Equity Securities under an employee incentive scheme if, within three years before the date of issue, shareholders have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1. The exception is only available where, and to the extent that, the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the notice of meeting, and it ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

The issue of Equity Securities under the Plan to a Director, an associate of a Director, or any other person referred to in Listing Rule 10.14 will require separate Shareholder approval under Listing Rule 10.14 at the relevant time and is not covered by this Resolution.

### **7.3 Information required by Listing Rule 14.1A**

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting, up to the maximum number set out in Section 7.4(c), without using up the Company's placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will still be able to issue Equity Securities under the Plan, but any such issue will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue.

### **7.4 Information required by Listing Rule 7.2 (Exception 13(b))**

The following information is provided for the purposes of Listing Rule 7.2 (Exception 13(b)):

- (a) a summary of the material terms of the Plan is set out in Schedule 1;
- (b) no Equity Securities have previously been issued under the Plan;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following Shareholder approval is 18,322,117, being approximately 10% of the Shares on issue as at the date of this Notice. This maximum number is not intended to be a prediction of the actual number of Equity Securities that will be issued under the Plan; and
- (d) a voting exclusion statement is included in Resolution 4 of the Notice.

### **7.5 Board recommendation**

As each of the Directors is eligible to participate in the Plan, the Board declines to make a recommendation on Resolution 4.

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## **8. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY**

### **8.1 General**

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 period.

However, 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. The Company is an eligible entity for these purposes.

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.

## **8.2 Information required by Listing Rule 14.1A**

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.

## **8.3 Information required by Listing Rule 7.1A**

### **(a) 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:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) 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).

### **(b) Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued 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:

- (i) 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
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 8.3(b)(i), the date on which the Equity Securities are issued.

### **(c) Use of funds raised under the 7.1A Mandate**

The Company may only seek to issue the Equity Securities under the 7.1A Mandate for cash consideration. The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards:

- (i) continued exploration expenditure on the Company's current assets and/or projects;
- (ii) the development of the Company's current business;
- (iii) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition); and
- (iv) general working capital.

### **(d) 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 above 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 as at 13 October 2026 (being \$0.06). 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.

| Number of Shares on Issue<br>(Variable A in Listing Rule 7.1A.2) |             | Shares<br>issued – 10%<br>voting<br>dilution | Dilution     |             |              |
|------------------------------------------------------------------|-------------|----------------------------------------------|--------------|-------------|--------------|
|                                                                  |             |                                              | Issue Price  |             |              |
|                                                                  |             |                                              | \$0.03       | \$0.06      | \$0.09       |
|                                                                  |             |                                              | 50% decrease | Issue Price | 50% increase |
|                                                                  |             |                                              | Funds Raised |             |              |
| Current                                                          | 183,221,175 | 18,322,117                                   | \$549,664    | \$1,099,327 | \$1,648,991  |
| 50% increase                                                     | 274,831,762 | 27,483,176                                   | \$824,495    | \$1,648,991 | \$2,473,486  |
| 100% increase                                                    | 366,442,350 | 36,644,235                                   | \$1,099,327  | \$2,198,654 | \$3,297,981  |

The table above uses the following assumptions:

1. There are currently 183,221,175 Shares on issue.
2. The issue price set out above is the closing market price of Shares as at 13 October 2026 (being \$0.06).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no convertible securities are exercised or converted 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.
5. 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.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. 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%.
8. 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:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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.

(e) **Allocation policy under the 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:

- (i) the purpose of the issue;
- (ii) 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;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 26 November 2025.

During the 12-month period preceding the date of the Meeting, being on and from 19 November 2025, the Company did not issue any Equity Securities under the 7.1A Mandate. All Equity Securities issued during that period were issued either with prior Shareholder approval or under the Company's placement capacity under Listing Rule 7.1.

(g) **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.

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## **9. RESOLUTION 6 – APPROVAL TO GRANT PERFORMANCE RIGHTS TO CHRIS MICHAEL**

### **9.1 General**

It is proposed, subject to Shareholder approval, that the Company grant 3,000,000 Performance Rights (comprising 1,500,000 Class K Performance Rights and 1,500,000 Class L Performance Rights) to the Managing Director, Chris Michael (or his nominee).

