



NOTICE OF ANNUAL GENERAL MEETING

– and –

EXPLANATORY MEMORANDUM

– and –

PROXY FORM

DATE & TIME OF MEETING: Thursday 26 November 2026 at 12:00 pm

VENUE: Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Avenue
Sydney, NSW 2000

These documents should be read in their entirety.

**If shareholders are in any doubt as to how they should vote,
they should seek advice from their professional advisors.**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Avenue, Sydney, NSW, 2000 on Thursday 26 November 2026 at 12:00 pm Australian Eastern Daylight Time (AEDT).

AGENDA

ORDINARY BUSINESS

1. Financial Reports for the Year Ended 30 June 2026

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

*Note: Please refer to the Explanatory Memorandum for further information. Further, there is no requirement for shareholders to approve the Annual Report.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

2. Resolution 1 Adoption of the Remuneration Report

'That the Remuneration Report for the year ended 30 June 2026 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth).'*

*Note: This resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote and feedback from shareholders at the meeting when considering the Company's remuneration policies.

Additionally, this resolution may be withdrawn (or the AGM may be adjourned and reconvened at a later date) where the Remuneration Report is not made available to shareholders by the date of the AGM. Please refer to the Explanatory Memorandum for further information.

3. Resolution 2 Re-election of a Director

'That John Vincent McCarthy having retired in accordance with the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.'

4. Resolution 3 Re-election of a Director

'That Peter Allan Hinner, who was appointed during the year, retires in accordance with the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.'

5. Resolution 4 Ratification of 10,000 Shares - Listing Rule 7.4

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 10,000 fully paid ordinary shares issued under Listing Rule 7.1 on 15 October 2025, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

6. Resolution 5 Ratification of 806,452 Shares - Listing Rule 7.4

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 806,452 fully paid ordinary shares issued under Listing Rule 7.1 on 6 March 2026, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

7. Resolution 6 Approval to issue Shares to Blue Ridge Interactive Limited

'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue and allotment of 10,955,555 shares at a deemed issue price of \$0.045 (4.5 cents) per share to Blue Ridge Interactive where Tadao Tsubata has a personal interest, a director of the Company, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

8. Resolution 7 Ratification of 80,000 Convertible Notes - Listing Rule 7.4

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 80,000 Convertible Notes issued as on 1 June 2026, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

9. **Resolution 8 Ratification of 200,000 Convertible Notes - Listing Rule 7.4**
'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 200,000 Convertible Notes issued as on 3 August 2026, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'
10. **Resolution 9 Ratification of 30,000 Convertible Notes - Listing Rule 7.4**
'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 30,000 Convertible Notes issued as on 6 October 2026, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'
11. **Resolution 10 Approval to issue 500,000 shares to Peter Hinner - Listing Rule 10.11**
'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 ordinary shares at an issue price of \$0.10 per share to Mr Peter Hinner or his nominee, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'
12. **Resolution 11 Approval to issue 5,550,000 unlisted options to Tadao Tsubata - Listing Rule 10.11**
'That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,550,000 unlisted options to Tadao Tsubata or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'
13. **Resolution 12 Approval to issue 5,550,000 unlisted options - Listing Rule 7.1**
"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,550,000 Options to Makato Agawa on the terms and conditions set out in the Explanatory Statement."
14. **Resolution 13 Additional capacity to issue securities**
'That the additional capacity to issue equity securities up to 10% of the issued capital of the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved for the purposes of ASX Listing Rule 7.1A.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By Order of the Board
Marcelo Mora
Company Secretary
26 October 2026

**EXPLANATORY MEMORANDUM
TO THE NOTICE OF ANNUAL GENERAL MEETING**

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Avenue, Sydney, NSW, 2000 on Thursday 26 November 2026 at 12:00 pm Australian Eastern Daylight Time (AEDT).

Financial Report

It is the intention of the Directors that the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2026 (Annual Report) will be laid before the AGM.

The Annual Report has not yet been finalised or released as at the date of this Notice of Meeting. Accordingly, the Annual Report is not currently available for shareholder consideration along with this Notice of Meeting. The Annual Report will be accessible online at [www.https://domegoldmines.com.au/](https://domegoldmines.com.au/) if it is released by the date of the AGM. If for any reason the Annual Report is not made available to shareholders before the date of the AGM, the Annual Report will not be considered and the adoption of the Annual Report will either be withdrawn or the AGM will be adjourned and re-convened at a later date. In the event this occurs, it is the intention of the Directors that, once the Annual Report is finalised and released, the AGM will be reconvened or a further shareholders' meeting will be called so that the Annual Report can be tabled and considered by the shareholders.

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

If the Auditor's Report has been prepared and released by the date of the AGM, the Chair of the meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

Resolution 1 Adoption of Remuneration Report

In accordance with section 250R of the Corporations Act, the Company must put the Remuneration Report to the vote of shareholders. The Remuneration Report, which forms part of the Directors' Report in the Company's Annual Report, sets out the remuneration policy adopted by the Board of Directors and discloses the Company's remuneration arrangements in place for its Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 1 will be withdrawn (or the AGM will be adjourned after the remaining resolutions have been put to the vote and re-convened at a later date) if the Annual Report is not finalised and made available to shareholders before the date of the AGM, as shareholders will not have been provided the opportunity to consider the Remuneration Report contained therein.

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' Report must stand for re-election ("Spill Resolution").

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("Spill Meeting") within 90 days of the second annual general meeting.

The Company's Remuneration Report did not receive a 'no' vote of 25% or more at the 2025 Annual General Meeting held on 21 November 2025 and Annual General Meeting on 29 November 2024. Accordingly, the Spill Resolution is not relevant for this AGM.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following persons:

Key Management Personnel and Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- Cast by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; or
- Cast by the chair of the Meeting as proxy or attorney appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; or
- Cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
- The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The Directors are not making a recommendation for this Resolution 1.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

Resolution 2 Re-election of Mr John Vincent McCarthy

In accordance with the Company's Constitution, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Mr John McCarthy retires by rotation and, being eligible, offers himself for re-election.

