Albion Resources Limited

(ACN 620 545 664)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Friday, 27 November 2026

1:00pm AWST

To be held in person at

Level 8, 216 St Georges Terrace, Perth, Western Australia 6000

The Annual Report is available online at https://www.albionresources.com.au/

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 (8) 9481 0389.

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Albion Resources Limited (ACN 620 545 664) (**Company**) will be held in person at Level 8, 216 St Georges Terrace, Perth, Western Australia 6000 on Friday, 27 November 2026 commencing at 1:00pm AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00pm AWST on Wednesday, 25 November 2026.

The terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To table and 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.

1. Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2026 be adopted by the Shareholders on the terms and conditions set out in the Explanatory Memorandum."

Please note that a vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

(a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution 1 as described above; or

(b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Mr David Palumbo

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

"That, for the purposes of clause 64(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr David Palumbo, a Director, retires and, being eligible for re-election, is re-elected as a Director with immediate effect."

3. Resolution 3 – Approval of 10% Placement Facility (under ASX Listing Rule 7.1A)

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

4. Resolution 4 – Refresh of the Employee Securities Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the Shareholders approve the issue of up to a maximum of 20,000,000 Equity Securities under the Employee Securities Incentive Plan known as the 'Albion Resources Limited Employee Securities Incentive Plan' on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) a person who is eligible to participate in the Employee Securities Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 4 by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 4, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 4, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 4; and

  (ii) the holder votes on this Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 4 if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution 4.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution 4 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolutions 5(a) and 5(b) – Ratification of prior issue of Consideration Securities (ASX Listing Rule 7.1)

To consider, and, if thought fit, to pass with or without amendment, each of the following as **ordinary resolutions**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve the prior issue of:

(a) 3,000,000 Consideration Shares; and

(b) 1,000,000 Consideration Performance Rights,

under the Company's ASX Listing Rule 7.1 capacity, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolutions 5(a) and 5(b) by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Centretop Holdings Pty Ltd (and/or its nominee(s))); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 5(a) and 5(b) by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 5(a) and 5(b), in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolutions 5(a) and 5(b), in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions 5(a) and 5(b); and

  (ii) the holder votes on Resolutions 5(a) and 5(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolutions 6(a) and 6(b) – Ratification of prior issue of Tranche 1 Placement Shares (ASX Listing Rules 7.1 and 7.1A)

To consider, and if thought fit, to pass with or without amendment, each of the following as **ordinary resolutions**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 31,545,832 Tranche 1 Placement Shares, as follows:

(a) 17,327,499 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1 capacity; and

(b) 14,218,333 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1A capacity,

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolutions 6(a) and 6(b) by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Tranche 1 Placement Participants (and/or their respective nominees)); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 6(a) and 6(b) by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 6(a) and 6(b), in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on Resolutions 6(a) and 6(b), in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions 6(a) and 6(b); and

(ii) the holder votes on Resolutions 6(a) and 6(b) in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval to issue Tranche 2 Placement Shares

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,654,168 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issued (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, the Tranche 2 Placement Participants (and/or their respective nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as 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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 8 – Approval to issue Joint Lead Manager Options

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Joint Lead Manager Options on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issued (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, the Joint Lead Managers (and/or its respective nominees)); or

(b) an Associate of that person or those persons.

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

(a) a person as 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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 9 – Approval to issue Incentive Performance Rights to CEO (Mr Peter Goh)

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,000,000 Incentive Performance Rights to Mr Peter Goh (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

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

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Peter Goh (and/or his nominees)); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 9 by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 9, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution 9, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution 9; and

(ii) the holder votes on this Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

10. Resolutions 10(a), 10(b) and 10(c) – Approval to issue Incentive Performance Rights to Directors (Mr Steven Formica, Mr Chris Tuckwell and Mr David Palumbo)

To consider, and, if thought fit, to pass with or without amendment, each of the following as **ordinary resolutions**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue:

(a) 2,000,000 Incentive Performance Rights to Mr Steven Formica (and/or his nominees);

(b) 2,000,000 Incentive Performance Rights to Mr Chris Tuckwell (and/or his nominees); and

(c) 2,000,000 Incentive Performance Rights to Mr David Palumbo (and/or his nominees),

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 10(a) by or on behalf of:

  (i) the person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Steven Formica); or

  (ii) an Associate of that person or those persons;

(b) Resolution 10(b) by or on behalf of:

  (i) the person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Chris Tuckwell); or

  (ii) an Associate of that person or those persons;

(c) Resolution 10(c) by or on behalf of:

  (i) the person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr David Palumbo); or

  (ii) an Associate of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 these Resolutions; and

  (ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10(a)–10(c) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 10(a)–10(c) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the

basis of that appointment, on these Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolution 10(a)–10(c) Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

11. Resolutions 11(a), 11(b) and 11(c) – Approval to issue Advisor Options (Mr Leo Horn, Mr James Cumming and Mr Ben Smith)

To consider, and, if thought fit, to pass with or without amendment, each of the following as **ordinary resolutions**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Advisor Options, as follows:

(a) up to 1,500,000 Advisor Options to Mr Leo Horn (and/or his nominees);

(b) up to 1,500,000 Advisor Options to Mr James Cumming (and/or his nominees); and

(c) up to 1,000,000 Advisor Options to Mr Ben Smith (and/or his nominees),

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 11(a) by or on behalf of:

(i) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Leo Horn (and/or his nominees)); or

(ii) an Associate of that person or those persons.

(b) Resolution 11(b) by or on behalf of:

(i) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr James Cumming (and/or his nominees)); or

(ii) an Associate of that person or those persons.

(c) Resolution 11(c) by or on behalf of:

(i) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Mr Ben Smith (and/or his nominees)); or

(ii) an Associate of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 these Resolutions; and

(ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

12. Resolution 12 – Renewal of Proportional Takeover Provisions

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by re-inserting the Proportional Takeover Provisions contained in clause 110 for a period of three (3) years from the date of approval of this Resolution."

13. Resolutions 13(a), 13(b) and 13(c) – Approval to issue Director Placement Shares (Mr Steven Formica, Mr David Palumbo and Mr Chris Tuckwell)

To consider, and, if thought fit, to pass with or without amendment, each of the following as **ordinary resolutions**:

"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:

(a) 2,000,000 Director Placement Shares to Mr Steven Formica (and/or his nominees);

(b) 400,000 Director Placement Shares to Mr David Palumbo (and/or his nominees); and

(c) 400,000 Director Placement Shares to Mr Chris Tuckwell (and/or his nominees),

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

(a) Resolution 13(a) by or on behalf of:

(i) a 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 Company) (namely, Mr Steven Formica); or

(ii) an Associate of that person or those persons;

(b) Resolution 13(b) by or on behalf of:

(i) a 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 Company) (namely, Mr David Palumbo); or

(ii) an Associate of that person or those persons;

(c) Resolution 13(c) by or on behalf of:

(i) a 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 Company) (namely, Mr Chris Tuckwell); or

(ii) an Associate of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 these Resolutions; and

(ii) the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party (**Resolution 13(a)–13(c) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 13(a)–13(c) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolution 13(a)–13(c) Excluded Party, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated 19 October 2026

BY ORDER OF THE BOARD

David Palumbo
Company Secretary
Albion Resources Limited

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at Level 8, 216 St Georges Terrace, Perth, Western Australia 6000 on Friday, 27 November 2026, commencing at 1:00pm AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form with the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

(a) if proxy holders vote, they must cast all directed proxies as they are directed to; and

(b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e., as directed); and

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e., as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e., as directed).

Transfer of non-chair proxy to Chair in certain circumstances

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

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the meeting; and

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and

(d) either of the following applies:

(i) if a record of attendance is made for the meeting – the proxy is not recorded as attending; or

(ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolutions, 1, 4, 10(a), 10(b) and 10(c), unless you direct them how to do so.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolutions, 1, 4, 10(a), 10(b) and 10(c), by marking "For", "Against" or "Abstain" for each of those Resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at https://www.investorvote.com.au and simply follow the instructions on the enclosed Proxy Form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete the Proxy Form in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done in one of the following ways:

BY MAIL	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia
BY FAX	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
BY MOBILE	Scan the QR Code on your Proxy Form and follow the prompts

3. Annual Report

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

Shareholders will be offered the following opportunities:

(a) to discuss the Annual Report which is available online at https://www.albionresources.com.au/;

(b) to ask questions or make comments on the management of the Company; and

(c) to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five (5) Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders (as a whole) to ask about, or make comments on, the Remuneration Report.

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.

5. Resolution 2 – Re-election of Director – Mr David Palumbo

5.1 General

Clause 64(a) of the Constitution provides that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Clause 64(c) of the Constitution provides that a Director who retires by rotation in accordance with clause 64(a) of the Constitution is eligible for re-election.

Mr David Palumbo (**Mr Palumbo**), a Director of the Company, will retire in accordance with clause 64(a) of the Constitution and, being eligible, seeks re-election.

5.2 Background and qualifications

Details regarding Mr Palumbo's experience and qualifications is set out in the Annual Report.

5.3 Independence

If re-elected, the Board considers Mr Palumbo to be an independent director.

