

21 October 2026

Dear Shareholder,

Tasman Resources Ltd – Upcoming Annual General Meeting

Tasman Resources Ltd (ASX: TAS) (**Company**) will be holding its Annual General Meeting at the offices of the Company, Level 15, 197 St Georges Terrace, Perth, Western Australia at 10:00am (AWST) on Thursday, 26 November 2026 (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders from the Company's website at <https://tasmanresources.com.au/announcements/> or the Company's ASX market announcements platform at www.asx.com.au (ASX:TAS).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Online scan the QR code below using your smartphone  A square QR code with a black and white pixelated pattern, used for online proxy lodgment.	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at btucker@tasmanresources.com.au.

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

Brett Tucker
Company Secretary
Tasman Resources Ltd



**TASMAN RESOURCES LTD
ACN 009 253 187**

Notice of Annual General Meeting

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

Time and date: 10.00am (AWST) on Thursday, 26 November 2026

In-person: Offices of the Company, Level 15, 197 St Georges Terrace,
Perth WA 6000

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 9282 5889.

Shareholders are urged to vote by lodging the Proxy Form

**Tasman Resources Ltd
ACN 009 253 187
(Company)**

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Tasman Resources Ltd (ACN 009 253 187) will be held at the offices of the Company, Level 15, 197 St Georges Terrace, Perth WA 6000 on Thursday, 26 November 2026 at 10.00am (AWST) (Meeting).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 24 November 2026 at 5.00pm (AWST).

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

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Election of Director – Adam Turnbull

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

'That, for the purpose of Listing Rule 14.4, clause 69 of the Constitution and for all other purposes, Adam Turnbull, a Director who was appointed by the Board on 24 May 2026, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Damian Hicks

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

‘That, for the purpose of Listing Rule 14.4, clause 69 of the Constitution and for all other purposes, Damian Hicks, a Director who was appointed by the Board on 16 October 2026, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.’

Resolution 4 – Insertion of proportional takeover approval provisions into the Constitution

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

‘That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, the Constitution be amended by inserting the proportional takeover approval provisions set out in Schedule 2 as a new clause 115, with effect from the close of the Meeting, on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Approval of 10% Placement Facility

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

‘That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up 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 on the terms and conditions in the Explanatory Memorandum.’

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Voting exclusions

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

- (a) **Resolution 5:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the Resolution by:

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

BY ORDER OF THE BOARD

Brett Tucker
Company Secretary
Tasman Resources Ltd
Dated: 21 October 2026

Tasman Resources Ltd
ACN 009 253 187
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, Level 15, 197 St Georges Terrace, Perth WA 6000 on Thursday, 26 November 2026 at 10.00am (AWST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director – Adam Turnbull
Section 6	Resolution 3 – Election of Director – Damian Hicks
Section 7	Resolution 4 – Insertion of proportional takeover approval provisions into the Constitution
Section 8	Resolution 5 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Proportional takeover approval provisions

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

2. Action to be taken by Shareholders

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

2.1 **Voting in person**

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

2.2 **Voting by proxy**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

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

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

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

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

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

2.3 Chair's voting intentions

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at btucker@tasmanresources.com.au by Monday, 23 November 2026.

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

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

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://tasmanresources.com.au/announcements/>
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;

- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2026 in the 2026 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting held on 28 November 2025. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is a non-binding ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director – Adam Turnbull

5.1 General

Listing Rule 14.4 and clause 69 of the Constitution provide that a director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, holds office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

A director elected under clause 69 is not taken into account in determining the number of Directors who are to retire by rotation at that meeting.

Mr Adam Turnbull was appointed by the Board as a Non-Executive Director on 24 May 2026 (following the resignation of Mr Douglas Solomon) to fill a casual vacancy under clause 69 of the Constitution. Accordingly, Mr Turnbull holds office only until this Meeting and, being eligible, offers himself for election pursuant to Resolution 2.

If Resolution 2 is passed, Mr Turnbull will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Turnbull will cease to be a Director of the Company at the conclusion of the Meeting.

