
EMINENCE MINERALS LIMITED
ACN 650 503 325
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 12:00pm (AWST)
DATE: 23 November 2026
PLACE: Level 45, 108 St Georges Terrace, Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 12:00pm (AWST) on 21 November 2026.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

3. RESOLUTION 2 – RE-ELECTION OF AGHA SHAHZAD PERVEZ

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

"That, for the purpose of Article 14.2 of the Constitution and for all other purposes, Agha Shahzad Pervez, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF ALI RAZA

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

"That, for the purpose of Article 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Ali Raza, a Director who was appointed on 1 December 2025, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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 Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,644,340 Shares on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,628,942 Shares on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 13,726,710 Shares on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 16,666,664 Options on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – APPROVAL TO ISSUE JOINT LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 6,000,000 Options to the Joint Lead Managers (or their nominees) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 10 – PARTICIPATION OF AGHA SHAHZAD PERVEZ IN THE PLACEMENT

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, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 5,555,556 Shares and up to 1,851,852 Options to Agha Shahzad Pervez (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 11 – PARTICIPATION OF MING VINCENT CHYE IN THE PLACEMENT

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, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 444,444 Shares and up to 148,148 Options to Ming Vincent Chye (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	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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Voting Exclusion Statements

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

Resolutions 5 and 6 – Ratification of prior issue of Tranche 1 Placement Shares	A person who participated in the issue of the Tranche 1 Placement Shares, or an associate of that person or those persons.
Resolution 7 – Approval to issue Tranche 2 Placement Shares	The Tranche 2 Placement participants or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.
Resolution 8 – Approval to issue Placement Options	The Tranche 1 and Tranche 2 Placement participants or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.
Resolution 9 – Approval to issue Joint Lead Manager Options	The Joint Lead Managers (or their nominees) or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.
Resolution 10 – Participation of Agha Shahzad Pervez	Agha Shahzad Pervez (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.
Resolution 11 – Participation of Ming Vincent Chye	Ming Vincent Chye (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a 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;
- (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 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 the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by the time and in accordance with the instructions set out on the Proxy Form. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 412 474 180.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

2.3 Previous voting results

At the Company's previous annual general meeting held on 27 November 2025, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF AGHA SHAHZAD PERVEZ

3.1 General

Listing Rule 14.5 requires an entity to hold an election of directors at each annual general meeting. Article 14.2 of the Constitution requires that at every annual general meeting one-third of the Directors in office (other than a Managing Director) retire from office.

Mr Pervez, who was appointed as a Director on 10 May 2022, retires by rotation in accordance with the Constitution and, being eligible, seeks re-election from Shareholders.

Further information in relation to Agha Shahzad Pervez is set out below.

Qualifications, experience and other material directorships	Mr Pervez holds a Bachelor of Science IT (Hons) and a Master of Commerce (Professional Accounting) and is an experienced corporate accountant, chief financial officer, director and company secretary with over 10 years' experience working with ASX listed companies.
Term of office	Agha Shahzad Pervez has served as a Director since 10 May 2022 and is the Non-Executive Chair.
Independence	If re-elected, the Board considers that Agha Shahzad Pervez will be an independent Director.
Board recommendation	Having received an acknowledgement from Agha Shahzad Pervez that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Agha Shahzad Pervez since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Agha Shahzad Pervez) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Agha Shahzad Pervez will be re-elected to the Board as an independent Director.

If Resolution 2 is not passed, Agha Shahzad Pervez will not continue in his role as a Director. In that event, the Company may seek nominations or otherwise identify suitably qualified candidates to join the Board.

4. RESOLUTION 3 – ELECTION OF ALI RAZA

4.1 General

Article 14.4 of the Constitution and Listing Rule 14.4 provide that a Director appointed to fill a casual vacancy or as an addition to the Board holds office only until the next annual general meeting following their appointment, and is then eligible for election.

Mr Raza, who was appointed by the Board as a Director on 1 December 2025, retires in accordance with the Constitution and Listing Rule 14.4 and, being eligible, seeks election from Shareholders.

Further information in relation to Ali Raza is set out below.

