
RESOURCE BASE LIMITED
ACN 113 385 425
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.00 pm (AWST)
DATE: Thursday 26 November 2026
PLACE: Minerva Corporate
Ground Floor, 8 St Georges Terrace
Perth WA 6000

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

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9486 4036.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at Minerva Corporate, Ground Floor, 8 St Georges Terrace, Perth WA 6000 on Thursday, 26 November 2026 at 2:00pm (AWST) (**Meeting**).

Action to be taken by Shareholders

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

Your vote is important

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

Voting in person

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

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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:**

- 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
- 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
- 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
- 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:

- 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
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - 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.

Chair's voting intentions

Subject to the below, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though that Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at dan.smith@minervacorporate.com.au by no later than five business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9486 4036.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

A voting prohibition statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRENT PALMER

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

"That Brent Palmer, who retires in accordance with Listing Rule 14.4 and clause 14.2 of the Constitution and, being eligible and offering himself for re-election, is re-elected as a Director of the Company on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

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

4. RESOLUTION 4 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue under the Placement of 12,481,551 Shares on the terms and conditions in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – RATIFICATION OF ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,518,449 Shares issued under the Placement on the terms and conditions in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – DIRECTOR PARTICIPATION IN THE PLACEMENT – MAURICE FEILICH

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

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the participation by Director Maurice Feilich in the Placement through the issue of up to 1,720,000 Shares under the Placement and otherwise on the terms and conditions in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – DIRECTOR PARTICIPATION IN THE PLACEMENT – BRENT PALMER

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

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the participation by Director Brent Palmer in the Placement through the issue of up to 1,400,000 Shares under the Placement and otherwise on the terms and conditions in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – DIRECTOR PARTICIPATION IN THE PLACEMENT – MICHAEL BEVEN

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

“That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the participation by Director Michael Beven in the Placement through the issue of up to 880,000 Shares under the Placement and otherwise on the terms and conditions in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP of the Company. Pursuant to section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company if the person is either:

- (a) a member of the KMP of the Company; or
- (b) a Closely Related Party of such member of the KMP; and the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on Resolution 1 if:

- (c) the person is the Chair of the meeting at which the resolution is voted on; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Listing Rules

The Listing Rules prohibit votes being cast (in any capacity) on the following resolutions by any of the following persons or their associates:

Resolution	Persons excluded from voting
Resolution 4 – Ratification of issue of Placement Shares under Listing Rule 7.4	Placement Participants, who participated in the issue or are a counterparty to the agreement being approved, or any associate of those persons.
Resolution 5 – Ratification of issue of Placement Shares under Listing Rule 7.4	Placement Participants, who participated in the issue or are a counterparty to the agreement being approved, or any associate of those persons.
Resolution 6 – Participation by Mr Feilich in the Placement under Listing Rule 10.11	Maurice Feilich and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associate of those persons.
Resolution 7 - Participation by Mr Palmer in the Placement under Listing Rule 10.11	Brent Palmer and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associate of those persons.
Resolution 8 - Participation by Mr Beven in the Placement under Listing Rule 10.11	Michael Beven and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any associate of those persons.

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

Dated: 26 October 2026

By order of the Board

**Daniel Smith
Company Secretary
Resource Base Limited**

EXPLANATORY STATEMENT

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

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

Shareholders can attend the Meeting in person or through appointing a proxy.

A Proxy Form is located at the end of this Explanatory Statement.

FINANCIAL STATEMENTS AND REPORTS

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

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

At the Meeting the Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://resourcebase.com.au/investor-centre/reports/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) 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 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 business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.resourcebase.com.au.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. In accordance with section 250R(3) of the Corporations Act, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The Director's Report for the year ended 30 June 2026 in the 2026 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executives.

The Chair of the meeting must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of Directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

1.4 Additional Information

Resolution 1 is an ordinary non-binding resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRENT PALMER

2.1 General

Pursuant to clause 14.2 of the Company's Constitution, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office provided always that no Director

except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

In determining the number of Directors to retire, no account is to be taken of:

- (a) a Director appointed as an additional Director and who only holds office until the next annual general meeting pursuant to clause 14.4 of the Company's Constitution; and/ or
- (b) a Managing Director,

each of whom are exempt from retirement by rotation.

Mr Brent Palmer, an Executive Director of the Company, was last re-elected at the Company's 2024 annual general meeting held on 25 November 2024. Accordingly, Mr Palmer retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election pursuant to this Resolution 2.