5.4 Board recommendation

The Board (excluding Mr Palumbo) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility (under ASX Listing Rule 7.1A)

6.1 General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

(a) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval of Shareholders of a transaction under ASX Listing Rule 11.1.2 or 11.2 in respect of the Company,

(**10% Placement Facility**).

The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company currently has a market capitalisation of $7,694,716 (based on the total number of Shares on issue and the closing price of Shares on ASX as at 19 October 2026 and is therefore an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

6.2 Description of ASX Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

(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.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: ALB).

(c) **Formula for calculating 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue,

during the 12-month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

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

(B) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 Exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken to have been approved, under ASX Listing Rule 7.1 or 7.4;

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

(1) the agreement was entered into before the commencement of the relevant period; or

(2) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

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

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

(F) less the number of fully paid ordinary securities cancelled in the relevant period.

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) **ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice, the Company has on issue 145,183,333 Shares. Assuming that Resolutions 5(a), 5(b), 6(a) and 6(b) are passed, the Company has the capacity to issue:

(i) 21,777,499 Equity Securities under ASX Listing Rule 7.1; and

(ii) 14,518,333 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 6.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date of the approval by the holders of the eligible entity's ordinary securities 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),

(**10% Placement Period**).

6.3 ASX Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on this Resolution 3.

6.4 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 3 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 below table (in the case of listed Options, only if the listed Options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; 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,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		$0.0265 **50% decrease in Issue Price**	**$0.053** **Issue Price**	**$0.106** **100% increase in Issue Price**
Current Variable "A" **145,183,333 Shares**	10% Voting Dilution	14,518,333 Shares	14,518,333 Shares	14,518,333 Shares
	Funds raised	$384,736	$769,472	$1,538,943
50% increase in current Variable "A" **217,775,000 Shares**	10% Voting Dilution	21,777,500 Shares	21,777,500 Shares	21,777,500 Shares
	Funds raised	$577,104	$1,154,207	$2,308,415
100% increase in current Variable "A" **290,366,666 Shares**	10% Voting Dilution	29,036,667 Shares	29,036,667 Shares	29,036,667 Shares
	Funds raised	$769,472	$1,538,943	$3,077,887

Note

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
3. 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 at 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
7. The issue price is $0.053, being the closing price of the Shares on ASX on 19 October 2026.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) The Company can only issue Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and general working capital.

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

(f) 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. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis 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 a rights issue or other issue 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 been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.

(g) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 13 November 2025. In the 12 months preceding the date of the 2026 Annual General Meeting, the Company issued a total of 14,218,333 Equity Securities under ASX Listing Rule 7.1A, representing 10% of the total number of Equity Securities on issue at 13 November 2025. Details of the Equity Securities issued under ASX Listing Rule 7.1A in the preceding 12-month period are set out in Schedule 2.

(h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in Section 6.4(b) above):

(i) if Resolution 3 is passed, the Directors will be able to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1; and

(ii) if Resolution 3 is not passed, the Directors will not be able to issue the Equity Securities under ASX Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under ASX Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior Shareholder approval under ASX Listing Rule 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. Accordingly, no voting exclusion statement has been included in the Notice.

6.5 Board recommendation

The Directors of the Company believe Resolution 3 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Refresh of the Employee Securities Incentive Plan

7.1 General

The Company has in place an employee share scheme that complies with Division 1A introduced into Part 7.12 of the Corporations Act, known as the '*Albion Resources Limited Employee Securities Incentive Plan*' (**Plan**).

The Directors consider it is desirable to provide an opportunity to eligible participants to participate in the Company's future. Further, the Plan acts as a mechanism to ensure that the interests of Shareholders, management and employees of the Company are aligned.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.2 (Exception 13(b)) for the issue of up to 20,000,000 Equity Securities under the Plan (other than issues with prior Shareholder approval), being approximately 14% of the Shares on issue as at the date of this Notice.

7.2 ASX Listing Rules 7.1 and 7.2 (Exception 13(b))

Shareholder approval is not required under the Corporations Act or the ASX Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the Company's ASX Listing Rules 7.1 and 7.1A capacity on the number of Equity Securities that may be issued without Shareholder approval.

ASX Listing Rule 7.2 (Exception 13(b)) provides that ASX Listing Rules 7.1 and 7.1A do not apply to an issue of Equity Securities under an employee incentive scheme that has been approved by Shareholders, where the issue of Equity Securities is within three (3) years from the date of Shareholder approval of the issue of Equity Securities under the employee incentive scheme.

Participation in the Plan is limited to Directors, employees and any service providers and certain 'related persons' to the aforementioned of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

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

(a) a summary of the material terms of the Plan is set out in Schedule 3;

(b) since the Plan was last refreshed on 16 November 2023, an aggregate of 5,000,000 Equity Securities (comprising Shares, Options and Performance Rights) have been issued to various Directors, employees and consultants of the Company under the Plan;

(c) as at the date of this Notice, except for the Incentive Performance Rights to be issued to Directors (subject of Resolutions 10(a)-10(c)) and to the CEO (subject of Resolution 9), the Company has not agreed to issue any Securities under the Plan;

(d) a maximum of 20,000,000 Equity Securities would be available to be issued under the Plan if approved by Shareholders (representing approximately 14% of the number of Shares on issue as at the date of this Notice) (other than issues with prior Shareholder approval). The maximum number of Equity Securities is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Equity Securities to be issued under the Plan for the purposes of ASX Listing Rule

7.2 (Exception 13(b)). In any event, no Equity Securities will be issued if to do so would contravene any applicable laws; and

(e) a voting exclusion statement in respect of Resolution 4 has been included in this Notice.

7.3 ASX Listing Rule 14.1A

Resolution 4 seeks Shareholder approval for the issue of Equity Securities under the Plan to be an exception from ASX Listing Rules 7.1 and 7.1A for a period of three (3) years.

If Shareholders approve Resolution 4, any issue of Equity Securities under the Plan over the three (3) years after the date of the Meeting (up to the maximum number set out above) will not use up a portion of the Company's ASX Listing Rule 7.1 and 7.1A capacity when that issue is made. This means that the Company will preserve its flexibility to issue Equity Securities without seeking Shareholder approval if and when it issues Equity Securities under the Plan.

It should be noted that if Resolution 4 is passed, the Company will only be able to issue Equity Securities under the Plan to eligible participants who are unrelated parties without seeking prior Shareholder approval for a period of three (3) years after the Meeting. Any proposed issue of Equity Securities to a Director or other related party, or any of their associates, under the Plan will require prior Shareholder approval under ASX Listing Rule 10.14.

If Resolution 4 is not passed, the Plan will expire on 16 November 2026. After this time, the Company may still decide in future to issue Equity Securities to eligible employees and consultants who are unrelated parties under the Plan, but each such issue will not be exempt from ASX Listing Rules 7.1 and 7.1A and will use up a portion of the Company's ASX Listing Rule 7.1 and 7.1A capacity at the time the relevant issue is made (unless another exemption from ASX Listing Rules 7.1 and 7.1A is applicable). The issue of Securities under the Plan in those circumstances would therefore reduce the Company's ability to issue Equity Securities to unrelated parties without seeking Shareholder approval.

7.4 Board recommendation

Approval of Resolution 4 will enable the Company to preserve its flexibility under its ASX Listing Rule 7.1 and 7.1A capacity when it issues Equity Securities under the Plan for the period of three (3) years after the Meeting.

Directors are eligible to be offered Equity Securities under the Plan; however, any proposed issue of Equity Securities to a Director or their associates requires prior Shareholder approval under ASX Listing Rule 10.14 before it can be made, and the passing of this Resolution will not enable the Company to issue any Equity Securities to a Director or their associates.

The Directors of the Company unanimously recommend that Shareholders vote in favour of this Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 4.

8. Resolutions 5(a) and 5(b) – Ratification of prior issue of Consideration Securities (ASX Listing Rule 7.1)

8.1 General

On 2 March 2026, the Company announced that it had entered into a binding option agreement with Centretop Holdings Pty Ltd to acquire a 100% legal and beneficial interest in the 'Gidgee Gold Project' (**Project**) (**Option Agreement**).

A summary of the material terms of the Option Agreement is set out below:

(a) (**Option Fee**): $10,000.

(b) (**Exercise Period**): within 60 days from the date of execution of the Option Agreement, subject to satisfaction of conditions precedent.

(c) (**Consideration**): the Company agreed to pay and issue the following consideration to Centretop Holdings Pty Ltd upon the exercise of the option to acquire the Project:

(i) a cash payment of $90,000 (payable at settlement); and

(ii) that number of Shares in the Company, equal to $150,000 at a minimum issue price of $0.05 per Share issued at the 20-day VWAP (being 3,000,000 Shares) (**Consideration Shares**).

(d) (**Deferred Consideration**): 1,000,000 Performance Rights each convertible into Shares (equal to $50,000 subject to a minimum price of $0.05 per Share and capped at 1,000,000 Shares) subject to and conditional upon the Company's announcement of a JORC Code (2012) compliant Mineral Resource of at least 100,000 ounces of gold (**Au**) at a minimum cut-off grade of 0.5g/t Au and average grade of ≥1.0 g/t Au within 48 months from the date of issue (**Consideration Performance Rights**).