Qualifications, experience and other material directorships	Mr Raza holds a Bachelor of Laws (LLB) from Murdoch University and is an accomplished leader in investment and corporate development, with extensive experience and significant board-level exposure across global industrials, mining, advanced manufacturing and technology-enabled infrastructure.
Term of office	Ali Raza has served as a Director since 1 December 2025.
Independence	If elected, the Board considers that Ali Raza will be an independent Director.
Board recommendation	Having received an acknowledgement from Ali Raza that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Ali Raza since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Ali Raza) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Ali Raza will be elected to the Board as an independent Director.

If Resolution 3 is not passed, Ali Raza will not continue in his role as a Director. In that event, the Company may seek nominations or otherwise identify suitably qualified candidates to join the Board.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

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

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). 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 \$8.06 million, based on the closing price of Shares of \$0.042 on 30 September 2026.

5.2 Technical information required by Listing Rule 14.1A

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

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

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

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; or (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

REQUIRED INFORMATION	DETAILS
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition) and/or general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Shares on issue as at 30 September 2026. It also shows the voting dilution impact where the number of Shares on issue (Variable A) increases, and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Shares on issue (Variable A)	10% voting dilution	\$0.021 (50% decrease)	\$0.042 (Issue Price)	\$0.063 (50% increase)
Current: 191,902,233	19,190,223	\$402,995	\$805,989	\$1,208,984
50% increase: 287,853,350	28,785,335	\$604,492	\$1,208,984	\$1,813,476
100% increase: 383,804,466	38,380,447	\$805,989	\$1,611,979	\$2,417,968

The dollar amounts in the table are the funds raised at each issue price. The table uses the following assumptions:

- there are 191,902,233 Shares on issue;
- the issue price is the closing market price of the Shares on ASX on 30 September 2026, being \$0.042 (**Issue Price**);
- the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, and the issue consists only of Shares;
- no Options are exercised into Shares before the date of issue of the Equity Securities; and
- the table does not show the dilution that any one particular Shareholder will be subject to, or any dilution under Listing Rule 7.1.

Shareholders should note that there is a risk that the market price for the Shares may be significantly lower on the issue date than on the date of the Meeting, and that the Shares may be issued at a discount to the market price on the date of issue.

REQUIRED INFORMATION	DETAILS
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients 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 having regard to the purpose of the issue, alternative methods for raising funds available at that time, the effect of the issue on the control of the Company, the financial position and solvency of the Company, prevailing market conditions and advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders under Listing Rule 7.1A at its annual general meeting held on 27 November 2025 (Previous Approval). During the 12 month period preceding the date of the Meeting, the Company issued 15,628,942 Shares under the Previous Approval, representing approximately 10.1% of the total number of Equity Securities on issue at the commencement of that period. Details of that issue are as follows: Date of issue and Appendix 2A: 18 June 2026. Number and class: 15,628,942 Shares. Issue price: \$0.045 per Share, being a 2.3% premium to the closing market price of \$0.044 on the date of issue. Recipients: sophisticated and professional investors under Tranche 1 of the Placement (refer Section 6), identified through a bookbuild process conducted by the Joint Lead Managers, none of whom is a related party of the Company. Cash consideration and use of funds: \$703,302 raised, of which \$[xx] has been spent. The funds have been and are intended to be used to explore the Company's existing projects, support the evaluation of new projects and for general working capital.
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.

The Directors recommend that Shareholders vote in favour of Resolution 4.

6. BACKGROUND TO RESOLUTIONS 5 TO 11 – THE PLACEMENT

On 11 June 2026, the Company announced a placement to raise \$2,530,000 (before costs) through the issue of Shares at \$0.045 per Share (**Placement**). The Placement comprises:

Component	Shares	Funds raised	Resolution
Tranche 1 – issued 18 June 2026	36,273,282	\$1,632,298	5 and 6
Tranche 2	13,726,710	\$617,702	7
Director participation	6,000,000	\$270,000	10 and 11
CEO participation	222,222	\$10,000	–

Component	Shares	Funds raised	Resolution
Total	56,222,214	\$2,530,000	

Subject to Shareholder approval, participants in the Placement will receive one free attaching Option for every three Shares subscribed for, each exercisable at \$0.145 and expiring on 11 July 2028 (**Placement Options**). The Placement Options for the Tranche 1 and Tranche 2 participants are the subject of Resolution 8, and those for the Directors are the subject of Resolutions 10 and 11. The Shares and Placement Options for the CEO will be issued under the Company's placement capacity under Listing Rule 7.1. The terms of the Placement Options are set out in Schedule 1.