The Class K Performance Rights and Class L Performance Rights will vest upon the Company achieving a volume weighted average market price of Shares over 20 consecutive trading days (on which Shares actually traded) on ASX of at least \$0.12 and \$0.18 respectively, and are otherwise on the terms and conditions set out in Schedule 2.

## **9.2 Chapter 2E of the Corporations Act**

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 grant of the Performance Rights to Mr Michael (or his nominee) constitutes the giving of a financial benefit, and Mr Michael is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Michael, who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights, as the grant constitutes reasonable remuneration given to Mr Michael in his capacity as an officer and employee of the Company, having regard to the circumstances of the Company and Mr Michael's responsibilities, and was determined on an arm's length basis.

## **9.3 Listing Rule 10.11**

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. Mr Michael is a related party of the Company by virtue of being a Director.

The issue of Performance Rights to Mr Michael 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. Resolution 6 seeks the required Shareholder approval under and for the purposes of Listing Rule 10.11.

## **9.4 Information required by Listing Rule 14.1A**

If Resolution 6 is passed, the Company will be able to proceed with the grant of the Performance Rights to Mr Michael (or his nominee) 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 grant of the Performance Rights (because approval is being obtained under Listing Rule 10.11), the grant will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the grant of the Performance Rights to Mr Michael and may need to consider alternative forms of remuneration for Mr Michael.

## **9.5 Board recommendation**

The Board (other than Mr Michael, who has a material personal interest in the outcome of Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

## **9.6 Information required by Listing Rule 10.13**

- (a) The Performance Rights will be granted to Chris Michael (or his nominee).
- (b) Approval is required for the grant of the Performance Rights to Mr Michael as he falls within Listing Rule 10.11.1 by virtue of being a Director.

- (c) The maximum number of Performance Rights to be granted to Mr Michael is 3,000,000 Performance Rights (comprising 1,500,000 Class K Performance Rights and 1,500,000 Class L Performance Rights).
- (d) The Performance Rights will be granted on the terms and conditions in Schedule 2. Shares issued on exercise of the Performance Rights will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Performance Rights will be granted no 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).
- (f) The Performance Rights will be granted for nil cash consideration. Accordingly, no funds will be raised from the grant of the Performance Rights.
- (g) The Performance Rights are being granted to Mr Michael as incentive-based remuneration in connection with his role as Managing Director, to further align his interests with those of Shareholders, to motivate and reward his performance in that role and to provide a cost effective way for the Company to remunerate Mr Michael, 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 Mr Michael.
- (h) The Performance Rights are unquoted securities. The Company has chosen to grant Performance Rights for the following reasons:
  - (i) the Performance Rights are unquoted rights to receive Shares on satisfaction of the applicable Vesting Conditions, therefore the grant of the Performance Rights has no immediate dilutionary impact on Shareholders;
  - (ii) the Vesting Conditions attaching to the Performance Rights will further align the interests of Mr Michael with those of Shareholders; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed.
- (i) The number of Performance Rights to be granted to Mr Michael has been determined based upon a consideration of:
  - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
  - (ii) the role and remuneration of Mr Michael, including the cash component of his remuneration; and
  - (iii) incentives to attract and ensure continuity of service of Mr Michael, who has appropriate knowledge and expertise, while maintaining the Company's cash reserves.
- (j) The total remuneration package for Mr Michael for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

| Current financial year<br>ending 30 June 2027                                                                                                                                                                                                      | FY2026                 | FY2025                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| \$420,000 <sup>1</sup>                                                                                                                                                                                                                             | \$490,259 <sup>2</sup> | \$139,216 <sup>3</sup> |
| <b>Notes:</b><br>1. Comprising base salary of \$240,000 per annum (inclusive of superannuation) plus equity-based payments of \$180,000 (being the value of the Performance Rights proposed to be granted to Mr Michael pursuant to Resolution 6). |                        |                        |

2. Comprising salary and fees of \$214,289, superannuation of \$25,715 and \$250,255 of equity-based payments, as disclosed in the Remuneration Report.
3. Comprising salary and fees of \$124,857 and superannuation of \$14,359, as disclosed in the Remuneration Report.