If Resolution 2 is passed, Mr Palmer will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Palmer will retire at the conclusion of the Meeting and will not be re-elected as a Director of the Company.

2.2 Brent Palmer

Mr Palmer holds a Bachelor of Commerce with a major in Property from Curtin University, together with a Post Graduate degree in Mineral and Energy Economics from the WA School of Mines. Mr Palmer has circa 10 years' experience in the capital markets, specialising in trading and analysis of small caps. He has built a comprehensive network and strong stockbroker relationships across Australia. Mr Palmer does not currently hold any other material directorships, other than as disclosed in this Notice.

If re-elected, Mr Palmer is not considered by the Board (with Mr Palmer abstaining) to be an independent Director.

Mr Palmer has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

2.3 Board recommendation

The Board considers that Mr Palmer's skills and experience will enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Palmer who has a personal interest in the outcome of this Resolution) supports the election of Mr Palmer and recommends that Shareholders vote in favour of Resolution 2.

2.4 Additional Information

Resolution 2 is an ordinary resolution.

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

3.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over

any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek Shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity during the 10% Placement Period (refer to Section 3.2(b) below) provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Shareholders approve Resolution 3, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

3.2 Technical information required by Listing Rule 7.1A

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

(a) Is the Company an eligible entity?

An 'eligible entity' means an entity that is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$3.5 million (based on the number of Shares on issue and the closing price of Shares (\$0.025) on the ASX on 16 October 2026.

(b) Period for which the 7.1A Mandate is valid

Equity Securities under the 7.1A Mandate may be issued until the earlier of:

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

(10% Placement Period).

(c) What Equity Securities can be issued?

Any Equity Securities issued under the 7.1A Mandate must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(d) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 7.1A Mandate, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

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

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within 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 under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within 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 the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(e) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(f) **Minimum Price**

Pursuant to Listing Rule 7.1A, Equity Securities must be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date above, the date on which the Equity Securities are issued (**Minimum Issue Price**).

Equity Securities that may be issued under Listing Rule 7.1A will only be in an existing quoted class of securities and be issued for cash consideration only.

(g) **What is the effect of Resolution 3?**

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

3.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 7.1A Mandate:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 7.1A Mandate during the 10% Placement Period (refer to Section 3.2(b) above).

(b) **Minimum Issue Price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 3.2(f) above).

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the exploration and development of the Company's existing assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), to repay debt or to fund working capital.

(d) **Risk of economic and voting dilution**

The issue of Equity Securities under the 7.1A Mandate will result in dilution of the interests of existing Shareholders who do not receive any Shares under the issue. There is also the risk that:

- (i) the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of this Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date,

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

If this Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below (in the case of Options and Performance Rights, only if these Equity Securities are converted into Shares).

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2 on the basis of the closing market price of Shares and the current number of Equity Securities on issue as at 16 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable 'A' in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.0125 50% decrease in Issue Price	\$0.025 Current Issue Price	\$0.0375 50% increase in Issue Price
139,184,486 (Current)	10% voting dilution	13,918,448 Shares	13,918,448 Shares	13,918,448 Shares
	Funds raised	\$173,981	\$347,961	\$521,942
208,776,729 (50% increase)	10% voting dilution	20,877,672 Shares	20,877,672 Shares	20,877,672 Shares
	Funds raised	\$260,971	\$521,942	\$782,913
278,368,972 (100% increase)	10% voting dilution	27,836,897 Shares	27,836,897 Shares	27,836,897 Shares
	Funds raised	\$347,961	\$695,922	\$1,043,884

*The number of Shares on issue (Variable A in the formula) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future placements under Listing Rule 7.1 that are issued with Shareholder approval.

The above table is based on the following assumptions:

1. The number of Shares on issue (Variable A) is calculated as 139,184,486 being all the Shares on issue as at the date of this Notice.
2. The issue price of \$0.025 was the closing price of Shares on ASX on 16 October 2026.
3. The Company issues the maximum number of Equity Securities available under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate includes only Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The table shows only the issue of Equity Securities under the 7.1A Mandate and not under Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(e) Allocation policy under the 7.1A Mandate

The Company's allocation policy for issues under the 7.1A Mandate is dependent on prevailing market conditions at the time of any proposed issue. 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 at that time, including but not limited to, rights issues or other issues in which existing Shareholders may participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company;
- (iv) advice from the Company's corporate, financial and broking advisors (if applicable).

The Company has no current plans to undertake a new capital raising using its 7.1A Mandate. As such, the allottees under the 7.1A Mandate have not yet been determined. In the event that such an exercise was to be undertaken, allottees may include existing substantial Shareholders and/or new Shareholders who are not related parties, or associates of a related party, of the Company.