5.2 Adam Turnbull

Mr Adam Turnbull has been a Board member since 24 May 2026. Mr Turnbull is an experienced executive and company director with a career spanning construction, infrastructure, minerals, luxury goods and capital markets. He has held board positions across a number of private enterprises, contributing expertise in governance, strategic development and operational leadership.

Mr Turnbull has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

Mr Turnbull is a non-executive director of Forrestania Resources Ltd (ASX: FRS) (appointed July 2025). Mr Turnbull does not hold any other material directorships, other than as disclosed in this Notice.

5.3 Board recommendation

The Board (other than Mr Turnbull who has a personal interest in the outcome of this Resolution) supports the election of Mr Turnbull. Mr Turnbull's governance and commercial experience will continue to enhance the Board's capability.

6. Resolution 3 – Election of Director – Damian Hicks

6.1 General

Listing Rule 14.4 and clause 69 of the Constitution provide that a director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, holds office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

A director elected under clause 69 is not taken into account in determining the number of Directors who are to retire by rotation at that meeting.

Mr Damian Hicks was appointed by the Board as a Non-Executive Director on 16 October 2026 (following the resignation of Mr Louis Varrasso) to fill a casual vacancy under clause 69

of the Constitution. Accordingly, Mr Hicks holds office only until this Meeting and, being eligible, offers himself for election pursuant to Resolution 3.

If Resolution 3 is passed, Mr Hicks will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr Hicks will cease to be a Director of the Company at the conclusion of the Meeting.

6.2 Damian Hicks

Mr Damian Hicks was appointed a director of the Company on 16 October 2026.

Mr Hicks has more than twenty years' experience founding and leading ASX-listed resource companies. He was a founding director of Hannans Ltd (formerly Hannans Reward Ltd), which he led for twenty-one years from 2003, and of Scandinavian Resources Ltd and Errawarra Resources Ltd. Those companies explored for precious and base metals, and bulk materials, across Western Australia, Sweden, Norway and Finland. He has lived and worked in the Nordic countries.

Mr Hicks is Executive Chair of Corporate Board Services, an advisory firm that works with boards and senior leadership teams on strategy, governance and accountability. He is a founding director of Novana Oy, which is advancing a fully permitted vanadium chemical plant in Finland, and of Critical Metals Ltd, which holds a non-exclusive licence to recycle lithium-ion batteries in the Nordic countries. He was also a founding director of Kiruna Iron AB in Sweden.

Mr Hicks holds a Bachelor of Commerce (Accounting and Finance) from the University of Western Australia and is admitted as a Barrister and Solicitor of the Supreme Court of Western Australia. He holds a Graduate Diploma in Applied Finance and Investment (FINSIA) and a Graduate Diploma in Company Secretarial Practice (Chartered Secretaries Australia) and has completed the Australian Institute of Company Directors' Company Directors Course. He is currently studying a Bachelor of Applied Geology at Curtin University.

Mr Hicks has confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a director. He does not hold any other material directorships other than as disclosed in this Notice.

6.3 Board recommendation

The Board (other than Mr Hicks who has a personal interest in the outcome of this Resolution) supports the election of Mr Hicks. Mr Hicks' extensive experience as a director of ASX-listed exploration companies, together with his legal, financial and corporate governance expertise, will enhance the Board's capability.

7. Resolution 4 – Insertion of proportional takeover approval provisions into the Constitution

7.1 General

The Constitution does not currently contain proportional takeover approval provisions of the kind permitted by Part 6.5 Division 5 of the Corporations Act (PTBA Provisions). Resolution 4 seeks Shareholder approval, by special resolution, to amend the Constitution by inserting the PTBA Provisions set out in Schedule 2 as a new clause 115.

Under section 648G of the Corporations Act, PTBA Provisions cease to apply at the end of three years after their adoption (or last renewal) unless renewed by special resolution. If Resolution 4 is passed, the PTBA Provisions will take effect from the close of the Meeting and will apply for three years, after which they will cease to have effect unless renewed by Shareholders.