(k) The value of the Performance Rights to be granted and the valuation methodology are set out in Schedule 3.

(l) The relevant interests of Mr Michael in securities of the Company as at the date of this Notice and following the issue of Performance Rights are set out below:

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Shares    | Partly Paid Shares   | Options                | Performance Rights     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------------------|------------------------|------------------------|
| As at the date of this Notice <sup>1</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 5,416,668 | 500,000 <sup>2</sup> | 1,050,000 <sup>3</sup> | 4,000,000 <sup>4</sup> |
| Following the issue of Performance Rights <sup>1</sup>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 5,416,668 | 500,000 <sup>2</sup> | 1,050,000 <sup>3</sup> | 7,000,000 <sup>5</sup> |
| <b>Notes:</b> <ol style="list-style-type: none"> <li>1. Held indirectly via Kings Park Investments (WA) Pty Ltd &lt;Vista Family A/C&gt;.</li> <li>2. Partly Paid Shares paid to \$0.05 per share, with \$0.05 per share remaining unpaid.</li> <li>3. Comprising 800,000 unlisted Options (ex. \$0.09, exp. 15/07/27) and 250,000 unlisted Options (ex. \$0.20, exp. 29/09/28).</li> <li>4. Comprising Class K and Class L Incentive Performance Rights.</li> <li>5. Comprising the Performance Rights per note 4 above plus the Performance Rights the subject of Resolution 6.</li> </ol> |           |                      |                        |                        |

(m) If all of the Performance Rights to be granted to Mr Michael vest and are exercised, a total of 3,000,000 Shares would be issued. This will increase the number of Shares on issue from 183,221,175 (being the total number of Shares on issue as at 13 October 2026) to 186,221,175 (assuming that no other Shares are issued and no other convertible securities are exercised or convert), with the effect that the shareholding of existing Shareholders would be diluted by approximately 1.61%.

(n) The Performance Rights are not being granted pursuant to an agreement.

(o) 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 | \$0.100 | 14 November 2025 |
| Lowest  | \$0.042 | 29 June 2026     |
| Last    | \$0.060 | 13 October 2026  |

(p) 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 Resolution 6.

(q) A voting exclusion statement is included in the Notice.

## 10. DEFINITIONS

\$ means Australian dollars.

**7.1A Mandate** has the meaning given to that term in Section 8.1.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**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.

**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 Orange Minerals NL (ACN 650 435 895).

**Constitution** means the Company's constitution.

**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 Memorandum** means the explanatory memorandum 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.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Option** means an option to acquire a Share.

**Partly Paid Share** means a partly paid ordinary share in the capital of the Company.

**Performance Right** means a right to acquire a Share on the terms and conditions in Schedule 2.

**Plan** has the meaning given to that term in Section 7.1.

**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 Memorandum.

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

**Shareholder** means a registered holder of a Share.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Vesting Condition** has the meaning given to that term in Schedule 2.

**VWAP** means volume weighted average market price.

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

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

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## SCHEDULE 1 – SUMMARY OF THE MATERIAL TERMS OF THE PLAN

The following is a summary of the material terms of the Plan. A copy of the Plan rules is available from the Company Secretary on request.

