

23 October 2026

Dear Shareholders

Marquee Resources Limited Shareholders Annual General Meeting

You are invited to attend the annual general meeting of shareholders of Marquee Resources Limited (**Company**) (ASX: MQR) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Wednesday 25 November 2026 at 11.00 am (AWST) (**Meeting**).

In accordance with recent modifications to the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at <https://www.marqueeresources.com.au/asx-announcements> ;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/MQR; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#/loginsah> and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab. As a valued shareholder in the Company, we look forward to your participation in the meeting.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must vote online or attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company or submit your vote online.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at anna@marqueeresources.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely



Anna Mackintosh
Company Secretary
Marquee Resources Limited

Marquee Resources Limited

(ACN 616 200 312)

Notice of Annual General Meeting

Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

Time	11.00am (WST)
Date	Wednesday, 25 November 2026
Place	22 Townshend Road, Subiaco WA 6008

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of Annual General Meeting

Notice is given that the Meeting of Marquee Resources Limited (ACN 616 200 312) (**Company**) will be held at 11.00am (WST) on Wednesday, 25 November 2026 at 22 Townshend Road, Subiaco WA 6008.

The Explanatory Statement, Schedules and Proxy Form form part of this Notice. Terms used in this Notice are defined in Schedule 1.

Agenda

Annual Report

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

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 set out in the Annual 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

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

1. a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
2. a Closely Related Party of such a member.

However, a person described above (**voter**) 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:

1. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
2. the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, and 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 2 – Re-election of Director – Mrs Anna MacKintosh

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 14.5 and clause 7.2 of the Constitution, Mrs Anna MacKintosh, a Director who retires by rotation, and being eligible, is re-elected as a Director."

Resolution 3 – Approval of Additional 10% Placement Capacity

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

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

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.2. Accordingly, a voting exclusion statement is not required for this Resolution under Listing Rule 7.3A.7.

Resolution 4 – Approval of issue of Placement Shares and Options to Director – Mr Charles Thomas

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

"That, for the purposes of Listing Rule 10.11 approval is given for the Company to issue 20,000,000 Shares at an issue price of \$0.005 per Share, together with 10,000,000 attaching Options each exercisable at \$0.02 on or before 29 April 2028, to Mr Charles Thomas (or his nominee) on the terms and conditions set out in the Explanatory Statement (which are the same terms as the last Placement undertaken by the Company)."

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Charles Thomas (and his nominee), and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of any of those persons.

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

1. a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;

2. the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that the beneficiary gives written confirmation to the holder that it is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution, and the holder votes in accordance with directions given by the beneficiary to vote in that way.

Voting entitlements

The Company has determined that, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), Shares will be taken to be held by the persons who are the registered holders at **11.00am (WST) on Monday, 23 November 2026**. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to vote

Shareholders may vote by attending the Meeting in person, or by proxy, attorney or (for a corporate Shareholder) corporate representative. All Resolutions will be decided on a poll.

Voting instructions

1. A proxy need not be a Shareholder of the Company.
2. The Proxy Form accompanying this Notice should be used for the Meeting.
3. A Shareholder entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy may exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. An additional Proxy Form will be supplied on request. No Shareholder may appoint more than 2 proxies.
4. For an individual Shareholder, a Proxy Form must be signed by the individual or their attorney duly authorised in writing. For a corporate Shareholder, a Proxy Form must be executed in accordance with section 127 of the Corporations Act or signed by its duly authorised officer or attorney.
5. A Shareholder may appoint an attorney by power of attorney. The power of attorney, or a certified copy, must be received by the Company in accordance with this Notice.
6. A corporate Shareholder may appoint a representative under section 250D of the Corporations Act. The appointment must be received by the Company in accordance with this Notice or presented when registering at the Meeting.
7. Directed proxies that are not voted on a poll by the appointed proxy will default to the Chair, who must vote them as directed (section 250BC of the Corporations Act).
8. A member of the Key Management Personnel (which includes each Director) may not vote as proxy on Resolution 1 unless the Shareholder directs how to vote or, for the Chair, the Shareholder expressly authorises the Chair to vote.
9. If a Shareholder appoints a member of the Key Management Personnel other than the Chair as proxy, the Shareholder should direct that person how to vote on Resolution 1.
10. If a Shareholder appoints the Chair as proxy (or the Chair becomes proxy by default) and does not direct the Chair how to vote on Resolution 1, then by submitting the Proxy Form the Shareholder expressly authorises the Chair to exercise the proxy on that Resolution