Canaccord Genuity (Australia) Limited, 62 Capital Pty Ltd and CPS Capital Group Pty Ltd acted as joint lead managers to the Placement (**Joint Lead Managers**). Under their mandate with the Company, the Company agreed to pay the Joint Lead Managers a cash fee of 6% of the funds raised under the Placement (other than the funds raised from the Directors and the CEO) and, subject to Shareholder approval, to issue them 6,000,000 Options on the same terms as the Placement Options (**JLM Options**) (refer Resolution 9). The mandate otherwise contains terms considered standard for an agreement of its kind.

The funds raised under the Placement have been and will be used to advance the Company's existing projects, support the evaluation of new projects and acquisition opportunities, meet the costs of the Placement and for general working capital.

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

7.1 General

On 18 June 2026, the Company issued 36,273,282 Shares under Tranche 1 of the Placement (**Tranche 1 Placement Shares**), comprising 20,644,340 Shares under its 15% placement capacity in Listing Rule 7.1 (Resolution 5) and 15,628,942 Shares under its additional 10% placement capacity in Listing Rule 7.1A approved at the Company's annual general meeting held on 27 November 2025 (Resolution 6).

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the Company's combined 25% limit in Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue.

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

7.2 Technical information required by Listing Rule 14.1A

If Resolutions 5 and 6 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue.

If Resolutions 5 and 6 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue.

7.3 Technical information required by Listing Rule 7.5

REQUIRED INFORMATION	DETAILS
Names of recipients	Sophisticated and professional investors identified by the Joint Lead Managers through a bookbuild process. None of the recipients is a related party, a member of the Key Management Personnel, a substantial holder or an adviser of the Company, or an associate of any of them, who received more than 1% of the Company's issued capital.
Number and class of securities	36,273,282 Shares, comprising 20,644,340 Shares issued under Listing Rule 7.1 (Resolution 5) and 15,628,942 Shares issued under Listing Rule 7.1A (Resolution 6). The Shares are fully paid ordinary shares ranking equally with the Company's existing Shares.
Date of issue	18 June 2026.
Price and funds raised	\$0.045 per Share, raising \$1,632,298 (before costs).
Use of funds	Refer Section 6.
Material terms of agreement	Other than the Joint Lead Managers' mandate summarised in Section 6, the Shares were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement is included in this Notice.

The Directors recommend that Shareholders vote in favour of Resolutions 5 and 6.

8. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

8.1 General

Resolution 7 seeks Shareholder approval under Listing Rule 7.1 for the issue of 13,726,710 Shares under Tranche 2 of the Placement (**Tranche 2 Placement Shares**). The issue does not fall within any of the exceptions in Listing Rule 7.2 and therefore requires the approval of Shareholders under Listing Rule 7.1, failing which it would use up part of the Company's 15% placement capacity.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue the Tranche 2 Placement Shares and raise \$617,702 (before costs). The issue will be excluded from the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to issue the Tranche 2 Placement Shares and will not raise the \$617,702.

8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of recipients	Sophisticated and professional investors identified by the Joint Lead Managers through a bookbuild process. None of the recipients is a related party, a member of the Key Management Personnel, a substantial holder or an adviser of the Company, or an associate of any of them, who will receive more than 1% of the Company's issued capital.
Number and class of securities	13,726,710 Shares, being fully paid ordinary shares ranking equally with the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
Date of issue	No later than 3 months after the date of the Meeting.
Price and funds raised	\$0.045 per Share, raising \$617,702 (before costs).
Use of funds	Refer Section 6.
Material terms of agreement	Other than the Joint Lead Managers' mandate summarised in Section 6, the Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement is included in this Notice.

The Directors recommend that Shareholders vote in favour of Resolution 7.

9. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT OPTIONS

9.1 General

Resolution 8 seeks Shareholder approval under Listing Rule 7.1 for the issue of up to 16,666,664 Placement Options to the Tranche 1 and Tranche 2 participants, on the basis of one Placement Option for every three of the 49,999,992 Shares subscribed for under Tranches 1 and 2 of the Placement. The issue does not fall within any of the exceptions in Listing Rule 7.2 and therefore requires the approval of Shareholders under Listing Rule 7.1, failing which it would use up part of the Company's 15% placement capacity.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to issue the Placement Options and the issue will be excluded from the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to issue the Placement Options.

9.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of recipients	The Tranche 1 and Tranche 2 participants in the Placement. None of the recipients is a related party, a member of the Key Management Personnel, a substantial holder or an adviser of the Company, or an associate of any of them, who will receive more than 1% of the Company's issued capital.
Number and class of securities	Up to 16,666,664 Options on the terms set out in Schedule 1.
Date of issue	No later than 3 months after the date of the Meeting.
Price and funds raised	Nil, as the Placement Options are free attaching to the Shares issued under the Placement. Any funds raised on exercise of the Placement Options will be used for general working capital.
Material terms of agreement	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement is included in this Notice.

The Directors recommend that Shareholders vote in favour of Resolution 8.

10. RESOLUTION 9 – APPROVAL TO ISSUE JOINT LEAD MANAGER OPTIONS

10.1 General

Resolution 9 seeks Shareholder approval under Listing Rule 7.1 for the issue of 6,000,000 JLM Options to the Joint Lead Managers (or their nominees) as part consideration for their services in connection with the Placement. The issue does not fall within any of the exceptions in Listing Rule 7.2 and therefore requires the approval of Shareholders under Listing Rule 7.1, failing which it would use up part of the Company's 15% placement capacity.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to issue the JLM Options and the issue will be excluded from the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to issue the JLM Options and may need to agree alternative consideration with the Joint Lead Managers for their services.

10.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of recipients	The Joint Lead Managers (or their nominees), none of whom is a related party of the Company, as follows: Canaccord Genuity (Australia) Limited – 2,000,000; 62 Capital Pty Ltd – 2,000,000; and CPS Capital Group Pty Ltd – 2,000,000.
Number and class of securities	6,000,000 Options on the terms set out in Schedule 1.
Date of issue	No later than 3 months after the date of the Meeting.
Price and funds raised	Nil, as the JLM Options are issued in consideration for lead manager services. Any funds raised on exercise of the JLM Options will be used for general working capital.
Material terms of agreement	The JLM Options are being issued under the Joint Lead Managers' mandate summarised in Section 6.
Voting exclusion statement	A voting exclusion statement is included in this Notice.

The Directors recommend that Shareholders vote in favour of Resolution 9.

11. RESOLUTIONS 10 AND 11 – PARTICIPATION OF DIRECTORS IN THE PLACEMENT

11.1 General

Resolutions 10 and 11 seek Shareholder approval for the issue of Shares and Placement Options to Agha Shahzad Pervez (Resolution 10) and Ming Vincent Chye (Resolution 11), each a Director, to enable them to participate in the Placement on the same terms as unrelated participants (**Director Participation**).

11.2 Listing Rule 10.11

Listing Rule 10.11 provides that, unless an exception in Listing Rule 10.12 applies, a listed company must not issue equity securities to a related party without the approval of its shareholders. Mr Pervez and Mr Chye are each a related party of the Company by virtue of being a Director. The Director Participation does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires Shareholder approval under Listing Rule 10.11.

11.3 Chapter 2E and section 195(4) of the Corporations Act

The Board (other than Mr Pervez in respect of Resolution 10 and Mr Chye in respect of Resolution 11) considers that Shareholder approval under Chapter 2E of the Corporations

Act is not required, as the Shares and Placement Options will be issued on the same terms as those issued to unrelated participants in the Placement and the arm's length exception in section 210 of the Corporations Act applies.

As Mr Pervez and Mr Chye may each be considered to have a material personal interest in the outcome of Resolutions 10 and 11, a quorum of Directors may not be able to be formed to consider the Director Participation at Board level. For the avoidance of doubt, Shareholder approval is also sought under section 195(4) of the Corporations Act.