7.2 Effect of the PTBA Provisions

A proportional takeover bid (PT Bid) is an off-market takeover bid made under section 618(1)(b) of the Corporations Act for a specified proportion of each holder's shares in the bid class, rather than for all of them. A PT Bid allows a bidder to acquire control of the Company without offering to buy all of the Shares held by each Shareholder and without paying a premium for control to all Shareholders.

If the PTBA Provisions are adopted, where offers are made under a PT Bid, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the PT Bid, and that resolution must be voted on before the day that is 14 days before the last day of the bid period. Each Shareholder (other than the bidder and its associates) who held Shares at the end of the day on which the first offer under the PT Bid was made is entitled to vote, with one vote for each Share held. The resolution is passed if more than half of the votes cast are in favour.

If the resolution is passed, transfers of Shares accepted under the PT Bid may be registered in the ordinary way. If the resolution is rejected, registration of any transfer resulting from acceptance of an offer under the PT Bid is prohibited, binding acceptances are taken to be withdrawn, and the bidder must return any documents received from Shareholders. If the resolution is not voted on by the deadline, it is taken to have been passed and the PT Bid may proceed.

The PTBA Provisions do not apply to full takeover bids (for all of the Shares) and will not prevent a PT Bid being made. They give Shareholders the opportunity, as a group, to decide whether a PT Bid should be permitted to proceed.

7.3 Reasons for proposing Resolution 4

The Directors consider that Shareholders should have the right to decide whether a PT Bid should proceed. A PT Bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their Shares to the bidder, and may leave Shareholders holding a minority interest in a company controlled by the bidder without the bidder having paid a premium for control on all Shares. The PTBA Provisions are intended to address this risk and are commonly included in the constitutions of ASX-listed companies.

7.4 Present acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

7.5 Potential advantages and disadvantages for the Directors

The Directors consider that the PTBA Provisions have no potential advantages or disadvantages for them in their capacity as Directors, other than that they will have greater certainty in dealing with a PT Bid. The Directors remain free to make a recommendation to Shareholders on whether a PT Bid should be approved.

7.6 **Potential advantages and disadvantages for Shareholders**

The potential advantages of the PTBA Provisions for Shareholders include that: a PT Bid cannot proceed unless Shareholders first approve it, so control of the Company cannot pass to a bidder acquiring only part of each holding without the majority of Shareholders agreeing; Shareholders are protected from being left as a minority in a company controlled by a bidder who has not paid a full premium for control; and Shareholders will have more time and leverage to assess a PT Bid and the Directors may be better able to negotiate improved terms.

The potential disadvantages of the PTBA Provisions for Shareholders include that: they may discourage PT Bids being made, reducing the opportunity for Shareholders to sell part of their holding at a premium; the meeting to consider a PT Bid involves additional cost and delay; and they may reduce the ability of an individual Shareholder to sell into a PT Bid where the majority of Shareholders do not approve it.

The Directors consider that the potential advantages of the PTBA Provisions for Shareholders outweigh the potential disadvantages.

7.7 **Additional information**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 4.

8. **Resolution 5 – Approval of 10% Placement Facility**

8.1 **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

If Resolution 5 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 Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

8.2 **Listing Rule 7.1A**

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$14.96 million, based on the closing price of Shares \$0.027 on 19 October 2026.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue two quoted classes of Equity Securities, being Shares and Options exercisable at \$0.02 each on or before 14 June 2028 (ASX: TASO).

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same 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 Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 8.2(c)(i) above, the date on which the Equity Securities are issued, (Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (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 Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 5?**

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder

approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

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

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 8.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current projects, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 8.2(c) above) as at the date of this Notice (Variable A), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0135 50% decrease in Current Market Price	\$0.027 Current Market Price	\$0.054 100% increase in Current Market Price
553,990,945 Shares	10% Voting Dilution	55,399,094 Shares	55,399,094 Shares	55,399,094 Shares
Variable A	Funds raised	\$747,888	\$1,495,776	\$2,991,551
830,986,418 Shares	10% Voting Dilution	83,098,642 Shares	83,098,642 Shares	83,098,642 Shares
50% increase in Variable A	Funds raised	\$1,121,832	\$2,243,663	\$4,487,327
1,107,981,890 Shares	10% Voting Dilution	110,798,189 Shares	110,798,189 Shares	110,798,189 Shares
100% increase in Variable A	Funds raised	\$1,495,776	\$2,991,551	\$5,983,102