- (a) **Eligible Participant:** a person who is a full-time or part-time employee, officer or contractor of the Company or an associated body corporate, or such other person who has been determined by the Board to be eligible to participate in the Plan from time to time. Shareholder approval is required under Listing Rule 10.14 before a Director or an associate of a Director may participate in the Plan.
- (b) **Purpose:** to assist in the reward, retention and motivation of Eligible Participants, link the reward of Eligible Participants to Shareholder value creation, and align the interests of Eligible Participants with Shareholders by providing an opportunity to receive an equity interest in the Company.
- (c) **Plan administration:** the Plan is administered by the Board, which may exercise any power or discretion conferred on it by the Plan in its sole and absolute discretion and may delegate its powers and discretions.
- (d) **Eligibility, invitation and application:** the Board may invite an Eligible Participant to apply for Securities (being Shares, or options, performance rights or other securities exercisable for Shares (Convertible Securities)) on such terms as the Board decides. The Board may accept an application in whole or in part and, if permitted by the invitation, the Eligible Participant may nominate a party in whose favour the invitation is renounced.
- (e) **Terms of Convertible Securities:** each Convertible Security represents a right to acquire one or more Shares. Until exercise, a participant has no interest in any Share the subject of a Convertible Security. Convertible Securities may not be dealt with or hedged unless the Board determines otherwise.
- (f) **Vesting:** any vesting conditions will be described in the invitation. A Convertible Security vests only when the Company issues a vesting notice and lapses if its vesting conditions are not satisfied or waived by the Board.
- (g) **Exercise and cashless exercise:** a vested Convertible Security may be exercised before its expiry date by notice and payment of any exercise price. An invitation may permit cashless exercise, under which the participant receives Shares equal in value to the difference between the Market Value (the 5-day VWAP, unless otherwise specified) and the exercise price.
- (h) **Forfeiture:** unless the Board determines otherwise, unvested Convertible Securities are forfeited where the participant ceases to be an Eligible Participant or becomes insolvent, where vesting conditions are not or cannot be met, or on the expiry date. The Board may also deem unvested Convertible Securities forfeited in cases of fraud, dishonesty, serious misconduct or similar conduct.
- (i) **Change of control:** if a change of control event occurs or is likely to occur, the Board may determine the manner in which a participant's Convertible Securities will be dealt with.
- (j) **Rights attaching to Plan Shares:** Shares issued under the Plan rank equally with Shares of the same class, including as to dividends and voting.
- (k) **Disposal restrictions:** Plan Shares may be subject to disposal restrictions specified in the invitation, during which they may not be transferred, encumbered or otherwise dealt with.
- (l) **Adjustments and new issues:** Convertible Securities will be adjusted on a reorganisation of capital as required by the Listing Rules and for bonus issues. Holders of Convertible Securities are not entitled to participate in new issues of Shares without first exercising their Convertible Securities.
- (m) **Compliance with law and issue limit:** no Security may be offered, granted, vested or exercised in contravention of applicable law. The number of Shares that may be issued on exercise of Convertible Securities offered under an invitation, when aggregated with certain other offers in the previous 3 years, must not exceed 5% (or such other maximum permitted under any applicable law) of the Shares on issue at the date of the invitation.
- (n) **Amendment:** the Board may amend the Plan rules, provided that no amendment may materially reduce a participant's existing rights unless made primarily to comply with legislation, to correct a manifest error or mistake, or with the written agreement of all participants.
- (o) **Duration:** the Plan continues until terminated by the Board, which may also suspend its operation. Termination or suspension does not prejudice participants' accrued rights.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

### 1. Definitions

In these terms and conditions, unless the context otherwise requires:

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

**Board** means the board of directors of the Company.

**Business Day** means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Western Australia.

**Change of Control Event** has the meaning given in condition 14(b).

**Company** means Orange Minerals NL (ACN 650 435 895).

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

**Expiry Date** means 5:00pm (WST) on 24 July 2030.

**Holder** means a holder of a Performance Right.

**Listing Rules** means the official Listing Rules of ASX as they apply to the Company from time to time.

**Notice of Exercise** has the meaning given in condition 4.

**Performance Right** means a right to acquire a Share on these terms and conditions.

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

**Vesting Condition** has the meaning given in condition 3.

**VWAP** means volume weighted average market price.

### 2. Performance Rights

Each Performance Right is a right of the Holder (and/or its nominees) to acquire one Share subject to these terms and conditions.

### 3. Vesting Conditions

Performance Rights will vest on the achievement of the following milestones (each, a **Vesting Condition**):

|                                   |                                                                                                                                                                           |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Class K Performance Rights</b> | Upon the Company achieving a volume weighted average market price of Shares over 20 consecutive trading days (on which Shares actually traded) on ASX of at least \$0.12. |
| <b>Class L Performance Rights</b> | Upon the Company achieving a volume weighted average market price of Shares over 20 consecutive trading days (on which Shares actually traded) on ASX of at least \$0.18. |

### 4. Exercise

Upon the relevant Vesting Condition being satisfied, the Holder may exercise a Performance Right by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise Performance Rights.