The Option Agreement otherwise contains terms considered standard for an agreement of this nature. More information on the Option Agreement or Project may be found in the Annual Report and the Company's announcement dated 2 March 2026.

The Company issued the Consideration Shares and Consideration Performance Rights (together, the **Consideration Securities**) to Centretop Holdings Pty Ltd (and/or its nominees) on 28 May 2026.

The issue of Consideration Securities did not breach ASX Listing Rule 7.1.

Accordingly, Resolutions 5(a) and 5(b) seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 3,000,000 Consideration Shares and 1,000,000 Consideration Performance Rights.

8.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

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

8.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1)

the issue of those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

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 ASX Listing Rule 7.1. Consequently, by ratifying the issue of the Consideration Securities, the Company will retain the flexibility to issue Equity Securities in the future up to its 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

8.4 Technical information required by ASX Listing Rule 14.1A

If Resolutions 5(a) and 5(b) are passed, the Consideration Securities will not be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 5(a) and 5(b) are not passed, the Consideration Securities will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue under ASX Listing Rule 7.1 without Shareholder approval over the 12-month period following the issue date.

8.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 5(a) and 5(b):

(a) the Consideration Securities were issued to Centretop Holdings Pty Ltd (and/or its nominee(s));

(b) a total of:

(i) 3,000,000 Consideration Shares were issued pursuant to the Company's ASX Listing Rule 7.1 placement capacity; and

(ii) 1,000,000 Consideration Performance Rights were issued pursuant to the Company's ASX Listing Rule 7.1 placement capacity;

(c) the Consideration Shares issued were all fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Consideration Performance Rights were issued on the terms and conditions set out in Schedule 4;

(e) the Consideration Securities were issued on 28 May 2026;

(f) the deemed issue price of the Consideration Shares and Consideration Performance Rights was $0.05 each;

(g) the purpose of the issue of the Consideration Securities was to satisfy the Company's obligations under the Option Agreement;

(h) the Consideration Securities were issued under the Option Agreement. A summary of the material terms is set out in Section 8.1 (above); and

(i) a voting exclusion statement is included in the Notice for Resolutions 5(a) and 5(b).

8.6 Board recommendation

The Directors of the Company believe Resolutions 5(a) and 5(b) are in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolutions. The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 5(a) and 5(b).

9. Resolutions 6(a) and 6(b) – Ratification of prior issue of Tranche 1 Placement Shares (ASX Listing Rules 7.1 and 7.1A)

9.1 General

On 19 October 2026, the Company announced that it had received firm commitments from sophisticated and professional investors (**Placement Participants**) for a placement to raise up to a total of $1,800,000 (before costs), via the issue of up to a total of 36,000,000 Shares at an issue price of $0.05 per Share (**Placement Shares**) (**Placement**).

The Placement comprises as follows:

(a) up to 31,545,832 Placement Shares (**Tranche 1 Placement Shares**) to be issued under the Company's existing ASX Listing Rules 7.1 and7.1A capacity (being the subject of Resolutions 6(a) and 6(b)); and

(b) up to 4,454,168 Placement Shares as follows:

(i) 1,654,168 Placement Shares (**Tranche 2 Placement Shares**), to be issued, subject to the receipt of Shareholder approval, to the Placement Participants (and/or their respective nominees) (being the subject of Resolution 7); and

(ii) 2,800,000 Placement Shares (**Director Placement Shares**), to be issued, subject to the receipt of Shareholder approval, to the Directors (and/or their respective nominees) (the subject of Resolutions 13(a)-13(c)).

The funds raised from the Placement will be used towards exploration activities at the Gidgee Gold Project and towards general working capital (including the costs of the Placement).

The Tranche 1 Placement Shares are expected to be issued on 26 October 2026, as follows:

(c) 17,327,499 Tranche 1 Placement Shares were issued pursuant to the Company's ASX Listing Rule 7.1 capacity (being the subject of Resolution 6(a)); and

(d) 14,218,333 Tranche 1 Placement Shares were issued pursuant to the Company's ASX Listing Rule 7.1A capacity (being the subject of Resolution 6(b)).

The issue of the Tranche 1 Placement Shares did not breach ASX Listing Rule 7.1.

Euroz Hartleys Limited and Salient Corporate Pty Ltd acted as joint lead managers to the Placement, and will receive a cash fee of six per cent (6%) of the total funds raised under the Placement and subject to shareholder approval, the Company will issue Euroz Hartleys Limited and Salient Corporate Pty Ltd (and/or their respective nominees) up to 12,500,000 Options (exercisable at $0.08 and expiring on the date that is three (3) years from the date of issue) (being the subject of Resolution 8)

Further details regarding the Placement are set out in the Company's announcement dated 19 October 2026.

Accordingly, Resolutions 6(a) and 6(b) seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of 31,545,832 Tranche 1 Placement Shares expected to be issued on 26 October 2026.

9.2 ASX Listing Rules 7.1 and 7.1A

A summary of ASX Listing Rule is set out at Section 8.2 above.

Under ASX Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolutions passed at its annual general meeting, to increase the 15% limit in ASX Listing Rule 7.1 by an extra 10%, to a combined 25%.

The issue of the Tranche 1 Placement Shares does not fit within the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the combined 25% limit in ASX Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

9.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX 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 ASX Listing Rule 7.1. By ratifying the issue of the Tranche 1 Placement Shares, the Company will retain flexibility to issue the equity securities in the future up to the combined 25% annual placement capacity set out in ASX Listing Rules 7.1 and 7.1A without the requirement to obtain prior Shareholder approval. To this end, Resolutions 6(a) and 6(b) seek Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares for the purpose of ASX Listing Rule 7.4.

9.4 Technical information required by ASX Listing Rule 14.1A

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

If Resolution 6(a) is not passed, 17,327,499 Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue under ASX Listing Rule 7.1 without Shareholder approval over the 12 month period following the issue date. If Resolution 6(b) is not passed 14,218,333 Tranche 1 Placement Shares will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue under ASX Listing Rule 7.1A, without Shareholder approval over the 12 month period following the issue date.

9.5 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 6(a) and 6(b):

(a) the Tranche 1 Placement Shares were issued to a portion of the Placement Participants (**Tranche 1 Placement Participants**), being a combination of sophisticated and professional investors who are clients of the Joint Lead Managers and new and existing Shareholders of the Company. The Tranche 1 Placement Participants were identified through a book build process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the Tranche 1 Placement Participants are:

(i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

(ii) were issued more than 1% of the issued capital of the Company;

(c) a total of 31,545,832 Tranche 1 Placement Shares were issued, as follows:

(i) 17,327,499 Tranche 1 Placement Shares issued pursuant to the Company's ASX Listing Rule 7.1 capacity (being the subject of Resolution 6(a)); and

(ii) 14,218,333 Tranche 1 Placement Shares issued pursuant to the Company's ASX Listing Rule 7.1A capacity (being the subject of Resolution 6(b));

(d) the Tranche 1 Placement Shares expected to be issued on 26 October 2026;

(e) the Tranche 1 Placement Shares issued were fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;

(f) the issue price of the Tranche 1 Placement Shares was $0.05 each;

(g) the purpose of the issue of the Tranche 1 Placement Shares was to raise approximately $1,577,291 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be aggregated with funds raised from the issue of the Tranche 2 Placement Shares, and used in accordance with the use of funds set out in Section 9.1above;

(h) the Tranche 1 Placement Shares were not issued under an agreement; and

(i) a voting exclusion statement is included in the Notice in respect of Resolutions 6(a) and 6(b).

9.6 Board Recommendation

The Directors of the Company believe Resolutions 6(a) and 6(b) are in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of those Resolutions. The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 6(a) and 6(b).

10. Resolution 7 – Approval to issue Tranche 2 Placement Shares

10.1 General

As announced on 19 October 2026 and as set out in Section 9.1 above, the issue of the Tranche 2 Placement Shares is subject to prior Shareholder approval.

Accordingly, Resolution 7 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 1,654,168 Tranche 2 Placement Shares.

10.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out at Section 8.2 above.

The proposed issue of the Tranche 2 Placement Shares does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 2 Placement Shares. Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

10.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares within three (3) months after the Meeting. In addition, the issue of the Tranche 2 Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares, and no further funds will be raised under the Placement.

10.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

(a) the Tranche 2 Placement Shares will be issued to a portion of the Placement Participants (**Tranche 2 Placement Participants**), who are a combination of unrelated sophisticated and professional investors and existing Shareholders of the Company. The Tranche 2 Placement Participants were identified through a book build process, which involved the Company seeking expressions of interest to participate in the Placement from non-related parties of the Company;

(b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Tranche 2 Placement Participants are:

  (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

  (ii) will be issued more than 1% of the issued capital of the Company;

(c) a total of up to 1,654,168 Tranche 2 Placement Shares will be issued;

(d) the Tranche 2 Placement Shares will be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;

(e) the Tranche 2 Placement Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(f) the issue price of the Tranche 2 Placement Shares is $0.05 each;

(g) the purpose of the issue of the Tranche 2 Placement Shares is to raise approximately $82,708.40 (before costs). Funds raised from the issue of the Tranche 2 Placement will be aggregated with funds raised from the issue of the Tranche 1 Placement Shares, and used in accordance with the use of funds set out in Section 9.1 above;

(h) the Tranche 2 Placement Shares are not being issued under an agreement;

(i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is included in Resolution 7 of the Notice.

