

Dear Shareholder,

Burley Minerals Ltd – Annual General Meeting

Burley Minerals Ltd (ASX: BUR, "**Burley**" or "**the Company**") is convening its Annual General Meeting of shareholders to be held on Wednesday, 25 November 2026 at 8.30am (AWST) (Meeting) at Level 3, 30 Richardson Street, West Perth WA 6005.

Notice of Meeting

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting and accompanying Explanatory Statement (Notice) to shareholders unless a shareholder has previously requested a hard copy. Instead, a copy of the Notice is available on the Company's website at www.burleyminerals.com.au/announcements/ and has also been lodged on the Company's ASX market announcements platform at www.asx.com.au (ASX: BUR).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice. In order to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Voting

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the proxy form attached to the Notice:

By email: meetings@automicgroup.com.au
By fax: +61 2 8583 3040
By post: Automic GPO Box 5193 Sydney NSW 2001

Your proxy voting instruction must be received by 8.30am (AWST) on Monday, 23 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

All resolutions for the Meeting will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the Meeting.

This announcement has been authorised for market release by the Board of Burley Minerals Ltd.

Sincerely

Kieran Witt

Company Secretary



BURLEY MINERALS LTD

ABN 44 645 324 992

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 8.30am (AWST)
DATE: Wednesday, 25 November 2026
PLACE: Level 3
30 Richardson Street
WEST PERTH WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (AWST) on Monday, 23 November 2026.

IMPORTANT INFORMATION REGARDING THE MEETING

In accordance with section 110D of the *Corporations Act 2001 (Cth)* (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

<https://investor.automic.com.au/#/loginsah>

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution).

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah and follow the prompts. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) and Postcode or Country Code as shown on the Proxy form.
By mobile	Scan the QR Code on your Proxy Form and follow the prompts.
By facsimile	+61 2 8583 3040
By post	Automic GPO Box 5193 Sydney NSW 2001
By Email	meetings@automicgroup.com.au

Your Proxy instruction must be received by 8.30am (AWST) on Monday, 23 November 2026, no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

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

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

Voting Prohibition Statement:

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:

- (a) if the voter is proxy or attorney for the person entitled to vote on the Resolution in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or
- (b) if 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;
- (c) if the voter is 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; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRYAN DIXON

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

"That, for the purposes of clause 14.2 of the Constitution and ASX Listing Rules 14.4 and 14.5, and for all other purposes, Mr Bryan Dixon, a Director who retires by rotation and, being eligible, is re-elected as a Director."

3. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, for the purposes of ASX 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution, if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, by any person who is expected to participate in, or who may 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 those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

4. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

“That the proportional takeover approval provisions contained in Rule 36 of the Constitution be renewed for a period of three years commencing on the date this resolution is passed.”

5. RESOLUTION 5 – RENEWAL OF SECURITIES INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to renew its employee incentive scheme titled the Burley Minerals Ltd Securities Incentive Plan and for the issue of a maximum of 11,412,543 securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

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

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme, or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

Dated: 23 October 2026

By order of the Board

Kieran Witt
Company Secretary

VOTING INSTRUCTIONS

(i) Voting in Person

To vote in person, attend the Meeting at the time, date and place set out on the first page of the Notice. If you do attend in person, you will need to abide by the processes and procedures declared by the Chair of the Meeting on the day.

(ii) Proxies

Voting by proxy

A Proxy Form is enclosed with 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:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) 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.

Chair's voting intentions

The Chair intends to vote all available undirected proxies in favour of all Resolutions.

If the Chair is appointed as your proxy (or becomes your proxy by default) and you do not direct the Chair how to vote on Resolutions 1 or 5, then by signing and returning the Proxy Form you will be expressly authorising the Chair to exercise your proxy in accordance with the Chair's voting intentions above, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Proxy vote if appointment specifies way to vote

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:

- (i) 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);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;
- (iii) 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
- (iv) 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either of the following applies:
 - (A) the proxy is not recorded as attending the meeting; or
 - (B) 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.

(iii) Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Shareholders can submit questions in advance of the Meeting by emailing them to the Company Secretary at kieran@burleyminerals.com.au at least five Business Days before the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9322 6283.