even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

11. The Chair intends to vote all available undirected proxies **in favour of** each of Resolutions 1 to 4. In exceptional circumstances the Chair may change voting intention on any Resolution.

Lodging your Proxy Form

Proxy Forms (and any power of attorney or authority under which they are signed) must be received by the Company's share registry, Automic, **no later than 11.00am (WST) on Monday, 23 November 2026:**

- online at <https://investor.automic.com.au/#!/loginsah> or by scanning the QR code on the Proxy Form;
- by email to meeting@automicgroup.com.au;
- by post to GPO Box 5193, Sydney NSW 2001;
- in person at Level 5, 126 Phillip Street, Sydney NSW 2000; or
- by facsimile to +61 2 8583 3040.

Proxy Forms received after that time will be invalid. [Registry to confirm all lodgement channels remain current.]

Document components

This document includes this Notice, the accompanying Explanatory Statement, the Schedules and the Proxy Form.

Authorisation

By order of the Board.



Anna MacKintosh

Company Secretary

23 October 2026

Explanatory Statement

This Explanatory Statement sets out the information the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions. It forms part of the Notice and should be read in its entirety.

1 General

In accordance with section 110D of the Corporations Act, this Notice is being made available to Shareholders electronically. The Company will not dispatch physical copies, other than to Shareholders who have elected under section 110E to receive notices of meeting in hard copy or who request a hard copy at least 48 hours before the Meeting.

The Notice can be viewed and downloaded:

1. on the Company's website at www.marqueeresources.com.au/announcements;
2. on the Company's ASX announcements platform (ASX: MQR); or
3. through the link sent to Shareholders who have nominated an email address for electronic communications.

The Meeting will be held in person only. No dial-in or virtual facilities will be available.

2 Annual Report

In accordance with section 317 of the Corporations Act, the Annual Report for the financial year ended 30 June 2026 will be laid before the Meeting. There is no requirement for Shareholders to approve the Annual Report, which is available at www.marqueeresources.com.au/announcements.

At the Meeting, Shareholders will have a reasonable opportunity to:

1. ask questions about, or comment on, the management of the Company (section 250S); and
2. ask the auditor or its representative questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company, and the independence of the auditor (section 250T).

Shareholders who cannot attend may submit written questions to the Chair about the management of the Company, or to the auditor on the matters in paragraph 2 above, by sending them to the Company Secretary at the Company's registered office. Questions to the auditor must be received **no later than Wednesday, 18 November 2026** (section 250PA).

3 Resolution 1 – Adoption of Remuneration Report

3.1 General

Section 250R(2) of the Corporations Act requires a listed company to put a resolution to adopt the Remuneration Report to the vote at its annual general meeting. The Remuneration Report, contained in the Directors' Report, sets out the Company's remuneration policy and the arrangements for its Directors and other Key Management Personnel.

Under section 250R(3), the vote is advisory only and does not bind the Directors or the Company. However, the Board will consider the outcome of the vote and Shareholders' comments when reviewing remuneration policy. The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report (section 250SA).

3.2 Voting consequences

If 25% or more of the votes cast are against the Remuneration Report at two consecutive annual general meetings, Shareholders must vote at the second meeting on a resolution (**Spill Resolution**) on whether another meeting (**Spill Meeting**) should be held within 90 days. At the Spill Meeting, all Directors who were in office when the Directors' Report was approved (other than a managing director exempt from re-election) would cease to hold office unless re-elected.