Notes:

- The table has been prepared on the following assumptions:
 - The issue price is the current market price \$0.027, being the closing price of the Shares on ASX on 19 October 2026, being the latest practicable date before this Notice was signed.
 - Variable A comprises of 553,990,945 existing Shares on issue as at the date of this Notice, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2025.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued the following Equity Securities under Listing Rule 7.1A:

Date of issue	9 June 2026
Number and Type of Security	45,521,046 Shares (Tranche 1 Placement Shares), the issue of which was ratified by Shareholders under Listing Rule 7.4 on 23 July 2026
Recipient	The Shares were issued to sophisticated and professional investors who participated in Tranche 1 of the placement announced on 25 May 2026, none of whom is a related party or Material Investor.
Price	\$0.041
Use of funds	Cash raised: \$1,866,363 Cash spent: Nil Cash remaining: \$1,866,363 Use of funds: the proceeds have been or are intended to be applied towards the expanded drilling program at the Company's Parkinson Dam project, working capital and the costs of the placement.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing

Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8.4 Additional information

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning in Section 8.1.
10% Placement Period	has the meaning in Section 8.2(f).
\$ or A\$	means Australian Dollars.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Tasman Resources Ltd (ACN 009 253 187).
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning in Section 8.2(e).
Notice	means this notice of annual general meeting.
Official List	means the official list of the ASX.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Proxy Form	means the proxy form attached to the Notice.
PT Bid	has the meaning given in Section 7.2.
PTBA Provisions	has the meaning given in Section 7.1.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning in Section 4.1.
Variable A	has the meaning in Section 8.3(d).
VWAP	means volume weighted average price.

Schedule 2 Proportional takeover approval provisions

Resolution 4 proposes that the Constitution be amended by inserting the following as a new clause 115 immediately after clause 114 (Distribution of specific assets):

115. Proportional takeover approval

(1) In this clause 115:

- (a) Approving Resolution means a resolution to approve a Proportional Takeover Bid in accordance with this clause 115;
- (b) Proportional Takeover Bid means a takeover bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of securities included in a class of securities in the Company; and
- (c) Relevant Day, in relation to a Proportional Takeover Bid, means the day that is 14 days before the last day of the bid period for the Proportional Takeover Bid.

(2) Where offers have been made under a Proportional Takeover Bid in respect of securities in a class of securities in the Company:

- (a) the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the Proportional Takeover Bid is prohibited unless and until an Approving Resolution to approve the Proportional Takeover Bid is passed in accordance with this clause 115;
- (b) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held securities in that class is entitled to vote on an Approving Resolution and, for the purposes of so voting, is entitled to one vote for each of those securities;
- (c) an Approving Resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution; and
- (d) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the Approving Resolution bears to the total number of votes on the Approving Resolution is greater than one half, and otherwise is taken to have been rejected.

(3) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with such modifications as the circumstances require, in relation to a meeting that is convened under this clause 115 as if the meeting were a general meeting of the Company.

(4) Where an offer has been made under a Proportional Takeover Bid, the Directors must ensure that an Approving Resolution is voted on in accordance with this clause 115 before the Relevant Day.

(5) Where an Approving Resolution is voted on in accordance with this clause 115 before the Relevant Day, the Company must, on or before the Relevant Day, give the bidder and ASX a written notice stating that an Approving Resolution has been voted on and whether it was passed or rejected.

(6) Where, as at the end of the day before the Relevant Day, no Approving Resolution has been voted on in accordance with this clause 115, an Approving Resolution is taken to have been passed on the Relevant Day.

(7) This clause 115 ceases to have effect at the end of three years beginning on the date on which it was inserted into this Constitution or, if it has been renewed in accordance with the Corporations Act, the date on which it was last renewed.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 24 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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IN PERSON:

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