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.

FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.burleyminerals.com.au.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- (a) conduct of the audit;
- (b) preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) independence of the auditor in relation to the conduct of the audit.

If you would like to submit a written question about the content of the auditor's report or the conduct of the audit of the Company's financial report, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting. All written questions must be received at least five Business Days before the Meeting, being by 5.00pm (AWST) on Wednesday, 18 November 2026.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 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.

1.2 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, 25% or more of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting, held on 28 November 2025, 100% of the votes cast on the Remuneration Report resolution were cast in favour of its adoption. Accordingly, the Company did not receive a 'first strike' and a Spill Resolution is not relevant for this Meeting.

1.4 Board recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRYAN DIXON

2.1 General

Requirements of Constitution

Clause 14.2 of the Constitution (**Clause 14.2**) requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of 3 then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

ASX Listing Rules 14.4 and 14.5

ASX Listing Rule 14.4 provides, among other things, that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of that company. This rule does not apply to the managing director.

ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Retirement of Mr Bryan Dixon under clause 14.2 of the Constitution and ASX Listing Rule 14.5

Mr Dixon was appointed as a Director of the Company on 1 April 2021. Of the Directors subject to retirement by rotation under Clause 14.2 (Mr Bahen and Mr Dixon, Mr McCallion being exempt as Managing Director), Mr Dixon has been longest in office since his last election and accordingly retires by rotation this year and, being eligible, offers himself for re-election. Mr Dixon also seeks re-election in accordance with ASX Listing Rule 14.5.

2.2 Qualifications and other material directorships

Mr Dixon (B.Comm, CA, ACIS) has over 20 years' experience in the mining sector and is a Chartered Accountant with extensive experience in the management of public and listed exploration and mining companies. Mr Dixon has held numerous executive and director roles with emerging resource companies. Mr Dixon has broad experience across the exploration and mining industry including mergers and acquisitions, feasibility, financing, development and operations. Mr Dixon is a member of the Governance Institute of Australia.

Mr Dixon is the Managing Director and CEO of ASX listed Charger Metals NL (appointed 2 September 2025). His former directorships in the last 3 years include Aura Energy Ltd (December 2023 to 25 November 2025).

2.3 Interests

Mr Dixon holds (indirectly) 4,523,122 Shares, 1,800,000 \$0.1927 Options expiring 30 August 2027, 3,000,000 \$0.073 Options expiring 31 July 2029 and 1,000,000 Performance Rights.

2.4 Board recommendation

The Directors (other than Mr Dixon) support the re-election of Mr Dixon and recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

3.1 General

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

Under ASX Listing Rule 7.1A, however, an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1 such that if Resolution 3 is passed the Company's total annual placement capacity will be 25% of its issued capital.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$6.39 million (based on the number of Shares on issue and the closing price of Shares on the ASX of \$0.028 on 22 October 2026).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company has one class of quoted Equity Securities on issue, being the Shares (ASX Code: BUR). The Company also has several classes of unquoted Options and Performance Rights on issue.

If Shareholders approve Resolution 3, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. In this regard, ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A = the number of fully paid ordinary securities on issue at the commencement of the Relevant Period (as defined below):

(A) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid ordinary securities issued in the Relevant Period on the conversion of Convertible Securities within ASX Listing Rule 7.2 exception 9 where:

- the Convertible Securities were issued or agreed to be issued before the commencement of the Relevant Period; or
- the issue of, or agreement to issue, the Convertible Securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4,

(C) plus the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the commencement of the Relevant Period; or
- the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4,

(D) plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under ASX Listing Rule 7.1 or 7.4.

(E) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;

(F) less the number of fully paid ordinary securities cancelled in the Relevant Period;

Note: that "A" above has the same meaning as in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%.

E = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of the Company's ordinary securities under ASX Listing Rule 7.4.

Note: For the purposes of "A" and "E" above, **Relevant Period** means:

- if the Company has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the Company has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Therefore, because the Company has been admitted to the official list for more than 12 months, the Relevant Period for the purposes of "A" and "E" above is the 12-month period immediately preceding the date of the issue or agreement.

If Shareholders do not approve Resolution 3, the Company will not be able to access the 10% Placement Capacity and will remain subject to its existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

3.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such other period if allowed by ASX (**10% Placement Capacity Period**).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 22 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

	Dilution			
	Issue Price (per Share)	\$0.014 50% decrease in Issue Price	\$0.028 Issue Price	\$0.042 50% increase in Issue Price
228,250,867 (Current Variable A)	Shares issued - 10% voting dilution	22,825,087 Shares	22,825,087 Shares	22,825,087 Shares
	Funds raised	\$319,551	\$639,102	\$958,654
342,376,300 (50% increase in Variable A)	Shares issued - 10% voting dilution	34,237,630 Shares	34,237,630 Shares	34,237,630 Shares
	Funds raised	\$479,327	\$958,654	\$1,437,980
456,501,734 (100% increase in Variable A)	Shares issued - 10% voting dilution	45,650,173 Shares	45,650,173 Shares	45,650,173 Shares
	Funds raised	\$639,102	\$1,278,205	\$1,917,307

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer or upon the exercise of Options or exercise of Performance Rights) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. There will be 228,250,867 Shares on issue for the purposes of Current Variable A.
2. The issue price set out above is the closing price of the Shares on the ASX on 22 October 2026 (\$0.028).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares and no Performance Rights are vested and converted into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

which might have an effect on the amount of funds raised by the issue of Shares.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use the funds:

- (i) to conduct exploration activities associated with its various Projects to identify early stage exploration targets with the aim of defining valuable mineral resources that the Company can monetise through either further development or sale;
- (ii) to identify new project acquisition targets; and/or
- (iii) for general exploration and development activities, working capital and may use the funds for the acquisition of new assets.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 November 2025. That approval will expire at the commencement of this Meeting, and Resolution 3 seeks to renew the 10% Placement Capacity for a further period.

In accordance with ASX Listing Rule 7.3A.6, during the 12-month period preceding the date of the Meeting (being the period from 25 November 2025 to 25 November 2026) (and as at the date of this Notice), the Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.

3.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Company will have the capacity to issue up to the number of Equity Securities equal to 10% of its issued capital without using the Company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1. As a result, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Shareholders do not approve Resolution 3, the Company will not be able to access the additional 10% capacity and will remain subject to the 15% limit under ASX Listing Rule 7.1.

3.4 **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, there is no outstanding invitation to any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

3.5 **Board recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 3.

4. **RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS**

4.1 **Background**

A proportional takeover bid is an off-market bid for a specified proportion of the securities in the bid class, rather than a bid for the security holder's entire holding.

Rule 36 of the Constitution contains provisions dealing with proportional takeover bids for the Company's securities. The provisions are designed to assist security holders receive proper value for their securities if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. Rule 36 was included in the Constitution adopted on 20 October 2020 and ceased to have effect on 19 October 2023. The provisions were re-inserted by Shareholders at the Company's general meeting held on 16 August 2024 and will accordingly cease to have effect on 16 August 2027, unless renewed by Shareholders. Although the provisions are not due to cease until 16 August 2027, the Board considers it appropriate to seek their renewal at this Meeting so that future renewals align with the Company's annual general meeting cycle, avoiding the need to convene a separate general meeting in 2027. If the provisions are renewed at this Meeting, they will operate for three years from the date Resolution 4 is passed.

Resolution 4 seeks Shareholder approval to renew Rule 36 of the Constitution for a three-year period in accordance with section 648G of the Corporations Act and the Constitution.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

Shareholders are provided with the following information in relation to Resolution 4, in compliance with section 648G(5) of the Corporations Act:

Effect of the proportional takeover provisions in the Constitution that it is proposed be renewed	Under Rule 36 of the Constitution where offers have been made under a proportional off-market bid in respect of a class of securities of the Company (" bid class securities ") (i.e. a bid for less than 100% of each holder's holding in the bid class securities), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (" prescribed resolution ") to approve the proportional off-market bid is passed in accordance with the provisions of the Constitution. A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution.
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	The Directors are to ensure that a prescribed resolution is voted on in accordance with Rule 36 of the Constitution before the 14th day before the last day of the bid period for the proportional off-market bid (the “resolution deadline”). A prescribed resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected. Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on, a resolution to approve the proportional off-market bid is to be deemed to have been passed in accordance with Rule 36 of the Constitution. Where a prescribed resolution is voted on in accordance with Rule 36 before the resolution deadline and is rejected then: • all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline are deemed to be withdrawn at the end of the resolution deadline; • all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline are deemed to be withdrawn at the end of the resolution deadline; • as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to above any documents that were sent by the person to the bidder on acceptance of the offer; • the bidder is: ◦ entitled to rescind; and ◦ must rescind as soon as practicable after the resolution deadline, each binding takeover contract resulting from acceptance of an offer made under the proportional off-market bid; and • a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance. Rule 36 of the Constitution ceases to have effect on the third anniversary of the date of adoption of the last renewal of Rule 36 of the Constitution.
Reasons for renewing the proportional takeover provisions	The Directors consider it appropriate for Shareholders to decide whether they wish to have proportional takeover approval provisions in the Constitution. If the proportional takeover approval provisions in the Constitution are not renewed, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all their shares to the bidder. Shareholders may therefore

	be exposed to the risk of being left as a minority in the Company. If the Shareholders considered that control of the Company was likely to pass under any takeover bid, they could be placed under pressure to accept the offer even if they do not want control of the Company to pass to the bidder. Shareholders may also be exposed to the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. Resolution 4 seeks renewal of the proportional takeover provisions as the provisions decrease these risks because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. As noted above, the bidder and its associates would not be permitted to vote on the prescribed resolution (as defined above) and thereby influence the outcome.
No knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Review of proportional takeover provisions	While proportional takeover approval provisions have previously been in force under the Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders.
Potential advantages and disadvantages of the provisions for Directors	If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company if the bidder needs a majority of the votes cast by the independent Shareholders before it can succeed. On the other hand, if a proportional takeover bid is commenced, the Directors must seek the Shareholders' views. They must do so even though the Directors believe that the bid should be accepted. In the absence of the proportional takeover approval provisions, it is only the Directors who express, on behalf of the Company, any formal view on the adequacy or otherwise of a proportional takeover bid. Under the approval mechanism in Rule 36 of the Constitution, the most effective view on a proportional takeover bid will become the view expressed by the vote of the Shareholders themselves.
Potential advantages and disadvantages of the provisions for Shareholders	The potential advantages of the proportional takeover approval provisions for Shareholders include: • Shareholders will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed. • The provisions may help Shareholders avoid being locked in as a minority. • The existence of the provisions in the Constitution may make a full bid more probable than a proportional bid. • The provisions may increase the bargaining

	power of the Shareholders, encouraging a bidder to set its offer price and conditions at a level that will be attractive to the Shareholders who vote. - Knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject the offer. The potential disadvantages of the proportional takeover approval provisions for Shareholders include: - Potential bidders may be discouraged from making a proportional takeover bid, reducing the opportunity for Shareholders to sell a portion of their holding. - It is possible (though in the opinion of the Board, unlikely) that the existence of the provisions might have an adverse effect on the market value of the Company's shares by making a proportional takeover bid less likely, and consequently reducing any takeover speculation element in the share price. - An increased likelihood that a proportional takeover bid would not be successful. - An individual Shareholder who wishes to accept a proportional takeover bid will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover bid. - The provisions may be considered by some Shareholders as an unreasonable restriction on their ability to freely deal with their shares. The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.
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4.2 Recommendation

The reasons why the Board has proposed that the provisions in the Constitution that provide for Shareholder approval on proportional takeover bids should be renewed are set out above as the potential advantages of the provisions. The Directors consider that the advantages associated with the proportional takeover approval provisions outweigh the disadvantages. The Directors consider that Shareholders should have the power to decide whether or not a proportional takeover bid is successful.

Furthermore, the Directors believe that the approval procedure set out in Rule 36 of the Constitution is the best procedure available to Shareholders to ensure that they are not forced to accept a proportional takeover bid, even though they do not wish the bidder to obtain control of the Company.

The Board therefore considers Resolution 4, renewing Rule 36 of the Constitution, to be in the interests of Shareholders, and unanimously recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – RENEWAL OF SECURITIES INCENTIVE PLAN

5.1 General

Resolution 5 seeks Shareholder approval for the renewal of the securities incentive scheme titled the “Burley Minerals Ltd Securities Incentive Plan” (**Plan**), which Shareholders originally adopted at the Company's general meeting held on 14 March 2024, and for the issue of up to a maximum of 11,412,543 securities under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)), excluding issues approved by Shareholders under Listing Rule 10.14 or Listing Rule 10.11.

The Company's existing approval under Listing Rule 7.2 (Exception 13(b)), obtained at the general meeting held on 14 March 2024 (when a maximum of 5,164,838 securities was approved), remains available until 14 March 2027. The Board considers it appropriate to seek a fresh approval at this Meeting, in line with the Company's annual general meeting cycle and its increased issued capital. The maximum number of 11,412,543 securities for which approval is sought represents approximately 5% of the 228,250,867 Shares on issue as at the date of this Notice.

The objective of the Plan is to attract, motivate and retain key employees, directors and consultants to the Company, and the Company considers that the renewal of the Plan and the future issue of securities under the Plan will provide selected employees, directors and consultants to the Company with the opportunity to participate in the future growth of the Company.

5.2 Listing Rule 7.1 and Listing Rule 7.2 (Exception 13(b))

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 5 is passed, the Company will be able to continue to issue securities under the Plan to eligible participants over a further period of 3 years from the date of this Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated above) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of those securities.

5.3 Technical information required by Listing Rule 7.2 (Exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 5:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure A;
- (b) the number of securities issued under the Plan since it was adopted on 14 March 2024 is 1,900,000 Options (issued on 30 August 2024 to Company geologists and the Company Secretary), of which 500,000 have since lapsed;
- (c) the Company is seeking Shareholder approval to renew the Plan for a further period of 3 years on its existing terms and conditions (which comply with Division 1A of Part 7.12 of the Corporations Act); and
- (d) the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)) is 11,412,543 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

5.4 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 3.1.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

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

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company or Burley means Burley Minerals Ltd (ABN 44 645 324 992).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including any director of the Company.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share, subject to the satisfaction of any vesting conditions.

Plan means the Burley Minerals Ltd Securities Incentive Plan, the subject of Resolution 5.

Proxy Form means the proxy form accompanying the Notice.

Relevant Period has the meaning given to that term in Section 3.1.

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

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

Rule 36 means Rule 36 of the Constitution, containing the proportional takeover approval provisions, the subject of Resolution 4.

Section means a section of the Explanatory Statement.

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

Share Registry means Automic Pty Ltd.

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 1.2.

Spill Resolution has the meaning given in Section 1.2.

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

VWAP means volume weighted average price.

WST or AWST means Western Standard Time (Australian Western Standard Time) as observed in Perth, Western Australia.

ANNEXURE A – SUMMARY OF SECURITIES INCENTIVE PLAN

A summary of the material terms of the Burley Minerals Ltd Securities Incentive Plan is set out below.

Eligible Participant	A person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Shares, Options, Performance Rights and other Convertible Securities (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 (Exception 13(b))).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder does not have any interest in any Share the subject of the Convertible Security, is not entitled to receive notice of, vote at or attend a meeting of shareholders, is not entitled to receive dividends, and is not entitled to participate in any new issue of Shares.
Restrictions on dealing	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board.
Vesting	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant informing them that the relevant Convertible Securities have vested.
Forfeiture	Convertible Securities will be forfeited in certain circumstances including where the holder ceases to be an Eligible Participant (in respect of unvested Convertible Securities), where a Participant acts fraudulently, dishonestly, negligently or in breach of Group policy or duties, where there is a failure to satisfy the vesting conditions, on the Participant becoming insolvent, or on the expiry date.
Listing	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange.
Exercise and cashless exercise	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise facility, pay the exercise price (if any), at any time following vesting and prior to the expiry date.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.

Your proxy voting instruction must be received by **8:30am (AWST) on Monday, 23 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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