
MB GOLD LIMITED
ACN 691 038 481
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am AWST

DATE: 24 November 2026

PLACE: Level 1, 16 Ventnor Ave, West Perth WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm AEDT on 22 November 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 2 – APPOINTMENT OF AUDITOR AT FIRST AGM

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

"That, for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, Hall Chadwick WA Audit Pty Ltd, having been nominated by a Shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – DIANMIN CHEN

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 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Dianmin Chen, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR – LOGAN BARBER

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,600,000 Performance Rights to Logan Barber (or his nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR – DIANMIN CHEN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 3, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,000,000 Performance Rights to Dianmin Chen (or his nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTOR – MICHELE MUSCILLO

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 800,000 Performance Rights to Michele Muscillo (or his nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – ROYALTY TERMINATION

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 256,958 Shares to First Au Limited on the terms and conditions set out in the Explanatory Statement."

Dated: 19 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 4 – Issue of Incentive Performance Rights to Logan Barber	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5 – Issue of Incentive Performance Rights to Dianmin Chen	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 – Issue of Incentive Performance Rights to Michele Muscillo	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.

	Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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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:

Resolution 4 – Issue of Incentive Performance Rights to Logan Barber	Logan Barber (or their nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 5 – Issue of Incentive Performance Rights to Dianmin Chen	Dianmin Chen (or their nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 6 – Issue of Incentive Performance Rights to Michele Muscillo	Michele Muscillo (or their nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 8 – Ratification of Prior Issue of Shares – Royalty Termination	First Au Limited or any other person who participated in the issue or an associate of that person or those persons.

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you actually vote at the Meeting on the Resolution for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic will need to verify your identity. You can register from 9.45am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6288 6201.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Previous voting results

As this is the Company's first annual general meeting, the remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Meeting.

3. RESOLUTION 2 – APPOINTMENT OF AUDITOR AT FIRST AGM

3.1 Overview

Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at its first annual general meeting and at any subsequent annual general meeting thereafter where there is a vacancy.

The Directors appointed Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) as the Company's auditor following registration of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Hall Chadwick to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice as Schedule 3.

Hall Chadwick has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval of this Resolution.

If this Resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

3.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – DIANMIN CHEN

Logan Barber, Dianmin Chen and Michele Muscillo were each appointed as a Director prior to the Company's admission to the official list of ASX on 4 February 2026 and, accordingly, none of them is required to stand for election under Listing Rule 14.4 at the Meeting. Listing Rule 14.5, however, requires that an election of directors be held at every annual general meeting.

Clause 15.2(a)(iv) of the Constitution provides that, where no Director is otherwise retiring under clause 15.2(a)(i) to (iii) of the Constitution, the Director who has been longest in office without re-election must retire by rotation and seek re-election (or, if two or more Directors have been in office for an equal and longest period, the Director to retire is determined by ballot).

Dianmin Chen and Logan Barber have each held office without re-election for the same, and the longest, period of the current Directors. As Logan Barber holds office as Managing Director for the purposes of clause 19.1 of the Constitution, he is not required to retire by rotation.

Accordingly, Dianmin Chen retires by rotation in accordance with clause 15.2(a)(iv) of the Constitution and, being eligible, seeks re-election.

Further information in relation to Dianmin Chen is set out below.

Qualifications, experience and other material directorships	Dr Chen is a mining engineer with more than 35 years' experience in metal mining. He has had a wide range of roles in mining technical, production and management in Australia, China and Canada. Dr Chen held executive roles with Sino Gold (General Manager), Citic Pacific Mining (Chief Operating Officer), CaNickel (Executive Director and CEO) and Norton Goldfields (Managing Director and CEO) and served as a non-executive Director for a number of publicly listed companies in Australia and Canada including Kalgoorlie Mining Corporation, Bullabulling Gold Mines, Sherwin Iron, Norton Goldfields, NKWE Platinum and CuDeco Limited. Dr Chen holds a BE in Mining and PhD in Mining Geomechanics. Dr Chen is currently Managing Director and CEO of Global Lithium Resources Limited.
Term of office	Dianmin Chen has served as a Director since 17 September 2025.
Independence	If re-elected, the Board does not consider that Dianmin Chen will be an independent Director.
Board recommendation	Having received an acknowledgement from Dianmin Chen that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Dianmin Chen since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Dianmin Chen) recommend that Shareholders vote in favour of this Resolution.