3.3 Previous voting results

At the Company's 2025 annual general meeting, less than 25% of votes cast were against the Remuneration Report. Accordingly, no Spill Resolution is required at this Meeting. If 25% or more of votes are cast against Resolution 1 at this Meeting, Shareholders should be aware that a Spill Resolution will be required at the 2027 annual general meeting if the same occurs then.

4 Resolution 2 – Re-election of Mrs Anna MacKintosh

4.1 General

Listing Rule 14.5 requires an election of directors at each annual general meeting. Listing Rule 14.4 and clause 7.2(a) of the Constitution provide that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or last election, or for more than 3 years, whichever is longer.

Mrs MacKintosh was last elected at the annual general meeting held on 26 November 2025. No Director is required to retire under Listing Rule 14.4 at this Meeting. To satisfy Listing Rule 14.5, the Board has resolved that Mrs MacKintosh retires by rotation under clause 7.2(b)(iv) of the Constitution and, being eligible, seeks re-election.

Mr Charles Thomas, as Managing Director, is exempt from retirement by rotation under clause 9.1(d) of the Constitution, as Listing Rule 14.4 permits for one managing director.

4.2 Mrs Anna MacKintosh

Mrs MacKintosh was appointed a Director on 18 November 2024 to fill a casual vacancy and was elected by Shareholders at the annual general meeting held on 26 November 2025. She is also the Company Secretary.

Details of Mrs MacKintosh's background and experience are set out in the Annual Report.

As at the date of this Notice, Mrs MacKintosh has a relevant interest in 1,946,267 Shares and 337,189 Options, and holds 10,000,000 Performance Rights issued under the Plan following Shareholder approval at the 2025 annual general meeting.

The Board does not consider Mrs MacKintosh to be an independent Director, because she is engaged by the Company as Company Secretary and receives fees for that role in addition to her Director's fees.

Mrs MacKintosh has confirmed that she will have sufficient time to fulfil her responsibilities as a Director.

4.3 Board recommendation

The Board (other than Mrs MacKintosh, who has an interest in the outcome) recommends that Shareholders vote in favour of Resolution. The Chair intends to vote undirected proxies in favour of Resolution 2.

If Resolution 2 is passed, Mrs MacKintosh will be re-elected as a Director. If it is not passed, she will cease to be a Director at the end of the Meeting but may continue as Company Secretary.

5 Resolution 3 – Approval of Additional 10% Placement Capacity

5.1 General

Listing Rule 7.1A allows an eligible entity to seek Shareholder approval by special resolution at its annual general meeting to issue Equity Securities up to 10% of its issued capital, calculated under Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**). This is in addition to the 15% annual placement capacity under Listing Rule 7.1.

An eligible entity is one that, at the date of the resolution, is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity: as at 21 October 2026, it had a market capitalisation of approximately \$3,407,389 (based on 1,135,796,641 Shares at a closing price of \$0.003).

As at the date of this Notice, the Company has not decided to issue any Equity Securities under the Additional 10% Placement Capacity.

If Resolution 3 is passed, the Company may issue Equity Securities up to a combined 25% under Listing Rules 7.1 and 7.1A without further Shareholder approval. If it is not passed, the Company will be limited to the 15% capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and requires at least 75% of the votes cast by Shareholders entitled to vote on it.

The Board recommends that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.

5.2 Information required by Listing Rule 7.3A

(a) Period of approval (Listing Rule 7.3A.1)

Approval is valid from the date of the Meeting until the earliest of:

1. 25 November 2027 (12 months after the Meeting);
2. the time and date of the Company's next annual general meeting; and
3. the time and date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2,

(Additional 10% Placement Period).

(b) Minimum issue price (Listing Rule 7.3A.2)

Equity Securities must be issued for cash consideration at a price of at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

1. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient; or
2. if the Equity Securities are not issued within 10 Trading Days of that date, the date on which they are issued.

Any Equity Securities issued must be in an existing quoted class. As at the date of this Notice, the Company has one quoted class: Shares (ASX: MQR).

(c) Purposes of issue (Listing Rule 7.3A.3)

The Company may use funds raised under the Additional 10% Placement Capacity for:

1. continued exploration and development of the Company's current projects, including Mt Clement, Redlings, West Spargoville and Yindi in Western Australia, Clayton Valley and Kibby Basin in Nevada, USA, Lone Star in Washington State, USA, and Sa Pedra Bianca in Sardinia, Italy;
2. the acquisition of new assets or investments, including associated costs; and
3. general working capital.

(d) Risk of economic and voting dilution (Listing Rule 7.3A.4)

An issue under the Additional 10% Placement Capacity carries a risk of economic and voting dilution for existing Shareholders. The market price of Shares may be significantly lower on the issue date than at the Meeting, and Shares may be issued at a discount to market, which may affect the amount raised.

The table below shows potential dilution using Variable 'A' (the number of Shares on issue at the date of this Notice), Variable 'A' increased by 50% and 100%, and the closing price on [date] decreased by 50% and increased by 50%.

Variable (Shares issue)	'A' on	Dilution	\$0.0015 (50% decrease)	\$0.003 (current)	\$0.0045 (50% increase)
1,135,796,641 (current)		Shares issued (10%)	113,579,664	113,579,664	113,579,664
		Funds raised	\$170,369	\$340,739	\$511,108
1,703,694,961 (50% increase)		Shares issued (10%)	170,369,496	170,369,496	170,369,496
		Funds raised	\$255,554	\$511,108	\$766,663

Variable (Shares issue)	'A' on	Dilution	\$0.0015 (50% decrease)	\$0.003 (current)	\$0.0045 (50% increase)
2,271,593,282 (100% increase)		Shares issued (10%)	227,159,328	227,159,328	227,159,328
		Funds raised	\$340,739	\$681,478	\$1,022,217

The table assumes that:

1. there are currently 1,135,796,641 Shares on issue;
2. the current issue price is the closing price of Shares on ASX on 21 October 2026;
3. the Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity;
4. no Options are exercised and no Performance Rights are converted into Shares before the issue date;
5. the issue consists only of Shares for cash consideration;
6. it does not show dilution from issues under Listing Rule 7.1 or any particular Shareholder's dilution, which depends on their holding; and
7. the 10% voting dilution is calculated against issued capital at the time of issue.

Variable 'A' may increase through issues that do not require Shareholder approval (such as a pro rata entitlement offer) or issues approved at a later general meeting.

(e) Allocation policy (Listing Rule 7.3A.5)

Recipients will be determined case by case at the time of issue. The Company has not decided whether it will engage existing Shareholders, new investors or both. In deciding, the Company will consider:

1. the methods of raising funds available, including a pro rata issue or other issue in which existing Shareholders can participate;
2. the effect of the issue on control of the Company;
3. the Company's financial situation and solvency;
4. prevailing market conditions; and
5. advice from corporate, financial and broking advisers (if applicable).

Recipients will not include related parties or their associates (or other persons in Listing Rule 10.11).

(f) Previous approval and issues (Listing Rule 7.3A.6)

The Company obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 26 November 2025.

In the 12 months preceding the date of the Meeting, the Company issued 81,771,720 Equity Securities under Listing Rule 7.1A.2, Details are set out in Schedule 2.

6 Resolution 4 – Approval of issue of Placement Shares and Options to Mr Charles Thomas

6.1 Background

On 23 June 2026, the Company announced a two-tranche Placement of Shares at \$0.005 per Share to sophisticated and professional investors, with one attaching Option for every two Shares subscribed for, each exercisable at \$0.02 on or before 29 April 2028 (**Placement**). Tranche 1, comprising 204,429,300 Shares, was issued on 25 June 2026. Tranche 2, comprising 100,000,000 Shares, was issued on 21 August 2026 following Shareholder approval at the general meeting held on 14 August 2026. In total, the Placement raised \$1,522,147 (before costs) from the issue of 304,429,300 Shares.

The Company's Executive Chairman and Managing Director, Mr Charles Thomas, has agreed, subject to Shareholder approval, to subscribe for 20,000,000 Shares (**Director Shares**) on the same terms as the other Placement participants, with 10,000,000 attaching Options (**Director Options**). His participation will raise \$100,000 (before costs). Mr Thomas gave his commitment on 18 August 2026, after the general meeting held on 14 August 2026, so his participation was not considered at that meeting.