11.4 Technical information required by Listing Rule 14.1A

If Resolutions 10 and 11 are passed, the Company will be able to issue the Shares and Placement Options to Mr Pervez and Mr Chye and raise \$270,000 (before costs). As approval is being obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1 and the issue will not use up any of the Company's 15% placement capacity.

If Resolution 10 or 11 is not passed, the Company will not be able to issue the relevant Shares and Placement Options and will not raise the corresponding funds (\$250,000 for Resolution 10 and \$20,000 for Resolution 11).

11.5 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Names of recipients	Agha Shahzad Pervez (or his nominee(s)) – Resolution 10. Ming Vincent Chye (or his nominee(s)) – Resolution 11.
Categorisation under Listing Rule 10.11	Each of Mr Pervez and Mr Chye is a related party under Listing Rule 10.11.1 by virtue of being a Director. Any nominee may be an associate under Listing Rule 10.11.4.
Number and class of securities	Mr Pervez: 5,555,556 Shares and 1,851,852 Placement Options. Mr Chye: 444,444 Shares and 148,148 Placement Options. The Shares are fully paid ordinary shares ranking equally with the Company's existing Shares. The Placement Options are on the terms set out in Schedule 1.
Date of issue	No later than 1 month after the date of the Meeting.
Price and funds raised	\$0.045 per Share, raising \$250,000 from Mr Pervez and \$20,000 from Mr Chye (before costs). The Placement Options are free attaching on a one for three basis.
Purpose and use of funds	The issue is to enable the Director Participation and is not intended to remunerate or incentivise the Directors. Refer Section 6 for the use of funds.
Material terms of agreement	The securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement is included in this Notice.

The Directors (other than Mr Pervez in respect of Resolution 10 and Mr Chye in respect of Resolution 11) recommend that Shareholders vote in favour of Resolutions 10 and 11.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

CEO means the Chief Executive Officer 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 dependant 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 Eminence Minerals Limited (ACN 650 503 325).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director Participation has the meaning given in Section 11.1.

Directors means the current directors of the Company.

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

JLM Options has the meaning given in Section 6.

Joint Lead Managers has the meaning given in Section 6.

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, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Placement has the meaning given in Section 6.

Placement Options has the meaning given in Section 6.

Proxy Form means the proxy form accompanying the Notice.

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

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares has the meaning given in Section 7.1.

Tranche 2 Placement Shares has the meaning given in Section 8.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND JLM OPTIONS

- a. **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- b. **Exercise Price:** The exercise price of each Option is \$0.145 (**Exercise Price**).
- c. **Expiry Date:** Each Option will expire at 5:00pm (AWST) on 11 July 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d. **Exercise:** The Options may be exercised at any time on or before the Expiry Date by notice in writing to the Company together with payment of the Exercise Price for each Option being exercised.
- e. **Quotation and transfer:** The Company will not apply for quotation of the Options. The Options are not transferable.
- f. **Shares issued on exercise:** Shares issued on exercise of the Options will rank equally with the then issued Shares. The Company will apply for quotation of the Shares issued on exercise and, if required, will give ASX a notice under section 708A(5)(e) of the Corporations Act or issue a prospectus to enable the Shares to be traded.
- g. **Reorganisation:** If the issued capital of the Company is reorganised, the rights of the Option holder will be changed to the extent necessary to comply with the Listing Rules at the time of the reorganisation.
- h. **Participation in new issues:** There are no participation rights or entitlements inherent in the Options, and holders will not be entitled to participate in new issues of capital offered to Shareholders without first exercising their Options.
- i. **Bonus issues:** If the Company makes a bonus issue of Shares, the number of Shares to be issued on exercise of an Option will be increased by the number of Shares the holder would have received had the Option been exercised before the record date for the bonus issue. No change will be made to the Exercise Price.
- j. **Dividends and voting:** The Options do not confer any right to dividends or to vote at meetings of members of the Company unless and until they are exercised.

Your proxy voting instruction must be received by **12:00pm (AWST) on Saturday, 21 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:

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IN PERSON:

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