4.1 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dianmin Chen will be re-elected to the Board as non-executive Chairman.

If this Resolution is not passed, Dianmin Chen will not continue in his role as non-executive Chairman. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTIONS 4 TO 6 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTORS

5.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of an aggregate of 3,400,000 Performance Rights to Logan Barber, Dianmin Chen and Michele Muscillo (or their nominee(s)) pursuant to the Employee Incentive Securities Plan (**Plan**) on the terms and conditions set out below.

Resolution 5 is conditional on the passing of Resolution 3. If Resolution 3 is not passed, Resolution 5 will not be put to the Meeting and the Company will not issue the Performance Rights the subject of Resolution 5 to Dianmin Chen.

The Performance Rights to be issued to each recipient will be allocated across the Tranches as follows:

RECIPIENT	TRANCHE 1	TRANCHE 2	TRANCHE 3	TRANCHE 4	TOTAL
Logan Barber	400,000	400,000	400,000	400,000	1,600,000
Dianmin Chen	250,000	250,000	250,000	250,000	1,000,000
Michele Muscillo	200,000	200,000	200,000	200,000	800,000
Total	850,000	850,000	850,000	850,000	3,400,000

Further details in respect of the vesting conditions of the Performance Rights proposed to be issued are set out in the table below. A Performance Right that does not vest by the expiry date specified below will automatically lapse and no Share will be issued in respect of it.

TRANCHE	VESTING CONDITION	EXPIRY DATE
Tranche 1	The Company achieving a drill intercept of greater than 50 gram-metres of gold or gold equivalent (utilising a top cut of 12 g/t Au, a 0.3 g/t Au equivalent cut-off, and a maximum two metre internal dilution width) on or before 31 December 2027.	28 February 2028
Tranche 2	The Company delineating a JORC-compliant Inferred or higher confidence Mineral Resource Estimate at the Marble Bar Gold Project of either 500,000 ounces of gold at an average grade of 1.0 g/t Au, or 250,000 ounces of gold at an average grade of 2.0 g/t Au, on or before 30 September 2028.	30 November 2028
Tranche 3	The Company delineating a JORC-compliant Inferred or higher confidence Mineral Resource Estimate at the Marble Bar Gold Project of 1,000,000 ounces of gold at an average grade of 1.0 g/t Au or gold equivalent on or before 31 December 2029.	28 February 2030
Tranche 4	The Company's Share price achieving a consecutive 30 trading day volume weighted average price of at least \$0.40 on or before 31 December 2027.	28 February 2028

5.2 Director Recommendation

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

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

5.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue.

5.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Performance Rights are Logan Barber, Dianmin Chen and Michele Muscillo, as set out in the table above.
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 3,400,000, allocated as set out in the table above.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Material terms of the Plan	A summary of the material terms and conditions of the Employee Incentive Securities Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Performance Rights.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than 15 months after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued for nil consideration.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for each of Logan Barber, Dianmin Chen and Michele Muscillo to motivate and reward their performance as a Director and to provide cost effective remuneration, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given.
Consideration of type of Security to be issued	The Company has agreed to issue Performance Rights (rather than another form of Equity Security) for the following reasons: (a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders; (b) the vesting conditions attaching to the Performance Rights will align the interests of the recipients with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration, as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Consideration of quantum of Securities to be issued	The number of Performance Rights to be issued has been determined based on a consideration of: (a) current market standards and practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) the need to provide incentives to attract and retain directors with appropriate knowledge and experience, while preserving the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits

REQUIRED INFORMATION	DETAILS																																								
	foregone by the Company in issuing the Performance Rights on the terms proposed.																																								
Remuneration package	The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 June 2027</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 June 2026 ⁴</th></tr><tr><td>Logan Barber</td><td>\$150,000 ¹</td><td>\$63,033 ⁵</td></tr><tr><td>Dianmin Chen</td><td>\$80,000 ²</td><td>\$33,333 ⁶</td></tr><tr><td>Michele Muscillo</td><td>\$60,000 ³</td><td>\$25,000 ⁷</td></tr></table> Notes: 1. Comprising Directors' salary of \$133,929, a superannuation payment of \$16,071 but not including share-based payments of \$296,600. 2. Comprising Directors' fees of \$80,000 but not including share-based payments of \$185,375. 3. Comprising Directors' fees of \$60,000 but not including share-based payments of \$148,300. 4. Remuneration for the financial year ended 30 June 2026 is stated from the date of the Company's admission to the official list of ASX to 30 June 2026. 5. Comprising Directors' salary of \$53,811, a superannuation payment of \$6,457, leave entitlements of \$2,765 but not including share-based payments of \$97,100. 6. Comprising Directors' fees of \$33,333 but not including share-based payments of \$97,100. 7. Comprising Directors' fees of \$25,000 but not including share-based payments of \$97,100.	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 June 2027	PREVIOUS FINANCIAL YEAR ENDED 30 June 2026 ⁴	Logan Barber	\$150,000 ¹	\$63,033 ⁵	Dianmin Chen	\$80,000 ²	\$33,333 ⁶	Michele Muscillo	\$60,000 ³	\$25,000 ⁷																												
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 June 2027	PREVIOUS FINANCIAL YEAR ENDED 30 June 2026 ⁴																																							
Logan Barber	\$150,000 ¹	\$63,033 ⁵																																							
Dianmin Chen	\$80,000 ²	\$33,333 ⁶																																							
Michele Muscillo	\$60,000 ³	\$25,000 ⁷																																							
Valuation	The valuation of the Performance Rights and the valuation methodology is set out in Schedule 4.																																								
Interest in Securities	The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS²</th><th>PERFORM- ANCE RIGHTS</th><th>UN- DILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Logan Barber</td><td>700,000</td><td>1,000,000</td><td>Nil</td><td>1.20%</td><td>2.68%</td></tr><tr><td>Dianmin Chen</td><td>2,000,000</td><td>1,000,000</td><td>Nil</td><td>3.43%</td><td>4.73%</td></tr><tr><td>Michele Muscillo</td><td>Nil</td><td>1,000,000</td><td>Nil</td><td>0.00%</td><td>1.58%</td></tr></table> Post issue <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Logan Barber</td><td>700,000</td><td>1,000,000</td><td>1,600,000</td></tr><tr><td>Dianmin Chen</td><td>2,000,000</td><td>1,000,000</td><td>1,000,000</td></tr><tr><td>Michele Muscillo</td><td>Nil</td><td>1,000,000</td><td>800,000</td></tr></table> Notes: 1. Fully paid ordinary shares in the capital of the Company (ASX: MBG). 2. Unquoted Options exercisable at \$0.30 each on or before 29 January 2030.	RELATED PARTY	SHARES ¹	OPTIONS ²	PERFORM- ANCE RIGHTS	UN- DILUTED	FULLY DILUTED	Logan Barber	700,000	1,000,000	Nil	1.20%	2.68%	Dianmin Chen	2,000,000	1,000,000	Nil	3.43%	4.73%	Michele Muscillo	Nil	1,000,000	Nil	0.00%	1.58%	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Logan Barber	700,000	1,000,000	1,600,000	Dianmin Chen	2,000,000	1,000,000	1,000,000	Michele Muscillo	Nil	1,000,000	800,000
RELATED PARTY	SHARES ¹	OPTIONS ²	PERFORM- ANCE RIGHTS	UN- DILUTED	FULLY DILUTED																																				
Logan Barber	700,000	1,000,000	Nil	1.20%	2.68%																																				
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Dianmin Chen	2,000,000	1,000,000	1,000,000																																						
Michele Muscillo	Nil	1,000,000	800,000																																						

REQUIRED INFORMATION	DETAILS												
Dilution	If the vesting conditions attaching to the Performance Rights issued under these Resolutions are met, a total of 3,400,000 Shares would be issued. This will increase the number of Shares on issue from 58,257,058 (being the total number of Shares on issue as at the date of this Notice) to 61,657,058 (assuming no other Shares are issued and no other convertible securities vest or are exercised), diluting existing Shareholders by an aggregate of 5.51%, comprising 2.59% by Logan Barber, 1.62% by Dianmin Chen and 1.30% by Michele Muscillo.												
Trading history	The trading history of the Shares on ASX since the Company's admission to the official list of ASX is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.275</td><td>6 February 2026</td></tr><tr><td>Lowest</td><td>\$0.13</td><td>28 July 2026</td></tr><tr><td>Last</td><td>\$0.20</td><td>16 October 2026</td></tr></table>		PRICE	DATE	Highest	\$0.275	6 February 2026	Lowest	\$0.13	28 July 2026	Last	\$0.20	16 October 2026
	PRICE	DATE											
Highest	\$0.275	6 February 2026											
Lowest	\$0.13	28 July 2026											
Last	\$0.20	16 October 2026											
Securities previously issued to the recipient/(s) under the Plan	No Securities have previously been issued to the recipients under the Plan.												
Additional Information	Details of the Performance Rights issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.												
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

6. RESOLUTION 7 – APPROVAL OF 7.1A MANDATE

6.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the

date of this Notice, the Company is not included in the S&P/ASX 300 Index and its market capitalisation is \$11,942,697. The Company is therefore an Eligible Entity.