Mr John V. McCarthy is a Geologist, with extensive knowledge and experience in the resources sector, built up over a career spanning 52 years in mineral exploration. He has worked in Canada, Southern Africa, Indonesia, Vietnam, Fiji and Australia and has previously held senior executive positions in junior exploration companies, both listed and unlisted.

Mr McCarthy worked for Dome initially as a consultant and later as CEO for eight years until May 2019, when he retired to pursue personal interests. During his earlier time with Dome, he took an active role in the listing of the Company on the ASX and its subsequent growth, including Dome's acquisition of Magma Mines Ltd, holder of the Sigatoka Iron Sands Project in Fiji (SPL1495).

Mr John V. McCarthy was appointed as an independent, non-executive Director of the Company on 13 January 2021, and assumed the role of non-executive Chairman from 1 February 2021.

The Directors recommend that you vote IN FAVOUR of advisory Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3 Re-election of Mr Peter Hinner

In accordance with the Company's Constitution, and Listing Rule 14.4, any Director so appointed during the year holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Peter Hinner is a mining and mineral processing professional with 45 years mining experience across a range of mineral commodities but predominantly in the mineral sands and iron sands sector both within Australia and Internationally.

Peter graduated with a Bachelor of Applied Science in Chemistry and progressively moved through various metallurgical and then mining roles to the point where he has first hand experience in every facet of sands from exploration, geology, mining, processing, plant design, product transport and mine rehabilitation. He now focuses on resource and project development review work from inception to execution. Recent roles have been predominantly as a contract project development consultant on a variety of projects in South America, Philippines, West Africa, Nth Korea, Indonesia, Malaysia, Papua New Guinea and Western Australia.

Previous positions have included senior mine management and operational roles in several of the world's largest sands mining operations as well as Project Management, Feasibility Study Manager, General Manager and more recently Chief Executive Officer and board director of an ASX listed company.

Many years within the sands industry have resulted in strong networks and professional relationships within the major mineral sands engineering-construction groups and testing laboratories and include having worked with and used industry leading groups such as Mineral Technologies and Royal IHC Mining for several years.

Resolution 4 Ratification of Prior Issue of Shares

On 15 October 2025, the Company issued 10,000 ordinary shares at an issue price of \$0.15 per share to Mr Koutarou Hamashima utilising the Company capacity under Listing Rule 7.1. The purpose of the capital raising was for working purposes.

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 months period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of these shares under Listing Rule 7.1 does not fit within any of these exceptions and, as it has not yet been approved by the Company's 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 months following the date the Company issued the Shares.

Listing Rule 7.4 allows the shareholders of a 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.

To this end, Resolution 4 seeks Shareholder approval to ratify the issue under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of these shares 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 months following the date the Company issued the shares.

If Resolution 4 is not passed, the issue of these shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issued date.

The Company confirms that the issue of the Shares did not breach Listing Rule 7.1.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

Name of allottees:	Mr Koutarou Hamashima (who is not related party under Listing Rule 10.1 or 10.11 and is not a material investor as defined in section 7.4 of Guidance Note 21).
Number of securities allotted:	10,000 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 15 October 2025.
Issue price:	\$0.10 per share
Intended use of funds:	For working capital purposes. The shares were not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 4 by or on behalf of

- Mr Koutarou Hamashima 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 a Resolution by:

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

The Directors recommend that you vote IN FAVOUR of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.

Resolution 5 Ratification of Prior Issue of Shares

On 6 March 2026, the Company issued 806,452 ordinary shares at a deemed issue price of \$0.062 per share to Mr Derek Y Xu utilising the Company capacity under Listing Rule 7.1. The purpose of the issue was to settle the payment of an outstanding invoice for the use of server storage.

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 months period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of these shares under Listing Rule 7.1 does not fit within any of these exceptions and, as it has not yet been approved by the Company's 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 months following the date the Company issued the Shares.

Listing Rule 7.4 allows the shareholders of a 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.

To this end, Resolution 5 seeks Shareholder approval to ratify the issue under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of these shares 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 months following the date the Company issued the shares.

If Resolution 5 is not passed, the issue of these shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issued date.

The Company confirms that the issue of the Shares did not breach Listing Rule 7.1.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

Name of allottees:	Mr Derek Y Xu (who is not related party under Listing Rule 10.1 or 10.11 and is not a material investor as defined in section 7.4 of Guidance Note 21).
Number of securities allotted:	806,452 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 6 March 2026.
Issue price:	\$0.062 per share
Intended use of funds:	To settle an invoice for the use of server storage. The shares were not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of

- Mr Derek Y Xu 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 a Resolution by:

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

The Directors recommend that you vote IN FAVOUR of Resolution 5.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 5.

Resolution 6 Approval to issue shares to Blue Ridge Interactive Limited

Blue Ridge Interactive Limited where Tadao Tsubata has a personal interest as a director had agreed with the Company to convert the existing loan provided to the Company to Shares at a deemed price of \$0.045 (4.5 cents) per Share. The conversion of the loan is subject to shareholder approval. The full loan provided by Blue Ridge Interactive Limited an associated interests of Tadao Tsubata to the Company (being \$493,000) will convert to Shares at the deemed price of \$0.045 (4.5 cents) (10,955,555 Shares)

The Company seeks shareholder approval pursuant to ASX Listing Rule 10.11 for the issue and allotment to Blue Ridge Interactive Limited 10,955,555 Shares on conversion of the existing loan provided to the Company whereby Tadao Tsubata is a Director.