10.5 Board Recommendation

The Directors of the Company believe Resolution 7 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 7. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 7.

11. Resolution 8 – Approval to issue Joint Lead Manager Options

11.1 General

As announced on 19 October 2026 and as set out in Section 9.1 above, Euroz Hartleys Limited and Salient Corporate Pty Ltd (together, the **Joint Lead Manager**) acted as lead manager to the Placement, pursuant to the mandate between the Company and Joint Lead Managers (**Joint Lead Manager Mandate**).

Pursuant to the Joint Lead Manager Mandate, the Company has agreed (subject to obtaining prior Shareholder approval) to issue the Joint Lead Managers (and/or its respective nominees) up to 12,500,000 Options (exercisable at $0.08 and expiring on the date that is three (3) years from the date of issue) (**Joint Lead Manager Options**).

A summary of the material terms of the Joint Lead Manager Mandate is set out below:

(a) (**Services**): the Joint Lead Managers agree to provide lead manager services to the Company in respect of the Placement.

(b) (**Fees**): as consideration for the Services, the Company has agreed to:

(i) (**Capital Raising and Management Fee**): pay a capital raising and management cash fee of 6.0% (plus GST) of the total amount raised under the Placement; and

(ii) (**Joint Lead Manager Options**): subject to Shareholder approval, issue up to 12,500,000 Options (exercisable at $0.08 and expiring on the date that is three (3) years from the date of issue) to the Joint Lead Managers (and/or their respective nominees); and

(c) (**Termination**): the Company and Joint Lead Managers may terminate the Joint Lead Manager Mandate at any time by written notice to the other party if:

(i) a defaulting party fails to rectify any breach within 14 days after receiving written notice from the non-defaulting party identifying the breach;

(ii) any warranty or representation given by the defaulting party is not complied with or proves to be untrue; or

(iii) an Insolvency Event occurs in relation to either party.

The Joint Lead Manager Mandate is otherwise on terms and conditions that are considered standard for an agreement of this nature.

11.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 8.2.

The proposed issue of the Joint Lead Manager Options is subject to Shareholder approval (which falls under Exception 17 of ASX Listing Rule 7.2). Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Joint Lead Manager Options.

11.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options. In addition, the issue of the Joint Lead Manager Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Joint Lead Manager Options and the Company will be required to consider alternative payment in lieu of such issue.

11.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8

(a) the Joint Lead Manager Options will be issued to Euroz Hartleys Limited and Salient Corporate Pty Ltd (and/or its respective nominees), who are not related parties or substantial holders of the Company;

(b) a total of up to 12,500,000 Joint Lead Manager Options will be issued;

(c) the Joint Lead Manager Options will be issued on the terms and conditions set out in Schedule 5;

(d) the Joint Lead Manager Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(e) the Joint Lead Manager Options will be issued at a nil issue price;

(f) the Joint Lead Manager Options will be issued as consideration for the purpose of satisfying the Company's obligations under the Joint Lead Manager Mandate;

(g) the Joint Lead Manager Options will be issued pursuant to the Lead Manager Mandate, a summary of the material terms of this agreement are set out in Section 11.1 above;

(h) the Joint Lead Manager Options are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement is included in Resolution 8 of this Notice.

11.5 Board Recommendation

The Directors of the Company believe that Resolution 8 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 8. The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 8.

12. Resolution 9 – Approval to issue Incentive Performance Rights to CEO (Mr Peter Goh)

12.1 General

Resolution 9 seeks Shareholder approval pursuant to ASX Listing Rule 7.1, for the issue of up to 4,000,000 Performance Rights in various tranches to Mr Peter Goh (and/or his nominees), the Chief Executive Officer (**CEO**) of the Company.

The Performance Rights comprise of the following tranches (**Incentive Performance Rights**):

Tranche	Milestone	Expiry Date
1	The Tranche 1 Performance Rights will vest into fully paid ordinary shares of the Company (**Shares**) (1:1 basis) upon: (a) the Company's 20-day volume weighted average share price achieving $0.08 (or greater); or (b) the Company announcement a JORC reported mineral resource (inferred or greater) of more than 100,000 ounces at a minimum grade of 0.8g/t Au at Gidgee Gold Project	At 5:00pm (AWST) on the date that is four (4) years from the date of issue.
2	The Tranche 2 Performance Rights will vest into Shares (1:1 basis) upon: (a) the Company's 20-day volume weighted average share price achieving $0.10 (or greater); or (b) the Company announcement a JORC reported mineral resource (inferred or greater) of more than 100,000 ounces at a minimum grade of 0.8g/t Au at Gidgee Gold Project.	At 5:00pm (AWST) on the date that is four (4) years from the date of issue.

A total of 4,000,000 Incentive Performance Rights are to be issued to Mr Goh (and/or his nominees) as follows:

(a) up to 2,000,000 Tranche 1 Performance Rights; and

(b) up to 2,000,000 Tranche 2 Performance Rights.

12.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 8.2 above.

The proposed issue of the Incentive Performance Rights is subject to Shareholder approval (which falls under Exception 17 of ASX Listing Rule 7.2). Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Incentive Performance Rights.

12.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Incentive Performance Rights. In addition, the issue of the Incentive Performance Rights will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Incentive Performance Rights.

12.4 Specific information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

(a) the Incentive Performance Rights will be issued to Mr Peter Goh (and/or his nominees), who is not a related party or substantial holder of the Company;

(b) a total of up to 4,000,000 Incentive Performance Rights will be issued (comprising of 2,000,000 Tranche 1 Performance Rights and 2,000,000 Tranche 2 Performance Rights);

(c) the Incentive Performance Rights will be issued on the terms and conditions set out in Schedule 6;

(d) the Incentive Performance Rights will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

(e) the Incentive Performance Rights are being issued to reward and incentivise Mr Goh in his role as CEO;

(f) the Incentive Performance Rights will be for a nil issue price;

(g) the Incentive Performance Rights are not being issued under an agreement; and

(h) a voting exclusion statement is included in the Notice.

12.5 Board recommendation

The Directors of the Company believe Resolution 9 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution. The Chair intends to vote undirected proxies in favour of Resolution 9.

13. Resolutions 10(a), 10(b) and 10(c) – Approval to issue Incentive Performance Rights to Director (Mr Steven Formica, Mr Chris Tuckwell and Mr David Palumbo)

13.1 General

Resolutions 10(a) – 10(c) (inclusive) seeks Shareholder approval pursuant to section 195(4) and section 208 of the Corporations Act and ASX Listing Rule 10.14, for the issue of a total of up to 6,000,000 Incentive Performance Rights to the Directors of the Company, as follows;

	Mr Steven Formica (and/or his nominees) (the subject of Resolution 10(a))	Mr Chris Tuckwell (and/or his nominees) (the subject of Resolution 10(b))	Mr David Palumbo (and/or his nominees) (the subject of Resolution 10(c))
Tranche 1 Performance Rights	2,000,000	2,000,000	2,000,000
Total	**2,000,000**	**2,000,000**	**2,000,000**

The Incentive Performance Rights are being issued to incentivise the Directors in their performance of future services and to align the Directors with the long-term and short-term objectives of the Company.

13.2 Section 195(4) of the Corporations Act

The current Directors have a material personal interest in the outcome of Resolutions 10(a) – 10(c) (as applicable to each current Director) by virtue of the fact that these Resolutions are concerned with the issue of Incentive Performance Rights to all of the current Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

13.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company or an entity that the public company controls to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The grant of the Incentive Performance Rights constitutes giving a financial benefit. The Directors are related parties of the Company by virtue of being Directors.

Given that all of the Directors of the Company have a material personal interest, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. Therefore, Shareholder approval is also sought for the purpose of Chapter 2E of the Corporations Act.

13.4 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

(a) a director of the company;

(b) an associate of a director of the company; or

(c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the Incentive Performance Rights to the Directors (and/or their respective nominees) requires approval by Shareholders under ASX Listing Rule 10.14.1 (being existing Directors of the Company). Resolutions 10(a)-10(c) seek the required Shareholder approval for the issue of the Incentive Performance Rights pursuant to ASX Listing Rule 10.14.

13.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 10(a)-10(c) are passed, the Company will be able to proceed with the issue of the Incentive Performance Rights within 15 months after the date of the Meeting. As approval pursuant to ASX Listing Rule 7.1 is not required for the proposed issue of the Incentive Performance Rights (because approval is being obtained under ASX Listing Rule 10.14), the issue of the Incentive Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolutions 10(a)-10(c) are not passed, the Company will not be able to proceed with the issue of the Incentive Performance Rights to the Directors, and the Company may consider alternative forms of remuneration in lieu of such issue, subject to the ASX Listing Rules and the Corporations Act.