Resolution 4 seeks Shareholder approval under Listing Rule 10.11 for the issue of the Director Shares and Director Options to Mr Thomas (or his nominee).

Resolution 4 is an ordinary resolution.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

1. a related party (Listing Rule 10.11.1);
2. a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
3. a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company under a relevant agreement (Listing Rule 10.11.3);
4. an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
5. a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5), unless it obtains the approval of its shareholders.

Mr Thomas is a related party of the Company under Listing Rule 10.11.1 because he is a Director. The issue does not fall within any of the exceptions in Listing Rule 10.12, so it requires Shareholder approval under Listing Rule 10.11.

Because approval is sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1 (Listing Rule 7.2, exception 14). The issue of the Director Shares and Director Options will therefore not use any of the Company's 15% placement capacity under Listing Rule 7.1.

6.3 Effect of Resolution 4 (Listing Rule 14.1A)

If Resolution 4 is passed, the Company will be able to issue the Director Shares and Director Options to Mr Thomas (or his nominee) and will receive \$100,000 (before costs).

If Resolution 4 is not passed, the Company will not issue the Director Shares and Director Options to Mr Thomas and will not receive his \$100,000 subscription.

6.4 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, it must obtain Shareholder approval under sections Chapter 2E of the Corporations Act, unless an exception in sections 210 to 216 applies.

The issue of the Director Shares and Director Options is a financial benefit to Mr Thomas, a related party. The Board (other than Mr Thomas, who has a material personal interest) considers that the arm's length exception in section 210 applies, because Mr Thomas will participate on the same terms as the unrelated sophisticated and professional investors in the Placement. The Company is therefore not seeking approval under Chapter 2E of the Corporations Act.

6.5 Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided:

1. **Name:** the Director Shares and Director Options will be issued to Mr Charles Thomas (or his nominee).
2. **Category:** Mr Thomas falls within Listing Rule 10.11.1 as a Director. Any nominee would fall within Listing Rule 10.11.4 as his associate.
3. **Number and class:** 20,000,000 Shares and 10,000,000 Options.
4. **Terms:** the Director Shares will be fully paid ordinary shares ranking equally with existing Shares. The Director Options will be unquoted Options in the same class as the Company's existing Options exercisable at \$0.02 on or before 29 April 2028, on the terms in Schedule 3.
5. **Date of issue:** no later than 1 month after the Meeting (or a later date permitted by an ASX waiver or modification of the Listing Rules). The Director Shares and Director Options will be issued on the same date.
6. **Issue price:** \$0.005 per Director Share, the same price paid by other Placement participants. The Director Options are attaching and issued for nil cash consideration. If all Director Options are exercised, the Company would receive a further \$200,000.
7. **Purpose and use of funds:** the \$100,000 raised will be applied with the other Placement funds towards general working capital.
8. **Remuneration:** the issue is not intended to remunerate or incentivise Mr Thomas. He is participating as an investor on the same terms as other Placement participants, so details of his remuneration package are not required under Listing Rule 10.13.8. His remuneration is set out in the Remuneration Report.
9. **Agreement:** Mr Thomas's commitment is dated 18 August 2026. Under it he has agreed to subscribe for the Director Shares at \$0.005 each, with the Director Options, conditional on Shareholder approval.
10. **Voting exclusion:** a voting exclusion statement is included in the Notice.

6.7 Board recommendation

The Board (other than Mr Thomas, who has a material personal interest in the outcome) recommends that Shareholders vote in favour of Resolution 4, because his participation shows his commitment to the Company and provides additional funding to the Company on the same terms as funding provided unrelated investors.

The Chair intends to vote undirected proxies in favour of Resolution 4.

Schedule 1 – Definitions

A\$ or dollars means Australian dollars.

Additional 10% Placement Capacity has the meaning given in Section 5.1.

Additional 10% Placement Period has the meaning given in Section 5.2(a).