Dilution and impact on control of Resolution 6

As at the date of the Notice, Tadao Tsubata in combination with his associates (including Blue Ridge Interactive Limited) holds a relevant interest in an aggregate of 44,208,438 Shares (10.52% of the Shares on issue). If Shareholders approve Resolution 6 and the Company issues the 10,955,555 Shares the subject of Resolution 6 to Blue Ridge Interactive Limited, the relevant interest of Tadao Tsubata and his associates in the Shares of the Company would increase to a maximum of 55,163,994 (12.80%).

Assuming no other Shares are issued except as provided for in Resolution 6, the issue of the Shares the subject of Resolution 6 would result in dilution of 2.61% to the overall issued Shares of the Company.

Examples of the potential dilutive effect of the issue of the Shares the subject of Resolution 6 on Shareholders are set out in the table below:

Example Shareholder	Number of Shares	Current %	% post issue
A	1,000,000	0.24%	0.23%
B	2,000,000	0.48%	0.46%
C	5,000,000	1.19%	1.16%
D	10,000,000	2.38%	2.32%
E	20,000,000	4.76%	4.64%

Notes to table:

- All percentages are subject to rounding.
- Assumes no further Shares are issued other than as contemplated by Resolution 6.

If Shareholders approve Resolution 6 and the Shares are issued to Blue Ridge Interactive Limited, the relevant interest of Tadao Tsubata and associates will increase to a maximum of 12.80% as described above. The Non-Conflicted Directors do not consider the increase in the relevant interest of Tadao Tsubata to be material to the control of the Company on the basis that:

- The increase to the relevant interest of Tadao Tsubata and his associates as a result of the issue of Shares the subject of Resolution 6 is less than 2.5%, which is less than the maximum percentage by which a holder of a relevant interest in at least 19% of the Shares may increase their relevant interest in a six month period in compliance with item 9 of section 611 of the Corporations Act (being 3%) without Shareholder approval (refer below); and
- The increase does not result in an increase in the ability of Tadao Tsubata and his associates to determine the resolutions of the Shareholders and the issue of Shares does not provide, and is not contingent upon, any other additional rights being granted to Tadao Tsubata and/or his associates.

Timing of issue – Corporations Act

Item 9 of section 611 of the Corporations Act provides that an acquisition of a relevant interest in Shares is exempt from section 606 of the Corporations Act if:

- Throughout the 6 months before the acquisition that person, or any other person, has had voting power in the company of at least 19%; and
- As a result of the acquisition, none of the persons referred to in paragraph (a) would have voting power in the company more than 1 percentage points higher than they had 6 months before the acquisition.

Tadao Tsubata and his associates have a current relevant interest in 10.52% of the Shares as described above. The issue of the Shares the subject of Resolution 6 to Blue Ridge Interactive Limited will increase the relevant interest of Tadao Tsubata and his associates to a maximum of 12.80%, being an increase of less than 2.5% in compliance with item 9 of section 611 of the Corporations Act.

The relevant interest of Tadao Tsubata and his associates last increased on 19 August 2024 from 13.51% to 13.59% as a result of an associated entity of Tadao Tsubata with the conversion of options in the Company.

ASX Listing Rule 10.13.5 provides that an issue of securities under a resolution approved for the purposes of Listing Rule 10.11 must occur no more than 1 month after the date of the meeting. It is intended that the issue of the Shares the subject of Resolution 6 Blue Ridge Interactive Limited would occur on or after 26 November 2026 and no more than 1 month after the date of the Meeting.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) 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;
- (c) 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 pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Tadao Tsubata is a Director and accordingly falls within Listing Rule 10.11.1 (or Listing Rule 10.11.4 if he elects for the Shares to be granted to a nominee) and the Company is therefore seeking the approval of the Shareholders for the issue of 10,955,555 Shares to Blue Ridge Limited under Listing Rule 10.11.

To this end, Resolution 6 seeks Shareholder approval to grant the Shares for the purposes of Listing Rule 10.11. If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue and allotment of the 10,955,555 Shares which will consequently convert \$493,000 of the loan provided by Blue Ridge Interactive Limited to the Company. If Resolution 6 is not passed, the Company will not proceed with the proposed issue of Shares and the \$493,000 provided by associated interests of Tadao Tsubata will remain owed by the Company in accordance with its terms and repayable in cash.

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

Information	Details
Name of the person	Th allottee is Blue Ridge Interactive Limited, where Mr Tadao Tsubata has a personal interest
Applicable Category of Listing Rule 10.11	If the shares are issue to Blue Ridge Interactive limited, Listing Rule 10.11.4 applies. If the share were to be issued to Tadao Tsubata personally, Listing Rule 10.11.1 applies
Number and class of securities will be issued	The maximum number of fully paid ordinary shares is 10,955,555.
The date or dates by which the securities will b issued	On or after 26 November 2026 and no more than 1 month after the date of the meeting.
Price at which securities will be issued	The shares proposed to be issued pursuant to this resolution at a deemed price of \$0.045 (4.5 cents) per share.
Purpose of the issue	The purpose of the issue of Shares pursuant to this Resolution is to convert the \$493,000 loan provided by interests associated with Tadao Tsubata (Blue Ridge Interactive Limited) to the Company by way of an issue of the Shares.
Voting exclusion statement	A voting exclusion statement is set out that applies to this Resolution is set out0 below.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is provided within 15 months after such approval.

The proposed issue of the Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there are reasonable grounds to believe will become a "related party" of a public company.

Mr Tadao Tsubata did not participate in the Company decision making process for the proposed issue of Shares to Blue Ridge Interactive Limited where he has a personal interest pursuant to Resolution 6, which was considered by the Non-Conflicted Directors.

The Non-Conflicted Directors carefully considered the proposed issue of the Shares to Blue Ridge Interactive Limited and in particular whether the issue would be reasonable in the circumstances if the Company and the associated interests of Tadao Tsubata were dealing on arm's length terms. The Non-Conflicted Directors have formed the view that the proposed issue of the Shares to Blue Ridge Interactive is on arm's length terms and accordingly that the "arm's length terms" exception in section 210 of the Corporations Act applies. In reaching this view, the Non-Conflicted Directors have had regard to the conversion price and the flexibility for the Company to repay the loan in Shares rather than in cash, which preserves cash reserves to be used to for working capital requirements, funding growth opportunities and operational expenditure.

Noting the above, the Non-Conflicted Directors have formed the view that the proposed issue of Shares to Blue Ridge Interactive Limited is within the exception in Section 210 of the Corporations Act and does not require shareholder approval for the purposes of Chapter 2E of the Corporations Act.

The Non-Conflicting Directors recommend that you vote IN FAVOUR of Resolution 6.

Tadao Tasubata, who has a material personal interest in this Resolution, abstains from making a recommendation on this Resolution.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 6.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 6:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6 in accordance with direction given to the proxy or attorney to vote on Resolution 6 in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 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 Resolution 6; and
 - (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 Ratification of Prior Issue Convertible Notes

Resolution 7 seeks Shareholder approval for the prior issue of 80,000 Convertible Notes as announced to ASX on 1 June 2026 pursuant to the Convertible Note Facility, issued utilising the Company's 15% capacity under ASX Listing Rule 7.1, on such terms and conditions more particularly described below.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its shareholders over any 12 months period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The issue of the Convertible Notes does not fall within any of the exceptions set out in Listing Rule 7.2 as it has not yet been approved by the Company's 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 the Company issued the Shares.

ASX Listing Rule 7.4 allows the Company's security holders to approve an issue of equity securities after it has been made or agreed to be made (provided that the previous issue did not breach ASX Listing Rule 7.1). If approval is granted under ASX Listing Rule 7.4, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without security holder approval under ASX Listing Rule 7.1 (thereby replenishing the Company's 15% capacity, enabling the Company to issue further securities over the next 12 months up to that limit).

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.

To this end, Resolution 7 seeks Shareholder approval to ratify the issue under and for the purposes of Listing Rule 7.4.

The effect of the Company issuing the Convertible Notes using its 15% capacity under ASX Listing Rule 7.1 (including where ratified under ASX Listing Rule 7.4) is that any issue of Shares on conversion of the Convertible Notes falls within ASX Listing Rule 7.2 Exception 9, the effect of which is that such issue of Shares on conversion of the Convertible Notes will not require subsequent shareholder approval, nor will it reduce the Company's 15% capacity under ASX Listing Rule 7.1.

If Resolution 7 is approved by Shareholders, the issue of the Convertible Notes (including the issue of Shares on conversion of any Convertible Notes) will no longer utilise a portion of the Company's 15% capacity limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without requiring prior Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not approved by Shareholders, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Resolution 7 is an ordinary resolution seeking Shareholder approval of the issue under and for the purposes of Listing 7.4.

Details as required by ASX Listing Rule 7.5:

Number of Convertible Notes issued:	80,000 Convertible Notes.
Date of Issue of Convertible Notes	The Convertible Notes were issued on 1 June 2026
Issue price and consideration:	Convertible Notes were issued in return for payment by Pendel Management Research Institute Co Ltd., and Mr Yoshimi Yamamoto to the Company of the face value of A\$1.00 per convertible Notes, the aggregate value of which was A\$80,000.
Recipients of the Convertible Notes	Pendel Management Research Institute Co Ltd., and Mr Yoshimi Yamamoto in their respective proportions
Conversion price	A\$0.10 per share
Maturity date	1 June 2029
Summary of the material terms of the Convertible Notes	See Annexure B
Purpose of the issue and Intended use of funds:	Funds raised will be used in the operations of the Company for the following purposes: • Completion of the Sigatoka Feasibility Study • Finalisation and submission of an application for the Sigatoka Mining Lease • Obtain quotes and complete airborne geophysical program of copper gold and silver targets on SPL1452 • General working Capital.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 7 by or on behalf:

- Pendel Management Research Institute Co Ltd., and Mr Yoshimi Yamamoto 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 a Resolution by:

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

The Directors recommend that you vote IN FAVOUR of Resolution 7.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 7.

Resolution 8 Ratification of Prior Issue Convertible Notes

Resolution 8 seeks Shareholder approval for the prior issue of 200,000 Convertible Notes as announced to ASX on 3 August 2026 pursuant to the Convertible Note Facility, issued utilising the Company's 15% capacity under ASX Listing Rule 7.1, on such terms and conditions more particularly described below.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its shareholders over any 12 months period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The issue of the Convertible Notes does not fall within any of the exceptions set out in Listing Rule 7.2 as it has not yet been approved by the Company's 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 the Company issued the Shares.

ASX Listing Rule 7.4 allows the Company's security holders to approve an issue of equity securities after it has been made or agreed to be made (provided that the previous issue did not breach ASX Listing Rule 7.1). If approval is granted under ASX Listing Rule 7.4, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without security holder approval under ASX Listing Rule 7.1 (thereby replenishing the Company's 15% capacity, enabling the Company to issue further securities over the next 12 months up to that limit).

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.

To this end, Resolution 8 seeks Shareholder approval to ratify the issue under and for the purposes of Listing Rule 7.4.

The effect of the Company issuing the Convertible Notes using its 15% capacity under ASX Listing Rule 7.1 (including where ratified under ASX Listing Rule 7.4) is that any issue of Shares on conversion of the Convertible Notes falls within ASX Listing Rule 7.2 Exception 9, the effect of which is that such issue of Shares on conversion of the Convertible Notes will not require subsequent shareholder approval, nor will it reduce the Company's 15% capacity under ASX Listing Rule 7.1.

If Resolution 8 is approved by Shareholders, the issue of the Convertible Notes (including the issue of Shares on conversion of any Convertible Notes) will no longer utilise a portion of the Company's 15% capacity limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without requiring prior Shareholder approval over the 12 month period following the issue date.

If Resolution 8 is not approved by Shareholders, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Resolution 8 is an ordinary resolution seeking Shareholder approval of the issue under and for the purposes of Listing 7.4.

Details as required by ASX Listing Rule 7.5:

Number of Convertible Notes issued:	200,000 Convertible Notes.
Date of Issue of Convertible Notes	The Convertible Notes were issued on 3 August 2026
Issue price and consideration:	Convertible Notes were issued in return for payment by Katsuji Kato, Masamitsu Takahashi and Pendel Tax Accountant Corporation to the Company of the face value of A\$1.00 per convertible Notes, the aggregate value of which was A\$200,000.
Recipients of the Convertible Notes	Katsuji Kato, Masamitsu Takahashi and Pendel Tax Accountant Corporation in their respective proportions
Conversion price	A\$0.10 per share
Maturity date	3 August 2029
Summary of the material terms of the Convertible Notes	See Appendix B
Purpose of the issue and Intended use of funds:	Funds raised will be used in the operations of the Company for the following purposes: • Completion of the Sigatoka Feasibility Study • Finalisation and submission of an application for the Sigatoka Mining Lease • Obtain quotes and complete airborne geophysical program of copper gold and silver targets on SPL1452 • General working Capital.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 8 by or on behalf:

- Katsuji Kato, Masamitsu Takahashi and Pendel Tax Accountant Corporation 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 a Resolution by:

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

The Directors recommend that you vote IN FAVOUR of Resolution 8.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 8.

Resolution 9 Ratification of Prior Issue Convertible Notes

Resolution 9 seeks Shareholder approval for the prior issue of 30,000 Convertible Notes as announced to ASX on 6 October 2026 pursuant to the Convertible Note Facility, issued utilising the Company's 15% capacity under ASX Listing Rule 7.1, on such terms and conditions more particularly described below.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its shareholders over any 12 months period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The issue of the Convertible Notes does not fall within any of the exceptions set out in Listing Rule 7.2 as it has not yet been approved by the Company's 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 the Company issued the Shares.

ASX Listing Rule 7.4 allows the Company's security holders to approve an issue of equity securities after it has been made or agreed to be made (provided that the previous issue did not breach ASX Listing Rule 7.1). If approval is granted under ASX Listing Rule 7.4, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without security holder approval under ASX Listing Rule 7.1 (thereby replenishing the Company's 15% capacity, enabling the Company to issue further securities over the next 12 months up to that limit).

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.

To this end, Resolution 9 seeks Shareholder approval to ratify the issue under and for the purposes of Listing Rule 7.4.

The effect of the Company issuing the Convertible Notes using its 15% capacity under ASX Listing Rule 7.1 (including where ratified under ASX Listing Rule 7.4) is that any issue of Shares on conversion of the Convertible Notes falls within ASX Listing Rule 7.2 Exception 9, the effect of which is that such issue of Shares on conversion of the Convertible Notes will not require subsequent shareholder approval, nor will it reduce the Company's 15% capacity under ASX Listing Rule 7.1.

If Resolution 8 is approved by Shareholders, the issue of the Convertible Notes (including the issue of Shares on conversion of any Convertible Notes) will no longer utilise a portion of the Company's 15% capacity limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without requiring prior Shareholder approval over the 12 month period following the issue date.

If Resolution 9 is not approved by Shareholders, the Company's ability to raise additional equity funds over the next 12 months without Shareholder approval will be restricted.

Resolution 9 is an ordinary resolution seeking Shareholder approval of the issue under and for the purposes of Listing 7.4.

Details as required by ASX Listing Rule 7.5:

Number of Convertible Notes issued:	30,000 Convertible Notes.
Date of Issue of Convertible Notes	The Convertible Notes were issued on 6 October 2026
Issue price and consideration:	Convertible Notes were issued in return for payment by Yoshinori Hijii and Kinji Matsushita to the Company of the face value of A\$1.00 per convertible Notes, the aggregate value of which was A\$30,000.
Recipients of the Convertible Notes	Yoshinori Hijii and Kinji Matsushita in their respective proportions
Conversion price	A\$0.10 per share
Maturity date	6 October 2029
Summary of the material terms of the Convertible Notes	See Appendix B
Purpose of the issue and Intended use of funds:	Funds raised will be used in the operations of the Company for the following purposes: • Completion of the Sigatoka Feasibility Study • Finalisation and submission of an application for the Sigatoka Mining Lease • Obtain quotes and complete airborne geophysical program of copper gold and silver targets on SPL1452 • General working Capital.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 9 by or on behalf:

- Yoshinori Hijii and Kinji Matsushita 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 a Resolution by:

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

The Directors recommend that you vote IN FAVOUR of Resolution 9.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 9.

Resolution 10 Approval to issue 500,000 shares to Peter Hinner

For the purposes of Chapter 2E of the Corporations Act, Mr Peter Hinner is a related party of the Company. Resolutions 10 relates to a proposed issued of shares to Mr Peter Hinner (or entities related to him or in which he has an indirect interest), which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

The Company has agreed, subject to obtaining shareholder approval to issue 500,000 shares to Mr Peter Hinner or his nominee. The Board considers that it is reasonable for the remuneration of directors to have a cash component and an equity component to further align directors' interests with those of Shareholders. The Board believes that the issue of the shares to Directors provides a reasonable, appropriate and cost-effective method of remunerating Directors by providing an equity-based incentive for their ongoing commitment and contribution to the Company in their roles as Directors and when required as members of a Committee. Mr Hinner receives a director's fees of \$92,400 per annum plus consulting fees of \$68,454. He does not receive any other type of remuneration.

Information Requirements - Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- 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);

- 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 pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- 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 Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Shares under Resolutions 10 will be to a party who falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It, therefore, requires the approval of Shareholders under Listing Rule 10.11.

If Resolutions 10 is passed, the Company will be able to proceed with the issue of the Shares to the Directors as part of his remuneration.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the shares to a Director (because approval is being obtained under Listing Rule 10.11) the issue of the shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the shares to the Director and the Company will need to compensate the Director differently.

Details of the issue, as required by ASX Listing Rule 10.13

Names of the allottee:	Resolution 10 the shares to be issued to Peter Hinner or his nominee.
The category under Listing Rule 10.11:	Resolution 10 Listing Rule 10.11.1 because Peter Hinner is a related party as Director of the Company.
The number and class of securities to be issued:	500,000 ordinary shares to Peter Hinner or his nominee.
Terms:	The ordinary shares are issue as pari passu same as all ordinary shares of the Company
Allotment date:	The Shares will be issued no later than 1 month after the date of the Annual General Meeting and it is intended that the issue will occur on the same date.
Issue price:	The deem issue price is \$0.10 for the shares. The shares are being issued as equity remuneration to a director.
Vesting dates:	There are no vesting condition. The approval of shareholders entitle the director to be issued with the shares..
Expiry date:	No expiry date
Use of the funds:	No funds will be raised from the issue of the shares.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 10 by Peter Hinner (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons):

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

Resolution 11 Issue of unlisted options to Mr Tadao Tsubata

For the purposes of Chapter 2E of the Corporations Act, Mr Tsubata is a related party of the Company. Resolutions 11 relates to a proposed issued of options to Mr Tsubata (or entities related to him or in which he has an indirect interest), which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

The Company has agreed, subject to obtaining shareholder approval to issue 5,550,000 Options to Mr Tsubata or his nominee. The Board considers that it is reasonable for the remuneration of directors to have a cash component and an equity component to further align directors' interests with those of Shareholders. The Board believes that the issue of the options to Directors provides a reasonable, appropriate and cost-effective method of remunerating Directors by providing an equity-based incentive for their ongoing commitment and contribution to the Company in their roles as Directors and when required as members of a Committee. Mr Tsubata receives a director's fees of \$79,200 per annum. He does not receive any other type of remuneration.

Information Requirements - Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- 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);
- 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 pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- 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 Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Options under Resolutions 11 will be to a party who **falls** within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It, therefore, requires the approval of Shareholders under Listing Rule 10.11.

If Resolutions 11 is passed, the Company will be able to proceed with the issue of the Options to the Director. If all of the Options to the Director are exercised the Company will receive \$555,000 in exercise monies.

If Resolutions 11 is not passed, the Company will not be able to proceed with the issue of the Options to the Director or his nominees and the Company will not receive up to \$555,000 in exercise monies.

If approval is given for the grant of the Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Details of the issue, as required by ASX Listing Rule 10.13

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| • Names of the allottee: | Resolution 11 the options to be issued to Tadao Tsubata or his nominee. |
| • The category under Listing Rule 10.11: | Resolution 11 Listing Rule 10.11.1 because Tadao Tsubata is a related party as Director of the Company. |
| • The number and class of securities to be issued: | 5,550,000 options to Tadao Tsubata or his nominee. |
| • Terms: | The full terms and conditions of the Options to be issued under Resolutions 11 are set out in Annexure "A".

Each Option entitles the holder to subscribe for and be allotted one fully paid ordinary share. The options vest on Grant Date and are exercisable at any time before the Expiry Date. |
| • Allotment date: | The options will be issued no later than 1 month after the date of the Annual General Meeting and it is intended that the issue will occur on the same date. |
| • Issue price: | Nil for the Options, as the Options are being issued as equity remuneration to directors. |
| • Exercise price: | at \$0.10 per share. |
| • Vesting dates: | Immediately following shareholder approval of the grant of options. |
| • Expiry date: | 36 Months from Issue Date |
| • Use of the funds: | No funds will be raised from the issue of the options. Any funds raised on exercise will be applied towards insuring Dome is well funded to continue progress the Definitive Feasibility Study (DFS) at Sigatoka Iron sand project in Fiji and for general corporate and working capital purposes. |

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 11 by or on behalf of

Tadao Tsubata or any other person who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

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

The Directors recommend that you vote IN FAVOUR of Resolution 11.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 11.

Resolution 12 Approval to issue Commission Options

The Company agreed, subject to shareholder approval, to grant 5,550,000 unlisted options to Makato Agawa (or his nominees) as commission for the Convertible Notes issued on 1 June 2026, 3 August 2026 and 6 October 2026, the Option has an exercise price of \$0.10 and Expiry Date is 36 months from the Issue Date. Makato Agawa has not received any other management fee in connection with the shares issued.

The terms and conditions of the options are set out in Annexure A.

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

The proposed issue of the Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It, therefore, requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 12 seeks the required Shareholder approval for the proposed issue of the Options under and for the purposes of Listing Rule 7.1.

If Resolution 12 is passed the Company will be able to proceed with the issue of the Options to Makato Agawa. The Options are free options and therefore no funds will be raised from the issue. If all of the Options the subject of Resolution 12 are exercised the Company will receive approximately \$555,000 in exercise monies. In addition, the Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Options and the Company will not receive up to approximately \$555,000 in exercise monies.

To this end, resolution 12 seeks shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.3 are as follows:

Names of allottees:	Makato Agawa or its nominee (not a related party of the Company under Listing Rule 10.1 or 10.11 and not a material investors as defined in section 7.2 of Guidance Note 21).
Number of securities to be allotted:	5,550,000 Options
Date of securities to be granted:	The options may be allotted immediately following Shareholder approval at the General Meeting and, in any event, within three months following the close of the meeting.
Issue price:	Nil cash consideration

Terms:	The full terms and conditions of the Options to be issued under Resolution 24 are set out in Annexure A. Each Option entitles the holder to subscribe for and be allotted one fully paid ordinary share. The options vest on Grant Date and are exercisable at any time before the Expiry Date.
Exercise price:	\$0.10 per share
Vesting date:	Immediately following shareholder approval of the grant of the options.
Expiry date:	The Expiry Date is 36 months from the Issue Date.
Used of the funds:	No funds to be raised, the options to be granted to Makato Agawa are in consideration for the convertible notes issued on 1 June 2026, 3 August 2026 and 6 October 2026. Any funds raised on exercise will be applied towards insuring Dome is well funded to continue progress the Definitive Feasibility Study (DFS) at Sigatoka Iron sand project in Fiji and for general corporate and working capital purposes.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 12 by or on behalf of

- Makato Agawa or;
- an associate of Makato Agawa.

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

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

The Directors recommend that you vote IN FAVOUR of Resolution 12

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 12.

Resolution 13 Approval of additional capacity to issue securities

ASX Listing Rule 7.1A enables the Company to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the AGM ('10% Placement Facility'). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Listed entities with a market cap of \$300 million or less are eligible to seek shareholder approval under Listing Rule 7.1A and the Company's approximate market cap at the time of this Notice of Meeting is \$20.99 million.

If Resolution 13 is not passed, the Company would not be able to issue securities and it will not be able to raise funds under this 10% placement facility.

If Resolution 13 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.

Resolution 13, which is a Special Resolution requiring 75% of votes cast to be in favour of the resolution, seeks shareholder approval for the Company to have the ability to issue equity securities under the 10% Placement Facility on the following terms:

(a) Placement Period

Shareholder approval of the 10% Placement Facility is valid from the date of the AGM and expires on the earlier of:

- (i) the date that is 12 months after the date of the AGM;
- (ii) the time and date of the Company's next AGM; or
- (iii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company which, in the Company's case, are fully paid ordinary shares.

(c) Formula for calculating 10% Placement Facility.

The maximum number of shares that can be issued under the 10% Placement Facility is calculated as follows:

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

Where: A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary shares issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the 12 month period; or
 - b. the agreement or issue was approved or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (iv) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (v) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4;
- (vi) less the number of fully paid shares cancelled in the 12 months.

D is 10%.

E is the number of fully paid ordinary shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) Minimum Issue Price

The minimum issue price of equity securities issued for the purpose of Listing Rule 7.1.A.3 must not be less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 trading days on which trades were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(e) Purposes for which the funds raised by an issue of equity securities may be used

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration only, and the Company intends to use any funds raised under such an issue for continued exploration and evaluation of the Company's exploration projects and general working capital.

(f) Risk of Economic and Voting Dilution

If Resolution 9 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the table below. Further, there is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

If this Resolution 13 is not approved by shareholders, then the Company will not have the flexibility of an available additional 10% capacity to issue Shares under the 10% Placement Facility described in this Explanatory Memorandum. The Company not having the 10% Placement Facility will have no effect on the Company's existing [ASX Listing Rule 7.1 15% capacity](#).

Because variable A in the formula for calculating 10% Placement Facility, and consequently the number of shares that can be issued under the 10% Placement Facility, can change during the Placement Period, the table below shows a matrix of scenarios of the potential dilution of existing shareholders as at the date of the AGM on the basis of:

- (i) the issue price of equity securities being the current approximate market price of fully paid ordinary shares, plus 50% and minus 50%; and
- (ii) the maximum number of shares that can be issued under the 10% Placement Facility in accordance with the definition of Variable A in the formula for calculating 10% Placement Facility increasing by 50% and 100%.

Variable A in 10% Placement Facility under ASX Listing Rule 7.1A.2	Voting Dilution and Placement Facility Capacity	Issue Price and Funds Raised		
		50% Decrease in Current Approximate Market Price \$0.025	Current Approximate Market Price \$0.05*	50% Increase in Current Approximate Market Price \$0.075
Current Variable A 419,887,762 shares	10% 41,988,776 Shares	\$1,049,719	\$2,099,439	\$3,149,158
50% increase in current Variable A 629,831,643 shares	13.0% 62,983,164 Shares	\$1,574,579	\$3,149,158	\$4,723,737
100% increase in current Variable A 839,775,524 shares	16.7% 83,977,552 shares	\$2,099,439	\$4,198,878	\$6,298,316

*The current approximate market price of \$0.05 was the closing price as at 29 September 2026.

The above table is based on the following assumptions:

- (i) There are currently 419,887,762 shares on issue and all figures in the table are calculated on an undiluted basis.
- (ii) The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- (iii) The issue of equity securities under the 10% Placement Capacity consists only of shares. If the issue of equity securities includes quoted options, it is assumed that those quoted options are exercised into shares for the purpose of calculating the voting dilution effect on existing shareholders.
- (iv) 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.
- (v) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (vi) 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%.

(g) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. As there is no issue currently proposed, the identity of the allottees is not currently known and will be determined on a case-by-case basis at the time of allotment, having regard to factors including, but not limited to, the following:

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

The allottees under the 10% Placement Facility have not currently been determined but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

(h) Prior approval

The Company obtained shareholder approval under ASX Listing Rule 7.1A at its 2025 Annual General Meeting.

(i) Other

The Company issued a total of 1,126,452 equity securities made up of 816,452 ordinary fully paid shares and 310,000 unlisted options in the 12 months preceding the date of this Notice of Annual General Meeting which, based on the number of Equity Securities on issue at the commencement of that period, represents 0.27% of the Company's Equity Securities.

The Company has not issued any securities under Listing Rule 7.1A during the 12 months preceding the date of this Notice of Annual General Meeting.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 13 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) 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 person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 13.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 13.