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

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 10(a) – 10(c):

(a) the Incentive Performance Rights will be issued to each of the existing Directors of the Company, that being, Mr Steven Formica, Mr Chris Tuckwell and Mr David Palumbo (and/or their respective nominee(s));

(b) each of Mr Steven Formica, Mr Chris Tuckwell and Mr David Palumbo falls within the category of ASX Listing Rule 10.14.1 by virtue of being Directors of the Company;

(c) a total of 6,000,000 Incentive Performance Rights will be issued to the Directors (and/or their nominee(s)) as follows:

	Mr Steven Formica (and/or his nominees) (the subject of Resolution 10(a))	**Mr Chris Tuckwell (and/or his nominees) (the subject of Resolution 10(b))**	**Mr David Palumbo (and/or his nominees) (the subject of Resolution 10(c))**
Tranche 1 Performance Rights	2,000,000	2,000,000	2,000,000
Total	**2,000,000**	**2,000,000**	**2,000,000**

(d) the remuneration package from the Company to each Director (and their respective associates) for the prior financial year and the proposed remuneration for the current financial year are set out below:

Director	**Current Financial Year ending 30 June 2027**	**Prior Financial Year ending 30 June 2026**
Mr Steven Formica[1]	$60,000	$280,718
Mr Chris Tuckwell[2]	$60,000	$273,513
Mr David Palumbo[3]	$60,000	$280,814

Notes:

1. For FY 2026, Mr Formica received total remuneration of $280,718, comprising of: $49,400 in director fees, $5,928 in superannuation payments and $225,390 in share-based payments. For FY 2027, Mr Formica is entitled to director fees of $60,000 per annum plus minimum statutory superannuation). If Resolution 10(a) is passed, Mr Formica will be entitled to be issued 2,000,000 Incentive Performance Rights. A valuation of the Incentive Performance Rights is set out at Schedule 7.
2. For FY 2026, Mr Tuckwell received total remuneration of $273,513, comprising of: $49,000 in director fees, $5,880 in superannuation payments and $218,633 in share-based payment. For FY 2027, Mr Tuckwell is entitled to director fees of $60,000 per annum plus statutory superannuation). If Resolution 10(b) is passed, Mr Tuckwell will be entitled to be issued 2,000,000 Incentive Performance Rights. A valuation of the Incentive Performance Rights is set out at Schedule 7.
3. For FY 2026, Mr Palumbo received total remuneration of $280,814, comprising of: $49,400 in director fees, $6,024 in superannuation payments and $225,390 in share-based payments. For FY 2027, Mr Palumbo is entitled to receive director fees of $60,000 per annum plus minimum

statutory superannuation). If Resolution 10(c) is passed, Mr Palumbo will be entitled to be issued 2,000,000 Incentive Performance Rights. A valuation of the Incentive Performance Rights is set out at Schedule 7.

(e) there have been no Equity Securities previously issued to each of Mr Steven Formica, Mr Chris Tuckwell and Mr David Palumbo under the Plan;

(f) a summary of the terms of the Incentive Performance Rights is set out in Schedule 6;

(g) a valuation of the Incentive Performance Rights is set out in Schedule 7 ;

(h) pursuant to ASX Listing Rule 10.15.7, the Incentive Performance Rights must be issued no later than three (3) years from the date of the Meeting. Notwithstanding this, and to comply with section 208 of the Corporations Act and ASX Listing Rule 10.15.7, the Incentive Performance Rights will be issued to the Directors (and/or their respective nominees) no later than fifteen (15) months after the date of the Meeting and it is anticipated that the Incentive Performance Rights will be issued on the same date;

(i) a summary of the material terms of the Plan is set out in Schedule 3;

(j) the Company has agreed to issue the Incentive Performance Rights to the Directors (and/or their respective nominees) (subject to Shareholder approval) to incentivise and reward the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, whilst allowing the Company to maintain cash reserves for continued operations. In addition, the Board considers the grant of the Incentive Performance Rights to the Directors to be reasonable, given the necessity to attract high calibre professionals to the Company whilst maintaining the Company's cash reserves;

(k) the number of Incentive Performance Rights to be issued has been determined upon a consideration of current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company and incentives to attract and ensure continuity of service of the Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;

(l) the Incentive Performance Rights are proposed to be issued under the Plan for nil cash consideration. Accordingly, no funds will be raised from the issue of the Incentive Performance Rights;

(m) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after Resolutions 10(a)-10(c) are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14;

(n) the current relevant interests of the Directors in securities of the Company as at the date of this Notice are:

Director	Shares	Options	Performance Rights
Mr Steven Formica[1]	10,750,000	5,000,000	Nil
Mr Chris Tuckwell[2]	2,666,667	5,000,000	Nil

Director	Shares	Options	Performance Rights
Mr David Palumbo[3]	8,683,334	5,000,000	Nil

Notes:

1. Comprising of:
   (a) 7,842,219 Shares and 5,000,000 unlisted Options (exercisable at $0.14 and expiring on 20 November 2029) held indirectly via Stevsand Investments Pty Ltd <Steven Formica Family A/C>, being an entity associated with Mr Formica; and
   (b) 2,907,781 Shares held indirectly via Formica Investments Pty Ltd <The Formica Family S/F A/C>.
2. Comprising of:
   (a) 666,667 Shares held indirectly via Tuckoloke Pty Ltd <Tuckoloke Super Fund A/C>, being an entity associated with Mr Tuckwell; and
   (b) 2,000,000 Shares and 5,000,000 unlisted Options (exercisable at $0.14 and expiring on 20 November 2029) held indirectly via Christopher Mark Tuckwell <Tuckwell Family Account>
3. Comprising of:
   (a) 5,933,334 Shares held directly; and
   (b) 2,750,000 Shares and 5,000,000 unlisted Options (exercisable at $0.14 and expiring on 20 November 2029) held indirectly via David Palumbo <Palumbo Family Trust>.

(o) if the Incentive Performance Rights are issued to the Directors and the respective vesting conditions are satisfied resulting in the Incentive Performance Rights converting into Shares (in accordance with their terms), a total of 6,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 145,183,333 to 151,183,333 (assuming no other Shares are issued or convertible securities exercised or vested) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of approximately 4.1%.

(p) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	$0.080	24 October 2025
Lowest	$0.038	4 August 2026
Last	$0.053	19 October 2026

(q) if each of Mr Steven Formica, Mr Chris Tuckwell and Mr David Palumbo are all issued the Incentive Performance Rights (the subject of Resolutions 10(a)-10(c)) and the respective vesting conditions are satisfied resulting in the Incentive Performance Rights converting into Shares (in accordance with their terms), they would hold 8.43%, 3.09% and 7.07% respectively of the issued capital of the Company, on an undiluted basis;

(r) in respect of Resolutions 10(a) – 10(c):

(i) the primary purpose of the grant of the Incentive Performance Rights is to reward and incentivise the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, and to align the Directors with the long-term and short-term objectives of the Company, whilst allowing the Company to maintain cash reserves for continued operations. In addition, the Board considers the grant of the Incentive Performance Rights to the Directors to be reasonable, given the necessity to attract high-calibre professionals to the Company whilst maintaining the Company's cash reserves;

(ii) the Board (other than in respect of the relevant Resolution that they have an interest in) considered the extensive experience and reputation of the relevant Director within the industry, the current market price of Shares and current market practices when determining the number of Incentive Performance Rights to be issued to the Directors; and

(iii) the Board does not consider there are any significant opportunity costs to the Company in issuing the Incentive Performance Rights to the Directors;

(s) there is no loan being made in respect of the Incentive Performance Rights;

(t) details of the Incentive Performance Rights issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement confirming that approval for the issue of the Incentive Performance Rights was sought and obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in the Notice, will not participate until approval is obtained under the relevant ASX Listing Rule;

(u) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions 10(a) – 10(c); and

(v) a voting exclusion statement is included for Resolutions 10(a) – 10(c) of this Notice.

13.7 Board recommendation

Each Director has a material personal interest in the outcome of Resolutions 10(a) – 10(c) on the basis that all the Directors (and/or their nominees) are to be issued Incentive Performance Rights. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 10(a) – 10(c) of this Notice.

14. Resolutions 11(a), 11(b) and 11(c) – Approval to issue Advisor Options (Mr Leo Horn, Mr James Cumming and Mr Ben Smith)

14.1 General

The Company has agreed, subject to prior Shareholder approval, to issue a total of up to 4,000,000 Options (exercisable at $0.08 and expiring on the date that is two (2) years from the date of issue) (**Advisor Options**), to advisors of the Company as follows:

(a) up to 1,500,000 Advisor Options to be issued to Mr Leo Horn (and/or his nominees) (being the subject of Resolution 11(a));

(b) up to 1,500,000 Advisor Options to be issued to Mr James Cumming (and/or his nominees) (being the subject of Resolution 11(b)); and

(c) up to 1,000,000 Advisor Options to be issued to Mr Ben Smith (and/or his nominees) (being the subject of Resolution 11(c)).

Accordingly, Resolutions 11(a)-11(c) (inclusive) seek Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 4,000,000 Advisor Options.