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

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 26 November 2025 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 26 November 2025, the Company has issued the following Equity Securities under Listing Rule 7.1A.

	Details
The persons to whom the Company issued or agreed to issue the securities or the basis on which those persons were identified or selected.	New and existing sophisticated investors.
The number and class of equity securities issued or agreed to be issued.	11,518,449 Fully paid ordinary shares (ASX:RBX) Refer Appendix 2A, 10 August 2026
The price at which the equity securities were issued or agreed to be issued and the discount (if any) that the issue price represented to closing market price on the date of the issue or agreement.	\$0.025 per share, being a 13.6% premium to the closing price for the previous trading date
Total cash consideration received or to be received by the Company, the amount of that cash that has been spent, what it was spent on, and what is the intended use for the remaining amount of that cash (if any)	\$287,961 Proceeds will be used towards progressing the Company's existing projects, for working capital purposes, and to identify and assess new complementary project opportunities.

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and no voting exclusion statement is required for the Notice.

3.4 Additional Information

Resolution 3 is a **special** resolution. Accordingly, at least 75% of votes cast by Shareholders present and entitled to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution must be in favour of Resolution 3 for it to be passed.

The Board recommends that Shareholders vote in favour of this Resolution 3.

4. RESOLUTIONS 4 TO 8 – RATIFICATION AND APPROVAL OF THE ISSUE OF SECURITIES UNDER THE PLACEMENT

4.1 Introduction

On 31 July 2026 the Company announced that it was raising \$700,000 through the issue of 28,000,000 Shares at an issue price of \$0.025 per Share to sophisticated investors identified by the Directors (**Placement**).

Of the Shares to be issued:

- (a) 24,000,000 Shares were issued on 10 August 2026; and
- (b) 4,000,000 Shares to be issued to Directors are subject to Shareholder approval, as follows:

Director	\$ commitment	Placement Shares
Maurice Feilich	\$43,000	1,720,000
Brent Palmer	\$35,000	1,400,000
Michael Beven	\$22,000	880,000
Total	\$100,000	4,000,000

Funds raised under the Placement will be used to progress the Company's existing projects, for working capital, and to identify and assess new complementary project opportunities.

Resolutions 4 and 5 ratify the issue of Shares under the Placement.

Resolutions 6 to 8 approve the participation of Directors Maurice Feilich, Brent Palmer and Michael Beven for collectively \$100,000 under the Placement.

4.2 Regulatory requirements – Listing Rules

Listing Rules 7.1 and 7.1A are summarised in section 3.1.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A, and so does not reduce a company's capacity to issue further equity securities

without shareholder approval under Listing Rule 7.1 and (assuming the conditions of that rule are satisfied) Listing Rule 7.1A.

Securities issues that are approved by Shareholders under Listing Rule 7.4 are not included in calculating an entity's 15% and 10% capacities under Listing Rule 7.1 and 7.1A.

Listing Rule 10.11 provides that a company must not issue or agree to issue securities to related parties (including directors) and certain others without prior shareholder approval, unless an exception applies. Security issues that are approved by Shareholders under Listing Rule 10.11 do not require approval under Listing Rule 7.1, and are not included in calculating an entity's 15% and 10% capacities under Listing Rule 7.1 and 7.1A.

4.3 Regulatory requirements – Chapter 2E Corporations Act

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

- (a) the benefit is given on terms that would be reasonable in the circumstances if the company and related party were dealing at arm's length, or are on terms less favourable to the related party; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes a company's directors. Financial benefit is defined broadly and includes issuing securities. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The Directors consider their participation in the Placement, which is on the same terms as the Placement Participants, to be reasonable in the circumstances if the company and related party were dealing at arm's length so that shareholder approval is not required under Chapter 2E.

4.4 Resolutions 4 and 5 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided for the ratification of the issue of Shares under the Placement:

- (a) The securities were issued to Placement Participants, who were identified by the Directors and were not related parties of the Company, members of the Company's key management personnel, a substantial (30%+) holder or substantial (10%+) holder (both as defined in the Listing Rules) in the Company or an advisor to the Company, or an associate of any of these, or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities issued by the Company was:
 - (i) Resolution 4 – 12,481,551 Placement Shares under the Company's available Listing Rule 7.1 capacity; and
 - (ii) Resolution 5 – 11,518,449 Placement Shares under the Company's available Listing Rule 7.1A capacity,
- (c) The securities issued were fully paid ordinary shares in the capital of the Company.
- (d) The Placement Shares were issued on 10 August 2026.