Annexure “A”

OPTIONS TERMS AND CONDITIONS

1. The maximum number of options to be issued is set by the Board.
2. The Options may be exercised at any time prior to the Expiry Date wholly or in part by delivering a duly completed form of notice of exercise together with payment of the exercise price per Option exercised to the Company.
3. Each Option entitles the holder to subscribe for and be allotted one ordinary share (Share) in Dome Gold Mines Ltd, at an exercise price of \$0.10 per Option, expiring 36 months from the date of issue (Expiry Date).
4. The Options expire at 5:00 pm Eastern Standard Time on the Expiry Date.
5. Any Options not exercised on or before the Expiry Date will automatically lapse.
6. All Shares allotted on the exercise of Options will rank equally in all respects with the Company's then existing ordinary fully paid ordinary shares.
7. The Options must not be assigned, transferred or otherwise dealt with except with the approval of the Board or in the case of a takeover offer or a Scheme of Arrangement.
8. The Options will not be listed on The Australian Securities Exchange (ASX), although the Company will apply for the official quotation of any shares which are issued as a result of an exercise of Options.
9. Shares allotted and issued pursuant to the exercise of Options will be allotted and issued not more than 10 business days after receipt of a properly executed notice of exercise of the Options and payment of the requisite application monies.
10. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to shareholders during the currency of the Options unless they exercise their Options prior to the date for determining entitlements to participate in any such issue.
11. There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of shares or other securities to the holders of ordinary shares in the Company.
12. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an option-holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, including the number of Options held, the number of securities to be issued on exercise of the Options, the exercise price, the due date for payment and the consequences of non-payment.
13. The Options are transferable provided the holder has obtained the prior written consent of the Board to the transfer and the transfer complies with section 707(3) of the Corporations Act.

Annexure “B”

CONVERTIBLE NOTES TERMS AND CONDITIONS

TERMS SHEET - CONVERTIBLE NOTE

Issuer:	Dome Gold Mines Ltd. Suite 605, Level 6, The Brewery, Central Park, Chippendale, Central Park Ave NSW 2008. (the Issuer)
Denomination	Each Note has face value of \$1.00.
Unsecured	Each Note is an unsecured obligation of the Company ranking equally with any other Convertible Notes and other unsecured creditors of the Company.
Convertible	Each Note is convertible into fully paid ordinary shares in the capital of the Issuer on the Conversion Date at the Conversion Rate.
Tenor	3 years from date of issue.
Maturity date	Third anniversary of issue. Notes not converted on or before the Maturity date must be repurchased for face value plus accrued interest.
Interest rate:	Ten (12 %) per annum.
Interest payment:	Interest will be paid 6 monthly in arrears on each 7 October and 7 April from the Issue Date until the Maturity Date provided the Note has not been converted. The first and last interest payments will be calculated pro rata.
Conversion Date:	The Conversion date is either: 1. The Maturity Date; or 2. An earlier date determined by the Noteholder giving the Issuer not less than 30 days notice in writing of its intention to Convert.
Conversion Rate:	Each Convertible Note may be converted to ordinary fully paid shares at a conversion rate equal to \$0.10 per share.
Repurchase:	At any time prior to the Conversion Date the Issuer may, with the giving of 60 days' written notice to the Noteholder, repurchase a convertible note by paying to or at the direction of the Noteholder the face value of the Convertible Note and accrued interest. If the Issuer gives a repurchase notice, the Noteholder may issue a conversion notice.
Expenses:	The Issuer and the Noteholder will each bear their own expenses in connection with the Term Sheet and Convertible Note.
Currency:	All references to “\$” in this Term Sheet shall refer to the currency of Australia.
Governing Law:	The Term Sheet is governed and construed in accordance with the laws of New South Wales and the Commonwealth of Australia.

Shareholder:

I/We being a member/s of Dome Gold Mines Ltd and entitled to attend and vote HEREBY APPOINT

☐

the Chairman of the Meeting (mark box)

OR if you are not appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Dome Gold Mines Ltd to be held at Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Avenue, Sydney NSW 2000 on Thursday 26 November 2026 at 12:00 pm (AEDT) and at any adjournment or postponement of that meeting.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

RESOLUTIONS**FOR AGAINST ABSTAIN**

1. Adoption of the Remuneration Report	☐	☐	☐
2. Re-election of John McCarthy	☐	☐	☐
3. Re-election of Peter Hinner	☐	☐	☐
4. Ratification of prior issue of 10,000 ordinary shares	☐	☐	☐
5. Ratification of prior issue of 806,452 ordinary shares	☐	☐	☐
6. Approval to issue 10,955,556 Ordinary shares	☐	☐	☐
7. Ratification of prior issue 80,000 Convertible Notes	☐	☐	☐
8. Ratification of prior issue 200,000 Convertible Notes	☐	☐	☐
9. Ratification of prior issue 30,000 Convertible Notes	☐	☐	☐
10. Approval to issue 500,000 shares to Peter Hinner	☐	☐	☐
11. Approval to issue 5,550,000 options to Tadao Tsubata	☐	☐	☐
12. Approval to issue 5,550,000 options	☐	☐	☐
13. Approval of additional capacity to issue equity securities	☐	☐	☐

The Chairman of the Meeting is authorised to exercise undirected proxies on remuneration related matter (Resolution 1): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention above) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for Dome Gold Mines Ltd, which includes the Chairman.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolution 1). If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions above (directing the Chairman to vote for, against or to abstain from voting).

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

PLEASE SIGN HERE - This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

☒
☐
☐

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: __/__/2026

How to Complete the Proxy Form

CHANGE OF ADDRESS

This form shows your address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave in blank the appointment of PROXY, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy, you must:

- (a) On each Proxy Form, state the percentage of your voting rights or the number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

COMPLIANCE with LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Dome Gold Mines Ltd.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder 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 Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Persons entitle to attend and vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the ASX Limited at 7:00 pm Australian Eastern Daylight Time (AEDT) on 24 November 2026 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.

Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the time appointed for holding the meeting.

Documents may be lodged:

IN PERSON: Registered Office – Suite 605, Level 6, The Brewery, Central Park Ave, Chippendale NSW 2008 Australia
BY MAIL: GPO Box 1759, Sydney NSW 2001, Australia
BY FAX: +61 2 9012 0041
BY E-MAIL: info@domegoldmines.com.au