14.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is included at Section 8.2 above.

The proposed issue of the Advisor Options is subject to Shareholder approval (which falls under Exception 17 of ASX Listing Rule 7.2). Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.1 for the issue of the Advisor Options.

14.3 Technical information required by ASX Listing Rule 14.1A

If Resolutions 11(a) – 11(c) are passed, the Company will be able to proceed with the issue of the Advisor Options. In addition, the issue of the Advisor Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 11(a) – 11(c) are not passed, the Company will not be able to proceed with the issue of the Advisor Options.

14.4 Specific information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 11(a)-11(c):

(a) the Advisor Options will be issued to Mr Leo Horn, Mr James Cumming and Mr Ben Smith (and/or their respective nominees), who are not related parties or substantial holders of the Company;

(b) a maximum of 4,000,000 Advisor Options will be issued as follows:

(i) up to 1,500,000 Advisor Options to be issued to Mr Leo Horn (and/or his nominees) (being the subject of Resolution 11(a));

(ii) up to 1,500,000 Advisor Options to be issued to Mr James Cumming (and/or his nominees) (being the subject of Resolution 11(b)); and

(iii) up to 1,000,000 Advisor Options to be issued to Mr Ben Smith (and/or his nominees) (being the subject of Resolution 11(c)).

(c) the Advisor Options will be issued on the terms and conditions set out in Schedule 8;

(d) the Advisor Options will be issued no later than three (3) months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);

(e) the Advisor Options will be issued for a nil issue price. Accordingly, no funds will be raised from the issue;

(f) the Advisor Options are being issued to incentivise and reward each of the recipients in their respective roles with the Company;

(g) the Advisor Options are not being issued under an agreement;

(h) the Advisor Options are not being issued under or to fund a reverse takeover; and

(i) a voting exclusion statement is included in this Notice.

14.5 Board recommendation

The Directors of the Company believe Resolutions 11(a)-11(c) are in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolutions. The Chair intends to vote undirected proxies in favour of Resolution 11(a)-11(c).

15. Resolution 12 – Renewal of Proportional Takeover Provisions

15.1 General

Resolution 12 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Clause 110 of the Company's Constitution contains proportional takeover approval provisions (**Proportional Takeover Provisions**). The Proportional Takeover Provisions enable the Company to refuse to register Equity Securities acquired under a proportional takeover bid unless a resolution is passed by the Shareholders in a general meeting approving the offer.

Pursuant to section 648G of the Corporations Act, the proportional takeover approval provisions in a company's constitution must be re-approved by shareholders every three (3) years or they will cease to have effect. The Proportional Takeover Provisions have not been renewed in the last three (3) years.

Resolution 12 seeks Shareholder approval, by special resolution, to modify the Constitution by re-inserting the Proportional Takeover Provisions for three (3) years in accordance with section 648G(4) of the Corporations Act. The proposed Proportional Takeover Provisions are identical to those previously contained in clause 110 of the Constitution.

If Resolution 12 is approved by the Shareholders, the Proportional Takeover Provisions will be renewed and have effect on the terms as set out in clause 110 of the Company's Constitution, until 27 November 2029 (being three (3) years from the date of this Meeting).

A copy of the Constitution is available for download from the Company's ASX Market Announcements Platform (ASX: 28 April 2021) at https://www.asx.com.au/markets/trade-our-cash-market/announcements. Alternatively, a copy of the Constitution can also be sent to Shareholders upon request to the Company Secretary by sending an email to David@miningcorporate.com.au.

15.2 Technical information required by section 648G of the Corporations Act

Section 648G of the Corporations Act requires that the following information is provided to shareholders when they are considering the renewal of proportional takeover provisions in a constitution:

What is a proportional takeover bid?	A proportional off-market takeover bid (**Proportional Takeover Bid**) is a takeover bid where the offer made to each shareholder is only for a specified proportion of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders. The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.
Effect of re-insertion	If re-inserted and if a Proportional Takeover Bid is made to Shareholders of the Company, pursuant to clause 110 of the Constitution, a meeting of Shareholders must be called to vote on a resolution to approve the proportional takeover. The resolution is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, excluding the bidder and its associates. Where the resolution approving the Proportional Takeover Bid is passed, transfers of securities resulting from accepting the Proportional Takeover Bid are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASX Operating Rules and the Constitution. If the resolution is rejected, then under the Corporations Act the Proportional Takeover Bid is deemed to be withdrawn.
Reasons for re-inserting the Proportional Takeover Provisions	Without the Proportional Takeover Provisions, a Proportional Takeover Bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The Proportional Takeover Provisions decrease this risk, as they allow Shareholders to decide whether a Proportional Takeover Bid is acceptable and should be permitted to proceed.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages of proportional takeover provisions	The Directors consider that the Proportional Takeover Provisions have no potential advantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

	The potential advantages of the Proportional Takeover Provisions for Shareholders include: (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.
Potential disadvantages of proportional takeover provisions	The Directors consider that the Proportional Takeover Provisions have no disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential disadvantages of the Proportional Takeover Provisions for Shareholders include: (a) proportional takeover bids may be discouraged; (b) a lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.

15.3 Board recommendation

The Directors of the Company do not believe the potential disadvantages outweigh the potential advantages of adopting the Proportional Takeover Provisions and as a result consider that the proposed Proportional Takeover Provisions in the Constitution are in the best interests of the Company and its Shareholders, and unanimously recommend that the Shareholders vote in favour of Resolution 12. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 12.

16. Resolutions 13(a), 13(b) and 13(c) – Approval to issue Director Placement Shares (Mr Steven Formica, Mr David Palumbo and Mr Chris Tuckwell)

16.1 General

As set out in Section 9.1 above, Mr Steven Formica, Mr David Palumbo and Mr Chris Tuckwell have each committed, subject to Shareholder approval, to participate in the Placement, to raise up to a total of $140,000 (before costs) (**Director Placement Participation**).

Accordingly, Resolutions 13(a)-13(c) seek Shareholder approval pursuant to Listing Rule 10.11, for the issue of:

(a) up to 2,000,000 Director Placement Shares to be issued to Mr Steven Formica (and/or his nominees) (the subject of Resolution 13(a));

(b) up to 400,000 Director Placement Shares to be issued to Mr David Palumbo (and/or his nominees) (the subject of Resolution 13(b)); and

(c) up to 400,000 Director Placement Shares to be issued to Mr Chris Tuckwell (and/or his nominees) (the subject of Resolution 13(c)).

The Director Placement Participation is on the same terms as the issue of the Placement Shares to unrelated Placement Participants. Further details regarding the Placement are set out in Section 9.1 above and the Company's announcement dated 19 October 2026.

16.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out at Section 13.3 above.

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to the Directors, who are each a related party of the Company by virtue of being a Director.

In respect of Resolution 13(a), the Directors (except for Mr Steven Formica), each of whom do not have a material personal interest in Resolution 13(a), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of the Director Placement Shares to Mr Steven Formica (and/or his nominees), given that the proposed issue of the Director Placement Shares are considered to be on arm's length terms (being on the same terms and conditions as the Placement to the unrelated Placement Participants).

In respect of Resolution 13(b), the Directors (except for Mr David Palumbo), each of whom do not have a material personal interest in Resolution 13(b), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of the Director Placement Shares to Mr David Palumbo (and/or his nominees), given that the proposed issue of the Director Placement Shares are considered to be on arm's length terms (being on the same terms and conditions as the Placement to the unrelated Placement Participants).

In respect of Resolution 13(c), the Directors (except for Mr Chris Tuckwell), each of whom do not have a material personal interest in Resolution 13(c), have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed issue of the Director Placement Shares to Mr Chris Tuckwell (and/or his nominees), given that the proposed issue of the Director Placement Shares are considered to be on arm's length terms (being on the same terms and conditions as the Placement to the unrelated Placement Participants).

16.3 ASX Listing Rule 10.11

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

(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 Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of the Director Placement Shares falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. Accordingly, the proposed issue of the Director Placement Shares requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 13(a)-13(c) seek the required Shareholder approval for the proposed issue of the Director Placement Shares for the purposes of ASX Listing Rule 10.11.

16.4 Technical information required by ASX Listing Rule 14.1A

If Resolutions 13(a)-13(c) are passed, the Company will be able to proceed with the issue of the Director Placement Shares to the Directors (and/or their respective nominees) within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Placement Shares will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1. The issue of the Director Placement Shares will also allow the Company to raise additional funds (of approximately $140,000 (before costs)) which will be used in the manner set out in Section 9.1.

If Resolutions 13(a)-13(c) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and no further funds will be raised.