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report for the financial year ended 30 June 2026.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day has the meaning given in the Listing Rules.

Chair means the person chairing the Meeting.

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

Company means Marquee Resources Limited (ACN 616 200 312).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Options has the meaning given in Section 6.1.

Director Shares has the meaning given in Section 6.1.

Directors' Report means the directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement forming part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel has the meaning given in the accounting standards issued by the Australian Accounting Standards Board, and includes each Director (executive or otherwise).

Listing Rules means the listing rules of ASX.

Meeting means the annual general meeting convened by the Notice.

Notice means this notice of annual general meeting, including the Explanatory Statement, Schedules and Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 6.1.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report contained in the Directors' Report.

Resolution means a resolution in the Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Spill Meeting and **Spill Resolution** have the meanings given in Section 3.2.

Trading Day has the meaning given in the Listing Rules.

VWAP means volume weighted average market price.

WST means Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – Equity Securities issued under Listing Rule 7.1A.2 in the previous 12 months

In accordance with Listing Rule 7.3A.6, the Company has issued 81,771,720 Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the Meeting, representing 10% of the Equity Securities on issue at the start of that period.

Date of issue	Number and class	Recipients / how identified	Issue price and discount to Market Price	Total cash, amount spent and use of funds	Intended use of remaining funds
25 June 2026	81,771,720 fully paid ordinary Shares (part of the Tranche 1 Placement; issue ratified by Shareholders on 14 August 2026)	Sophisticated and professional investors, none of them related parties, identified through a book build process	A\$0.005 per Share, a 0% discount to the Market Price of A\$0.005	A\$408,859 raised (before costs) spent on Drilling Yindi Gold project, West Spargoville field work and general working capital.	N/A

Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises) on the last Trading Day before the issue date.

Schedule 3 – Terms and conditions of Director Options

The Director Options are on the same terms as the Options issued to participants in the Placement.

1. **Entitlement:** each Director Option entitles the holder to subscribe for one Share on exercise.
2. **Issue price:** the Director Options are issued for nil cash consideration, as free attaching options to the Director Shares.
3. **Exercise price:** \$0.02 per Director Option (**Exercise Price**).
4. **Expiry date:** each Director Option expires at 5.00pm (WST) on 29 April 2028 (**Expiry Date**). A Director Option not exercised before the Expiry Date lapses automatically.
5. **Exercise period:** the Director Options may be exercised at any time before the Expiry Date.
6. **Notice of exercise:** a Director Option is exercised by written notice to the Company in the form specified on the holding statement (**Notice of Exercise**), with payment of the Exercise Price for each Director Option exercised, by electronic funds transfer or other means acceptable to the Company.
7. **Exercise date:** a Notice of Exercise takes effect on the later of the date it is received and the date the Exercise Price is received in cleared funds (**Exercise Date**).
8. **Issue of Shares on exercise:** within 5 Business Days after the Exercise Date, the Company will issue the Shares, apply for their quotation on ASX, and, if required, give ASX a notice under section 708A(5)(e) of the Corporations Act or lodge a prospectus so that the Shares may be freely traded.
9. **Ranking:** Shares issued on exercise rank equally with the Company's existing Shares.
10. **Reconstruction of capital:** if the issued capital of the Company is reconstructed, the rights of the holder will be changed as required by the Listing Rules at the time of the reconstruction.
11. **New issues:** the Director Options carry no right to participate in new issues of capital to Shareholders without first being exercised.
12. **Change in exercise price:** a Director Option does not confer any right to a change in Exercise Price or in the number of underlying Shares, except as provided in paragraph 10.
13. **Transferability:** the Director Options are transferable, subject to any restriction or escrow imposed by ASX or applicable law.
14. **Quotation:** the Director Options will not be quoted. They will form part of the Company's existing class of unquoted Options exercisable at \$0.02 on or before 29 April 2028.

Proxy Form



Marquee Resources Limited | ABN 94 616 200 312

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 **11:00am (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.



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:

+61 2 8583 3040

All enquiries to Automic:

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