- (e) The Placement Shares were issued for \$0.025 per Share.
- (f) The Placement Shares were issued to raise funds for the Company, with the use of funds set out in section 4.1 above.
- (g) Other than as set out in this section 4, there are no other material terms of the agreement under which the Placement Shares were issued.
- (h) A voting exclusion statement is included in the Notice.

Listing Rules 7.1 and 7.1A are summarised above.

If Resolutions 4 and 5 are passed, the issue will be excluded in calculating the Company's 15% limit and 10% limit under Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issues.

If Resolutions 4 and 5 are not passed, the issue will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively limiting the number of equity securities the Company can issue without Shareholder approval under Listing Rule 7.1 over the 12 months following the issue.

4.5 Resolutions 6 – 8 – Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided for the approval of Director participation in the Placement:

- (a) The name of the person to whom securities will be issued, the Listing Rule 10.11 category, and why that category applies:
 - (i) Resolution 6 – Maurice Feilich, or his nominee. Mr Feilich is a Director and therefore a related party under Listing Rule 10.11.1. Any nominee would be an associate of a related party under Listing Rule 10.11.4.
 - (ii) Resolution 7 – Brent Palmer, or his nominee. Mr Palmer is a Director and therefore a related party under Listing Rule 10.11.1. Any nominee would be an associate of a related party under Listing Rule 10.11.4.
 - (iii) Resolution 8 – Michael Beven, or his nominee. Mr Beven is a Director and therefore a related party under Listing Rule 10.11.1. Any nominee would be an associate of a related party under Listing Rule 10.11.4.
- (b) The number and class of securities to be issued:
 - (i) Resolution 6 – 1,720,000 Shares
 - (ii) Resolution 7 – 1,400,000 Shares
 - (iii) Resolution 8 – 880,000 Shares
- (c) The securities will be issued as soon as reasonably practicable after the Meeting, and in any event no later than 1 month after the Meeting.

- (d) The securities will be issued for the same price as under the Placement, namely with an issue price of \$0.025 per Placement Share.
- (e) The purpose of the issue is to raise funds for the Company, with use of funds set out in section 4.1 above.
- (f) Other than as set out in this section 4, there are no other material terms of the agreement under which the Placement Shares will be issued.
- (g) A voting exclusion statement is included in the Notice.

If Resolutions 6 to 8 are passed the relevant Director can participate in the Placement and the Company will raise the relevant amount in cash from the Director.

If Resolutions 6 to 8 are not passed the relevant Director cannot participate in the Placement and the Company will not raise any funds from the Directors whose relevant Resolution was not passed.

4.6 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 4 and 5 as it will refresh the Company's capacity under Listing Rules 7.1 and 7.1A.

The Directors have a material personal interest in Resolutions 6 to 8 and do not make any recommendation.

The Chair will vote all undirected proxies in favour of Resolutions 4 to 8.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 3.1.

10% Placement Period has the meaning given in Section 3.2(b).

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Annual Financial Report means the Director's Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.

ASIC means the Australian Securities & Investments Commission.

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

Auditor's Report means the auditor's report contained in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Resource Base Limited (ACN 113 385 425).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director's Report means the annual director's report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the financial report contained in the Annual Financial Report.

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

Listing Rules means the Listing Rules of ASX.

Material Investor means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting has the meaning given in the introductory paragraph of the Notice.

Minimum Issue Price has the meaning given in Section 3.3(b).

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's Annual Financial Report for the year ended 30 June 2026.

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

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



RESOURCE BASE

RESOURCE BASE LIMITED
ABN 57 113 385 425

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Tuesday, 24 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:

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: 139304

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Resource Base 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 Resource Base Limited to be held at Minerva Corporate, Ground Floor, 8 St Georges Terrace, Perth WA 6000 on Thursday, 26 November 2026 at 2:00pm (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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 Brent Palmer	☐	☐	☐
Resolution 3	Approval of 7.1A Mandate	☐	☐	☐
Resolution 4	Ratification of issue of Placement Shares under Listing Rule 7.1	☐	☐	☐
Resolution 5	Ratification of issue of Placement Shares under Listing Rule 7.1A	☐	☐	☐
Resolution 6	Director participation in the Placement – Maurice Feilich	☐	☐	☐
Resolution 7	Director participation in the Placement – Brent Palmer	☐	☐	☐
Resolution 8	Director participation in the Placement – Michael Beven	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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