16.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in respect of Resolutions 13(a)-13(c):

(a) the Director Placement Shares will be issued to Mr Steven Formica, Mr David Palumbo and Mr Chris Tuckwell (and/or their respective nominees);

(b) Mr Steven Formica, Mr David Palumbo and Mr Chris Tuckwell each falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

(c) a maximum of 2,800,000 Director Placement Shares will be issued as follows:

(i) up to 2,000,000 Director Placement Shares to be issued to Mr Steven Formica (and/or his nominees) (the subject of Resolution 13(a));

(ii) up to 400,000 Director Placement Shares to be issued to Mr David Palumbo (and/or his nominees) (the subject of Resolution 13(b)); and

(iii) up to 400,000 Director Placement Shares to be issued to Mr Chris Tuckwell (and/or his nominees) (the subject of Resolution 13(c));

(d) the Director Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Director Placement Shares will be issued no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Director Placement Shares will occur on the same date;

(f) the issue price will be $0.05 per Director Placement Share (being on the same terms and conditions as the Placement Shares to be issued to unrelated Placement Participants pursuant to the Placement);

(g) the purpose of the issue of the Director Placement Shares is to raise an additional $140,000 (before costs). Funds raised under the Director Placement Participation will be aggregated with funds raised via the issue of the Tranche 1 Placement Shares and Tranche 2 Placement Shares, and used in the manner as set out in Section 9.1 above;

(h) the issue of the Director Placement Shares is not intended to remunerate or incentivise the Directors;

(i) the Director Placement Shares are not issued under an agreement; and

(j) a voting exclusion statement is set out in the Notice in respect of Resolutions 13(a)-13(c).

16.6 **Board Recommendation**

The Directors of the Company (except for Mr Steven Formica, who has a material personal interest in Resolution 13(a)) believe that Resolution 13(a) is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 13(a). The Chair of the meeting intends to vote undirected proxies in favour of Resolution 13(a).

The Directors of the Company (except for Mr David Palumbo, who has a material personal interest in Resolution 13(b)) believe that Resolution 13(b) is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 13(b). The Chair of the meeting intends to vote undirected proxies in favour of Resolution 13(b).

The Directors of the Company (except for Mr Chris Tuckwell, who has a material personal interest in Resolution 13(c)) believe that Resolution 13(c) is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 13(c). The Chair of the meeting intends to vote undirected proxies in favour of Resolution 13(c).

SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

$ means Australian dollars.

10% Placement Facility has the meaning given to that phrase in Section 6.1.

10% Placement Period has the meaning given to that phrase in Section 6.2(f).

Advisor Options has the meaning given to that phrase in Section 14.1.

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

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the ASX Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX.

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

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

Board means the board of Directors.

Business Day means:

(a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and

(b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Child Entity has the meaning given in the ASX Listing Rules.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member; or

(b) any other person within the meaning given in section 9 of the Corporations Act.

Company means Albion Resources Limited (ACN 620 545 664).

Company Secretary means the company secretary of the Company.

Consideration Performance Rights has the meaning given to that phrase in Section 8.1(d).

Consideration Securities has the meaning given to that phrase in Section 8.1.

Consideration Shares has the meaning given to that phrase in Section 8.1(c)(ii).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Director Placement Participation has the meaning given in Section 16.1

Director Placement Shares has the meaning given in Section 9.1.

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

Equity Securities has the meaning given to that phrase in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

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

Incentive Performance Rights has the meaning given to that term in Section 12.1.

Joint Lead Manager has the meaning given to that term in Section 11.1.

Joint Lead Manager Mandate has the meaning given to that term in Section 11.1.

Joint Lead Manager Options has the meaning given to that term in Section 11.1.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting or **Annual General Meeting** has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Option Agreement has the meaning given to that phrase in Section 8.1.

Performance Right means a right to acquire a Share on the satisfaction of certain performance milestones.

Placement has the meaning given to that term in Section 9.1.

Placement Participants has the meaning given to that term in Section 9.1.

Placement Shares has the meaning given to that term in Section 9.1.

Plan has the meaning given to that term in Section 7.1.

Project has the meaning given to that term in Section 8.1.

Proportional Takeover Bid has the meaning given to that phrase in Section 15.2.

Proportional Takeover Provisions has the meaning given to that phrase in Section 15.1.

Proxy Form means the proxy form attached to the Notice.

Related Party has the meaning given to that phrase in:

(a) Chapter 19 of the ASX Listing Rules; or

(b) section 9 of the Corporations Act.

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

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.

Tranche 1 Placement Participants has the meaning given to that term in Section 9.5(a).

Tranche 1 Placement Shares has the meaning given to that term in Section 9.1.

Tranche 2 Placement Participants has the meaning given to that term in Section 10.4(a).

Tranche 2 Placement Shares has the meaning given to that term in Section 9.1.

Two Strikes Rule has the meaning given to that phrase in Section 4.

VWAP means volume weighted average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Equity Securities Issued under ASX Listing Rule 7.1A in the 12 months preceding the Annual General Meeting

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons were determined	Issue Price and discount	Rule pursuant to which the Issue is made	Consideration	
26 October 2026	14,218,333	Fully-paid Ordinary Shares	The fully paid ordinary shares were issued to: sophisticated and professional investors as part of a private Placement.	Issue Price: $0.05, being 83.5% of the 15-day VWAP.	14,218,333 Fully paid ordinary shares issued pursuant to ASX Listing Rule 7.1A.	Total cash consideration	$710,916
						Amount of cash consideration spent and Description of what consideration was spent on	Nil The Company is still awaiting completing of the placement as at the date of signing this notice
						Amount of cash consideration remaining and Intended use for remaining cash consideration	$710,916 – The Company is still awaiting receipt of the funds as at the date of signing this notice but has received firm commitments Intended use of remaining funds: The funds will be directed towards exploration and working capital.
						Non-cash consideration paid and current value of that non-cash consideration	
						Total cash consideration	$710,916

SCHEDULE 3 – Summary of the Employee Securities Incentive Plan

A summary of the terms of the Plan is set out below:

(a) (**Eligible Participant**): Eligible Participant means a person that:

(i) is an "ESS participant" (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an Invitation made on or after 1 October 2022; and

(ii) has been determined by the Board to be eligible to participate in the Plan from time to time.

(b) (**Purpose**): The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(c) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

(d) (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(e) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the Invitation, the Plan rules and any ancillary documentation required.

(f) (**Terms of Convertible Securities**): Each "Convertible Security" represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in "Special Circumstances" (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(g) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the Invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant

by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(h) (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the Invitation.

(i) (**Cashless exercise of Convertible Securities**): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date, unless otherwise specified in an Invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(j) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the Invitation.

(l) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(m) (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) (**Disposal restrictions on Plan Shares**): If the Invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(o) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) (**Compliance with applicable laws**): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect of Convertible Securities where the exercise price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an Invitation:

(i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an Invitation; and

(ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous three (3) year period prior to the date the Invitation is made,

does not exceed:

(i) if the Constitution specifies an issue cap percentage, that percentage; or

(ii) if the Constitution does not specify an issue cap percentage, five percent (5%) (or such other maximum permitted under any applicable law),

of the total number of Shares on issue at the date of the Invitation.

(r) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(s) (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

SCHEDULE 4 – Terms and Conditions of Consideration Performance Rights

The following terms and conditions apply to the Consideration Performance Rights (Resolution 5(b)):

(a) **Grant Price**

Each Performance Right will be granted by the Company for nil cash consideration.

(b) **Rights**

(i) The Performance Rights do not carry any voting rights in the Company.

(ii) The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.

(iii) The Performance Rights do not entitle the holder to any dividends.

(iv) The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.

(v) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(vi) In the event the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the economic and other rights of the holder are not diminished or terminated.

(vii) Subject always to the rights under paragraph (b)(vi), a Performance Right does not entitle the holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(viii) The Performance Rights give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(c) **Conversion**

(i) The Performance Rights in the relevant class (**Class**) immediately vest and becomes exercisable by the holder into fully paid ordinary shares in the capital of the Company (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company has satisfied the relevant condition (**Condition**) applicable to each Class by the relevant expiry date (**Expiry Date**), set out below:

Vesting Condition	Expiry Date
The Company announcing a JORC Code (2012) compliant Mineral Resource of at least 100,000 ounces of gold (Au) at a minimum cut-off grade of 0.5g/t Au and average grade of ≥1.0 g/t Au.	At 5:00pm (AWST) on the date that is 48 months from the date of issue.

(ii) In order to exercise the Performance Rights into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class into the Conversion Shares.

(iii) Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms will not result in any person being in contravention of section 606(1) of the Corporations Act.

(iv) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.

(v) The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

(d) **Expiry**

Performance Rights will automatically be deemed to be terminated and cancelled by the Company for nil cash consideration in the event that:

(i) they have not otherwise been validly exercised into Conversion Shares on or before the earlier of the relevant Expiry Date.

(e) **Transferability**

The Performance Rights are not transferable.

(f) **Compliance with the law**

(i) Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.

(ii) Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.

(iii) If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.

(iv) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms in order to comply with the Listing Rules.

(v) Any reference to the Listing Rules in these terms and conditions is to be complied with only where the Company is admitted to the official list of ASX at the relevant time.

(g) **Control Event**

(i) A change of control event (**Control Event**) occurs where:

(1) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Company's Shares;

(2) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

(3) any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.

(ii) All the Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares upon the occurrence of a Control Event. Following which, the holder can exercise the Performance Rights into a Conversion Share in accordance with paragraph (c)(iii).