6.2 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.

6.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

REQUIRED INFORMATION		DETAILS																																								
		The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 2 October 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.																																								
		<table><tr><th colspan="2" rowspan="5">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="5">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.103</th><th>\$0.205</th><th>\$0.308</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>58,257,058 Shares</td><td>5,825,705 Shares</td><td>\$600,047</td><td>\$1,194,269</td><td>\$1,794,317</td></tr><tr><td>50% increase</td><td>87,385,587 Shares</td><td>8,738,558 Shares</td><td>\$900,071</td><td>\$1,791,404</td><td>\$2,691,475</td></tr><tr><td>100% increase</td><td>116,514,116 Shares</td><td>11,651,411 Shares</td><td>\$1,200,095</td><td>\$2,388,539</td><td>\$3,588,634</td></tr></table>					Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.103	\$0.205	\$0.308	50% decrease	Issue Price	50% increase	Funds Raised			Current	58,257,058 Shares	5,825,705 Shares	\$600,047	\$1,194,269	\$1,794,317	50% increase	87,385,587 Shares	8,738,558 Shares	\$900,071	\$1,791,404	\$2,691,475	100% increase	116,514,116 Shares	11,651,411 Shares	\$1,200,095	\$2,388,539	\$3,588,634
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		100% increase	116,514,116 Shares	11,651,411 Shares	\$1,200,095	\$2,388,539	\$3,588,634																																			
*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																										
The table above uses the following assumptions:																																										
1. There are currently 58,257,058 Shares on issue.																																										
2. The issue price set out above is the closing market price of the Shares on the ASX on 2 October 2026 (being \$0.205) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.																																										
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.																																										
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.																																										
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.																																										
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.																																										
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.																																										
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.																																										
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.																																										

REQUIRED INFORMATION	DETAILS
	Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	This is the Company's first annual general meeting. Accordingly, the Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.
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.

7. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – ROYALTY TERMINATION

7.1 Background

On 18 May 2026, the Company announced that it had executed a binding agreement (**Royalty Termination Agreement**) with First Au Limited to terminate the existing 0.75% net smelter royalty held by First Au Limited over tenements E45/3679, E45/3857, E45/4137, E45/5571, E45/5595 and E45/5596 (**Termination**).

As consideration for the Termination, the Company agreed to issue First Au Limited Shares with an aggregate value of \$50,000 (**Consideration Shares**). The number of Consideration Shares agreed to be issued was determined by dividing \$50,000 by the 5-day volume weighted average price of the Company's Shares, as at the date immediately prior to the completion of the Termination.

On 21 May 2026, the Company announced the completion of the Termination and the allotment and issue of 256,958 Shares to First Au Limited at a deemed issue price of \$0.194584 per Share.

The Consideration Shares were issued under the Company's Listing Rule 7.1 placement capacity.

7.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 256,958 Shares to First Au Limited on 21 May 2026 in consideration for the Termination.

7.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is included in Section 6.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.4 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	First Au Limited
Number and class of Securities issued	256,958 Consideration Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	21 May 2026.
Price or other consideration the Company received for the Securities	The Consideration Shares were issued at a nil issue price, in consideration for the Termination. The Consideration Shares had a deemed issue price of \$0.194584 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Royalty Termination Agreement. No funds were raised from the issue.
Summary of material terms of agreement to issue	The Consideration Shares were issued under the Royalty Termination Agreement, a summary of the material terms of which is set out in Schedule 5.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

7.1A Mandate has the meaning given in the Explanatory Statement.

ASIC means the Australian Securities & Investments Commission.

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.

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 of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means MB Gold Limited (ACN 691 038 481).

Consideration Shares has the meaning given in Section 7.1.

Constitution means the Company's constitution.

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

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.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Plan means the Employee Incentive Securities Plan.

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.

Royalty Termination Agreement has the meaning given in Section 7.1.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right.

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

Shareholder means a registered holder of a Share.

Spill Resolution means a resolution of the kind described in section 250V(1) of the Corporations Act.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PLAN

Eligible Participant	Eligible Participant means 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 Shares, Options or Performance Rights (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)). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(a)) is 5,800,000 Securities.
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 <i>Income Tax Assessment Act 1997</i> (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. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
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: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	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 in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	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 by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group)); (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; or (d) on the Expiry Date, subject to the discretion of the Board.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer

	or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
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.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1. Entitlement	Each Performance Right entitles the holder to acquire one Share, for nil consideration, on vesting and valid conversion of the Performance Right in accordance with the Plan.															
2. Plan	The Performance Rights are issued subject to, and the holder is bound by, the rules of the Employee Incentive Securities Plan (Plan). Defined terms in these terms and conditions have the same meaning as in the Plan.															
3. Consideration	No amount is payable by the holder on grant of a Performance Right and no amount is payable by the holder on conversion.															
4. Expiry Dates	Each Performance Right will expire on the earlier to occur of the Performance Right being forfeited in accordance with the Plan (see items 8 to 10 below), and 5:00 pm (AWST) on the applicable expiry date set out below: <table><tr><th>TRANCHE</th><th>EXPIRY DATE</th></tr><tr><td>Tranche 1</td><td>28 February 2028</td></tr><tr><td>Tranche 2</td><td>30 November 2028</td></tr><tr><td>Tranche 3</td><td>28 February 2030</td></tr><tr><td>Tranche 4</td><td>28 February 2028</td></tr></table> Any Performance Right that has not vested, or that has vested but has not been converted, by its expiry date will automatically be forfeited and no Share will be issued in respect of it.	TRANCHE	EXPIRY DATE	Tranche 1	28 February 2028	Tranche 2	30 November 2028	Tranche 3	28 February 2030	Tranche 4	28 February 2028					
TRANCHE	EXPIRY DATE															
Tranche 1	28 February 2028															
Tranche 2	30 November 2028															
Tranche 3	28 February 2030															
Tranche 4	28 February 2028															
5. Vesting Conditions	A Performance Right vests when the Company gives the holder a vesting notice, which the Company will only do once the applicable vesting condition below has been satisfied or waived by the Board, on the same terms as the Long-Term Incentive Performance Rights issued by the Company to senior management and staff on 14 May 2026: <table><tr><th>TRANCHE</th><th>VESTING CONDITION</th><th>EXPIRY DATE</th></tr><tr><td>Tranche 1</td><td>The Company achieving a drill intercept of greater than 50 gram-metres of gold or gold equivalent (utilising a top cut of 12 g/t Au, a 0.3 g/t Au equivalent cut-off, and a maximum two metre internal dilution width) on or before 31 December 2027.</td><td>28 February 2028</td></tr><tr><td>Tranche 2</td><td>The Company delineating a JORC-compliant Inferred or higher confidence Mineral Resource Estimate at the Marble Bar Gold Project of either 500,000 ounces of gold at an average grade of 1.0 g/t Au, or 250,000 ounces of gold at an average grade of 2.0 g/t Au, on or before 30 September 2028.</td><td>30 November 2028</td></tr><tr><td>Tranche 3</td><td>The Company delineating a JORC-compliant Inferred or higher confidence Mineral Resource Estimate at the Marble Bar Gold Project of 1,000,000 ounces of gold at an average grade of 1.0 g/t Au or gold equivalent on or before 31 December 2029.</td><td>28 February 2030</td></tr><tr><td>Tranche 4</td><td>The Company's Share price achieving a consecutive 30 trading day volume weighted average price of at least \$0.40 on or before 31 December 2027.</td><td>28 February 2028</td></tr></table>	TRANCHE	VESTING CONDITION	EXPIRY DATE	Tranche 1	The Company achieving a drill intercept of greater than 50 gram-metres of gold or gold equivalent (utilising a top cut of 12 g/t Au, a 0.3 g/t Au equivalent cut-off, and a maximum two metre internal dilution width) on or before 31 December 2027.	28 February 2028	Tranche 2	The Company delineating a JORC-compliant Inferred or higher confidence Mineral Resource Estimate at the Marble Bar Gold Project of either 500,000 ounces of gold at an average grade of 1.0 g/t Au, or 250,000 ounces of gold at an average grade of 2.0 g/t Au, on or before 30 September 2028.	30 November 2028	Tranche 3	The Company delineating a JORC-compliant Inferred or higher confidence Mineral Resource Estimate at the Marble Bar Gold Project of 1,000,000 ounces of gold at an average grade of 1.0 g/t Au or gold equivalent on or before 31 December 2029.	28 February 2030	Tranche 4	The Company's Share price achieving a consecutive 30 trading day volume weighted average price of at least \$0.40 on or before 31 December 2027.	28 February 2028
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	The Performance Rights issued to each holder will be allocated across the Tranches as set out in the Explanatory Statement for Resolutions 4 to 6.
6. Rights attaching to Performance Rights	Prior to conversion of a Performance Right, the holder does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right, and is not entitled to notice of, or to vote or attend at, a meeting of Shareholders, or to receive any dividend declared by the Company, by virtue of holding the Performance Right.
7. Restrictions on dealing with Performance Rights	Unless in Special Circumstances (as defined in the Plan) with the consent of the Board, a holder must not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for short selling, enter into a derivative with reference to, or otherwise deal with a Performance Right; a Performance Right dealt with other than in accordance with the Plan is immediately forfeited. A holder must not enter into any arrangement to hedge their economic exposure to a Performance Right.
8. Cessation of Employment	Where a holder becomes a Leaver (ceases to be an Eligible Participant), all of the holder's unvested Performance Rights will automatically be forfeited, subject to the Board's overriding discretion to determine an alternative treatment.
9. Forfeiture Conditions	A Performance Right will be forfeited: (a) on the holder becoming a Leaver, to the extent unvested; (b) where the Board determines the holder has acted fraudulently, dishonestly or negligently, or in contravention of a Group policy (including its anti-bribery and anti-corruption policy, board charter, continuous disclosure policy, code of conduct, securities trading policy or social media policy), or has wilfully breached their duties to the Group (including by materially breaching an employment, executive services or consultancy agreement) - the Board may in its discretion deem some or all of the holder's Performance Rights forfeited; (c) on the date the Board determines (acting reasonably and in good faith) that the applicable Vesting Condition has not been, or cannot be, met by the relevant date, unless the Invitation or the Board otherwise states; (d) immediately on the holder (or their Nominated Party, if applicable) becoming Insolvent (as defined in the Plan); (e) on the Expiry Date, for any Performance Right that has not yet vested; or (f) where the holder does not deliver a Conversion Notice (see item 11 below) by the requisite date, in respect of a vested Performance Right - in each case subject to the Board's overriding discretion to determine that some or all of the Performance Rights are not forfeited. A holder may also voluntarily forfeit their Performance Rights by written notice to the Company for no consideration.
10. Effect of Forfeiture	Where a Performance Right is forfeited: it automatically lapses; the holder (or their agent or attorney) must sign any transfer documents required by the Company to effect the forfeiture; and the Company will not be liable to the holder for any damages or other amount in respect of it.
11. Conversion	A vested Performance Right may be converted at any time before the earlier of any date specified in the vesting notice and the Expiry Date, by the holder delivering a signed notice of exercise (Conversion Notice) to the Company.

12. Timing of issue and quotation of Shares on conversion	Within 5 Business Days after a Performance Right is validly converted, the Company will issue, allot or transfer to the holder the Share to which the holder is entitled, and issue a substitute certificate for any remaining unconverted Performance Rights held by the holder. The Company will apply for quotation of the Shares issued on conversion within the time required by the Listing Rules.
13. Restrictions on transfer of Shares issued on conversion	Shares issued on conversion of a Performance Right are subject to: (a) a 12-month trading restriction from the date of issue if the Company is required but unable to give ASX a notice under section 708A(5) of the Corporations Act, unless the Company elects to issue a cleansing prospectus under section 708A(11) of the Corporations Act; and (b) any disposal restriction specified in the relevant Invitation, given effect by an ASX holding lock or an employee share trust, as the Board determines.
14. Rights attaching to Shares issued on conversion	Shares issued on conversion of a Performance Right rank equally (pari passu) with the Company's Shares of the same class then on issue, except for rights attaching by reference to a record date before the date of issue.
15. Change of Control	Subject at all times to the Listing Rules, if a Change of Control Event occurs (broadly, another person or its associates obtaining a relevant interest in, or becoming entitled to, more than 50% of the Company's issued capital, including via a takeover bid becoming unconditional, but excluding an internal reorganisation of the Group) or the Board determines one is likely to occur, the Board may in its discretion determine the manner in which any or all of a holder's Performance Rights will be dealt with, including in a manner that allows the holder to participate in or benefit from the transaction. The Board may specify in the Invitation how Performance Rights are to be treated on a Change of Control Event, including varying that treatment depending on the circumstances in which the holder becomes a Leaver, and may preserve some or all of its discretion under this item.
16. Participation in new issues	A holder does not have the right to participate in a pro rata issue of Shares made by the Company, or to sell renounceable rights, unless the Board otherwise determines, and, subject to items 17 (Adjustment for bonus issue) and 18 (Reorganisation) below, is not otherwise entitled to participate in any new issue of Shares by the Company by reason of holding a Performance Right.
17. Adjustment for bonus issue	If the Company makes a bonus issue of Shares to Shareholders generally (other than an issue in lieu of, or by way of, dividend reinvestment), a holder is entitled, on conversion of a Performance Right, to receive without further payment the additional Shares that would have been issued to the holder had the holder (rather than holding the Performance Right) held Shares equal in number to the Shares in respect of which the Performance Right is converted, as at the record date for the bonus issue. Fractional entitlements are rounded down, and the Board may make any adjustment necessary to ensure the outcome is fair as between holders and other security holders.
18. Reorganisation	If there is a reorganisation of the Company's issued share capital (including a subdivision, consolidation, reduction, return or cancellation of capital), the rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
19. Quotation	The Performance Rights will not be quoted on the ASX. The Company will apply for quotation of the Shares issued on conversion of the Performance Rights within the time required by the Listing Rules.

SCHEDULE 3 – NOMINATION OF AUDITOR LETTER

Sincerity Energy Pty Ltd
Unit 1, 10 Canning Highway
South Perth WA 6151

6 October 2026

MB Gold Limited
Level 1, 16 Ventnor Avenue
West Perth WA 6005

I, Sincerity Energy Pty Ltd, being a member of MB Gold Limited (**Company**), nominate Hall Chadwick WA Audit Pty Ltd (ACN 121 222 802) in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the *Corporations Act*.c]

Signed and dated 6th October 2026.



Liaoliang Zhu
Sole Director
Sincerity Energy Pty Ltd

SCHEDULE 4 – VALUATION OF PERFORMANCE RIGHTS

The Tranche 1 to 3 Performance Rights which are subject to non-market based vesting conditions have been valued based on the share price at the valuation date. The Tranche 1 to 3 Performance Rights have been valued at \$0.2050 (being the share price of the Company on the valuation date of 2 October 2026).

The per security and total value of Tranches 1 to 3 Performance Rights, is as follows.

PERFORMANCE RIGHTS VALUATION			
Class	Number of securities	Value per security	Total value
Tranche 1	850,000	\$0.2050	\$174,250
Tranche 2	850,000	\$0.2050	\$174,250
Tranche 3	850,000	\$0.2050	\$174,250

The Tranche 4 Performance Rights which are subject to market based vesting conditions have been valued using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model (the combination of the two models to be referred to as the 'Parisian Barrier1 Model').

The key inputs for the Parisian Barrier1 Model for the Performance Rights are as follows.

- (a) **Spot price** - \$0.2050 as at the valuation date of 2 October 2026
- (b) **Exercise price** – nil (as provided in the terms of the Performance Rights)
- (c) **Share price targets** - as provided in the terms of the Performance Rights, Tranche 4 - \$0.40 (Company's shares achieving a 30-day VWAP share price of at least \$0.40)
- (d) **Implied barrier price** - calculated from Hoadley's Parisian Model based on the share price target of the Performance Rights and the equivalent of 42 calendar days based on the '30 trading day or 30-day VWAP' requirement
 - (i) Tranche 4 - approximately \$0.6497
- (e) **Days to vesting** – 455 Days (from valuation date to the vesting date of 31 December 2027)
- (f) **Days to expiry** 514 Days (from valuation date to the expiry date of 28 February 2028)
- (g) **Volatility** since the shares of MB Gold were admitted to the official list of ASX on 4 February 2026 with a material number of restricted securities held in escrow for a 24-month period from the date of quotation, the average 1.24-year volatilities of comparable companies listed on the ASX has been considered a suitable proxy for the Company's forecast volatility.
 - (i) Tranche 4 – approximately 116%
- (h) **Interest rate**
 - (i) Tranche 4 – 4.73% per annum (continuously compounded interpolated rate based on the one-year and two-year Australian note yield on 2 October 2026 as provided by Capital IQ)
- (i) **Dividend yield** – nil

The per security and total values of Tranche 4 Performance Rights are as follows:

PERFORMANCE RIGHTS VALUATION			
Class	Number of securities	Value per security	Total value
Tranche 4	850,000	\$0.1265	\$107,525

A summary of the total value of the Performance Rights by each recipient is as follows.

SUMMARY - PERFORMANCE RIGHTS VALUATION				
Recipient	Class	Number of securities	Value per security	Total value
Logan Barber	Tranche 1	400,000	\$0.2050	\$82,000
	Tranche 2	400,000	\$0.2050	\$82,000
	Tranche 3	400,000	\$0.2050	\$82,000
	Tranche 4	400,000	\$0.1265	\$50,600
Total		1,600,000		\$296,600
Dianmin Chen	Tranche 1	250,000	\$0.2050	\$51,250
	Tranche 2	250,000	\$0.2050	\$51,250
	Tranche 3	250,000	\$0.2050	\$51,250
	Tranche 4	250,000	\$0.1265	\$31,625
Total		1,000,000		\$185,375
Michele Muscillo	Tranche 1	200,000	\$0.2050	\$41,000
	Tranche 2	200,000	\$0.2050	\$41,000
	Tranche 3	200,000	\$0.2050	\$41,000
	Tranche 4	200,000	\$0.1265	\$25,300
Total		800,000		\$148,300
TOTAL		3,400,000		\$630,275

SCHEDULE 5 – MATERIAL TERMS OF ROYALTY TERMINATION AGREEMENT

The material terms of the Royalty Termination Agreement are summarised below:

TERM	SUMMARY
Royalty Agreement	MB Exploration Pty Ltd (ACN 667 866 140) (MBE) (a wholly owned subsidiary of the Company) and First Au Limited (First Au) are parties to a royalty deed dated 8 September 2023 originally between First Au and Octava Minerals Limited, which was assigned and novated to Global Lithium Resources Limited on 24 December 2024 and to MBE on 14 May 2026 (Royalty Agreement), pursuant to which MBE is obliged to pay royalties to First Au in connection with exploration licences E45/3679, E45/3857, E45/4137, E45/5571, E45/5595 and E45/5596 (Tenements).
Termination of Royalty Agreement	The parties agreed to terminate the Royalty Agreement in full, and to release and discharge all matters relating to the Royalty Agreement, in consideration of the Company issuing the Consideration Shares to First Au on the terms and conditions of the Royalty Termination Agreement.
Completion	At Completion, the Company is required to issue the number of Shares (rounded down to the nearest whole number with any residual amount disregarded) calculated by dividing \$50,000 by the 5-day volume weighted average price of the Shares as at the date immediately prior to the Completion Date. Completion of the termination of the Royalty Agreement (Completion) occurred on 21 May 2026 (Completion Date), at which time the Company issued 256,958 Consideration Shares to First Au at a deemed issue price of \$0.194584 per Consideration Share.
Release	On and from Completion, each party unconditionally and irrevocably releases the other parties (and their directors and officers) from all claims, liabilities and costs arising out of the Royalty Agreement, and First Au has no continuing entitlement to any royalty or other amount in respect of production from the Tenements.
Quotation and cleansing	Following Completion, the Company must apply for quotation of the Consideration Shares and give ASX a cleansing notice under section 708A(5) of the Corporations Act in respect of the Consideration Shares (or, if it is unable to do so, lodge a cleansing prospectus within 10 Business Days after the Completion Date). First Au must not deal with the Consideration Shares until the cleansing notice is given or the cleansing prospectus is lodged.
Other terms	The Royalty Termination Agreement otherwise contains terms considered standard for an agreement of this nature, including warranties given by each party, a cap on each party's liability equal to \$50,000, rights for a party to terminate before Completion on the insolvency or material breach of another party, and an obligation on First Au to pay any stamp duty payable in connection with the Royalty Termination Agreement and the issue of the Consideration Shares.



MB Gold Limited | ABN 33 691 038 481

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Sunday, 22 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

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All enquiries to Automic:

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