### 5. Expiry

Any Performance Right that has not been exercised will automatically expire on the Expiry Date, or earlier if the relevant Vesting Condition becomes incapable of being satisfied (as determined by the Board).

### 6. Transfer

A Performance Right is not transferable.

### 7. Entitlements and bonus issues

The Holder of a Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

### 8. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject

to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

**9. Right to receive notices and attend general meetings**

Each Performance Right confers on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder has the right to attend general meetings of the Company.

**10. Voting rights**

A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

**11. Dividend rights**

A Performance Right does not entitle the Holder to any dividends.

**12. Return of capital rights**

A Performance Right does not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

**13. Rights on winding up**

A Performance Right does not confer any right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

**14. Change of control**

- (a) If, prior to the earlier of the conversion of a Performance Right or the Expiry Date, a Change of Control Event occurs, then each Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Performance Rights to be converted will be reduced so that the aggregate number of Shares issued on conversion of the Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.
- (b) A Change of Control Event occurs on:
  - (i) **takeover bid:** the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50% of Shares and that takeover bid having become unconditional; or
  - (ii) **scheme of arrangement:** the announcement by the Company that Shareholders have, at a Court-convened meeting of Shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled or transferred to a third party, and the Court, by order, approving the proposed scheme of arrangement.
- (c) The Company must ensure the allocation of Shares issued under condition 14(a) is on a pro rata basis to all Holders in respect of their respective holdings of Performance Rights, and all remaining Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with these terms and conditions.

**15. Timing of issue of Shares on exercise**

Within 5 Business Days of receiving a Notice of Exercise, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;
- (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 Performance Rights.

**16. Ceasing to be engaged by the Company**

If a Holder ceases to be employed or engaged by the Company, the Holder will continue to have legal ownership of all Performance Rights that remain unvested from the date of termination until the date which is 1 month from the date of termination. On the date which is 1 month from the date of termination, unless the Board determines otherwise, any Performance Rights that remain unvested will be forfeited by the Holder and cancelled by the Company. For the avoidance of doubt, if any Performance Rights vest during that 1 month period, those Performance Rights may be exercised by the Holder and converted into Shares in accordance with these terms and conditions.

**17. Compliance with law**

The conversion of the Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

**18. Application to ASX**

Performance Rights will not be quoted on ASX.

**19. Ranking of Shares**

Shares into which the Performance Rights convert will rank equally in all respects with the existing Shares on issue.

**20. No other rights**

A Performance Right does not give a Holder any rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms and conditions.

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## SCHEDULE 3 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be granted to Mr Michael pursuant to Resolution 6 have been valued by internal management based on the assumptions set out below and assuming that all Vesting Conditions will be achieved before the expiry date of such incentives.

### Performance Rights

|                              | Class K Performance Rights | Class L Performance Rights |
|------------------------------|----------------------------|----------------------------|
| Number of Performance Rights | 1,500,000                  | 1,500,000                  |
| Valuation date               | 13 October 2026            | 13 October 2026            |
| Market price of Shares       | \$0.06                     | \$0.06                     |
| Exercise price               | Nil                        | Nil                        |
| VWAP hurdle                  | \$0.12                     | \$0.18                     |
| Expiry date                  | 24 July 2030               | 24 July 2030               |
| Expected volatility          | 100%                       | 100%                       |
| Risk free interest rate      | 5%                         | 5%                         |
| Value per Performance Right  | \$0.06                     | \$0.06                     |

### Indicative value of the Performance Rights to be issued:

|                            | Value            |
|----------------------------|------------------|
| Class K Performance Rights | \$90,000         |
| Class L Performance Rights | \$90,000         |
| <b>Total Value</b>         | <b>\$180,000</b> |

**Note:** The indicative values noted above are not necessarily the market prices that the Performance Rights could be traded at and they are not automatically the market prices for taxation purposes.

# Proxy Voting Form

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

Your proxy voting instruction must be received by **3:00pm (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](mailto: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)