(iii) The automatic conversion shall only occur if the relevant Control Event is triggered by a person who does not control the entity at the time the Performance Rights were issued.

SCHEDULE 5 – Terms and Conditions of Joint Lead Manager Options

The following terms and conditions apply to the Joint Lead Manager Options (Resolution 8):

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is $0.08 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary

to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

Subject to the Board's discretion, the Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(l) **Quotation**

Subject to the Board's discretion, the Company may seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation of the Listing Rules. In the event that the Board elects not to obtain quotation, or quotation of the Options cannot be obtained, the Options will remain unquoted.

SCHEDULE 6 – Terms and Conditions of Incentive Performance Rights

The following terms and conditions apply to the Incentive Performance Rights (Resolutions, 9, 10(a)-10(c)):

(a) **Grant Price**

Each Performance Right will be granted by the Company for nil cash consideration.

(b) **Rights**

(i) The Performance Rights do not carry any voting rights in the Company.

(ii) The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.

(iii) The Performance Rights do not entitle the holder to any dividends.

(iv) The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.

(v) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(vi) In the event the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the economic and other rights of the holder are not diminished or terminated.

(vii) Subject always to the rights under paragraph (b)(vi), a Performance Right does not entitle the holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(viii) The Performance Rights give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(c) **Conversion**

(i) The Performance Rights in the relevant class (**Class**) immediately vest and becomes exercisable by the holder into fully paid ordinary shares in the capital of the Company (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company has satisfied the relevant condition (**Condition**) applicable to each Class by the relevant expiry date (**Expiry Date**), set out below:

Tranche	Vesting Condition	Expiry Date
1	The Tranche 1 Performance Rights will vest into fully paid ordinary shares of the Company (**Shares**) (1:1 basis) upon: (a) the Company's 20-day volume weighted average share price achieving $0.08 (or greater); or (b) the Company announcement a JORC reported mineral resource (inferred or greater) of more than 100,000	At 5:00pm (AWST) on the date that is four (4) years from the date of issue.

	ounces at a minimum grade of 0.8g/t Au the Gidgee Gold Project	
2	The Tranche 2 Performance Rights will vest into Shares (1:1 basis) upon: (a) the Company's 20-day volume weighted average share price achieving $0.10 (or greater); or (b) the Company announcement a JORC reported mineral resource (inferred or greater) of more than 100,000 ounces at a minimum grade of 0.8g/t Au at Gidgee Gold Project	At 5:00pm (AWST) on the date that is four (4) years from the date of issue.

(ii) In order to exercise the Performance Rights into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class into the Conversion Shares.

(iii) Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms will not result in any person being in contravention of section 606(1) of the Corporations Act.

(iv) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.

(v) The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

(d) **Expiry**

Performance Rights will automatically be deemed to be terminated and cancelled by the Company for nil cash consideration in the event that:

(i) the holder ceases to be employed, or their engagement is discontinued (for whatever reason), with the Company, unless the Board otherwise determines in its absolute discretion; or

(ii) they have not otherwise been validly exercised into Conversion Shares on or before the earlier of the relevant Expiry Date.

(e) **Transferability**

The Performance Rights are not transferable.

(f) **Compliance with the law**

(i) Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.

(ii) Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.

(iii) If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.

(iv) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms in order to comply with the Listing Rules.

(v) Any reference to the Listing Rules in these terms and conditions is to be complied with only where the Company is admitted to the official list of ASX at the relevant time.

(g) **Control Event**

(i) A change of control event (**Control Event**) occurs where:

(1) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Company's Shares;

(2) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

(3) any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.

(ii) All the Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares upon the occurrence of a Control Event. Following which, the holder can exercise the Performance Rights into a Conversion Share in accordance with paragraph (c)(iii).

(iii) The automatic conversion shall only occur if the relevant Control Event is triggered by a person who does not control the entity at the time the Performance Rights were issued.

SCHEDULE 7 – Valuation of Incentive Performance Rights to Directors

The Incentive Performance Rights to be issued to the Directors pursuant to Resolutions 9 and 10(a)-10(c) have been valued externally by an independent third party.

The Hoadleys Parisian Barrier Model valuation model and the assumptions set out below have been used to determine the indicative values of the Incentive Performance Rights proposed to be issued to the current Directors pursuant to Resolutions 10(a)-10(c):

Assumptions	Tranche 1a	Tranche 1b	Tranche 2a	Tranche 2b
Valuation Date	12-Oct-26	12-Oct-26	12-Oct-26	12-Oct-26
Number of Performance Rights	4,000,000	4,000,000	1,000,000	1,000,000
Spot Price	$0.062	$0.062	$0.062	$0.062
Share Price Target	$0.08	N/A	$0.10	N/A
Vesting Date	12-Oct 2030	12-Oct 2030	12-Oct 2030	12-Oct 2030
Expiry Date	12-Oct 2030	12-Oct 2030	12-Oct 2030	12-Oct 2030
Expected Future Volatility	74.4%	74.4%	74.4%	74.4%
Risk Free Rate[1]	4.89%	4.89%	4.89%	4.89%
Dividend Yield[2]	Nil	Nil	Nil	Nil
Valuation per Performance Right	**$0.056**	**$0.062**	**$0.053**	**$0.062**
Total Value[3]	**$224,000**	**$248,000**	**$53,000**	**$62,000**

(1) Based on the yields of Commonwealth bonds using a five-year bond rate being the period which most closely correspond to the life of the share performance rights. The interest rate has been sourced from the RBA as the closing rate on 12 October 2026, which is the most recent available data point.

(2) Assumes the Company is not expected to pay dividends over the life of the Share Performance Rights.

(3) Subject to the effects of rounding.

SCHEDULE 8– Terms and Conditions of Advisor Options

The following terms and conditions apply to the Advisor Options (Resolutions 11(a)-11(c)):

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is $0.08 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary

to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Transferability**

Subject to the Board's discretion, the Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(l) **Quotation**

Subject to the Board's discretion, the Company may seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation of the Listing Rules. In the event that the Board elects not to obtain quotation, or quotation of the Options cannot be obtained, the Options will remain unquoted.

ALBION RESOURCES

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm AWST on Wednesday, 25 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 also 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Albion Resources Limited hereby appoint

☐ **the Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Albion Resources Limited to be held at Level 8, 216 St Georges Terrace, Perth, Western Australia 6000 on Friday, 27 November 2026 at 1:00pm AWST and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 9, 10(a), 10(b) and 10(c) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 9, 10(a), 10(b) and 10(c) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 4, 9, 10(a), 10(b) and 10(c) by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr David Palumbo	☐	☐	☐
Resolution 3	Approval of 10% Placement Facility (under ASX Listing Rule 7.1A)	☐	☐	☐
Resolution 4	Refresh of the Employee Securities Incentive Plan	☐	☐	☐
Resolution 5(a)	Ratification of prior issue of 3,000,000 Consideration Shares (ASX Listing Rule 7.1)	☐	☐	☐
Resolution 5(b)	Ratification of prior issue of 1,000,000 Consideration Performance Rights (ASX Listing Rule 7.1)	☐	☐	☐
Resolution 6(a)	Ratification of prior issue of 17,327,499 Tranche 1 Placement Shares (ASX Listing Rule 7.1)	☐	☐	☐
Resolution 6(b)	Ratification of prior issue of 14,218,333 Tranche 1 Placement Shares (ASX Listing Rule 7.1A)	☐	☐	☐
Resolution 7	Approval to issue Tranche 2 Placement Shares	☐	☐	☐
Resolution 8	Approval to issue Joint Lead Manager Options	☐	☐	☐
Resolution 9	Approval to issue Incentive Performance Rights to CEO (Mr Peter Goh)	☐	☐	☐
Resolution 10(a)	Approval to issue 2,000,000 Incentive Performance Rights to Mr Steven Formica (and/or his nominees)	☐	☐	☐
Resolution 10(b)	Approval to issue 2,000,000 Incentive Performance Rights to Mr Chris Tuckwell (and/or his nominees)	☐	☐	☐
Resolution 10(c)	Approval to issue 2,000,000 Incentive Performance Rights to Mr David Palumbo (and/or his nominees)	☐	☐	☐
Resolution 11(a)	Approval to issue up to 1,500,000 Advisor Options to Mr Leo Horn (and/or his nominees)	☐	☐	☐
Resolution 11(b)	Approval to issue up to 1,500,000 Advisor Options to Mr James Cumming (and/or his nominees)	☐	☐	☐
Resolution 11(c)	Approval to issue up to 1,000,000 Advisor Options to Mr Ben Smith (and/or his nominees)	☐	☐	☐
Resolution 12	Renewal of Proportional Takeover Provisions	☐	☐	☐
Resolution 13(a)	Approval to issue 2,000,000 Director Placement Shares to Mr Steven Formica (and/or his nominees)	☐	☐	☐
Resolution 13(b)	Approval to issue 400,000 Director Placement Shares to Mr David Palumbo (and/or his nominees)	☐	☐	☐
Resolution 13(c)	Approval to issue 400,000 Director Placement Shares to Mr Chris Tuckwell (and/or his nominees)	☐	☐	☐

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The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically