



QX Resources Limited

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at Ground Floor, 8 St Georges Terrace, Perth, Western Australia 6000, on Thursday, 26 November 2026 at 2.30pm (AWST).

This notice of annual general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company on +61 8 9486 4036 if you wish to discuss any matter concerning the Meeting.

QX Resources Limited
ACN 147 106 974

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the Shareholders of QX Resources Limited will be held at Ground Floor, 8 St Georges Terrace, Perth, Western Australia 6000, on Thursday, 26 November 2026 at 2.30pm (AWST) (**Meeting**).

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

Shareholders are urged to vote by attending the Meeting in person physically or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 2.30pm (AWST) on 24 November 2026.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors (**Directors' Report**) and Auditors for the financial year ended on 30 June 2026 (**Annual Report**).

RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors' Report for the financial year ended on 30 June 2026.”

A voting exclusion statement is set out below.

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

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MAURICE FEILICH

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

“That for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Maurice Feilich, who retires by rotation in accordance with clause 15.2 of the Constitution and, being eligible and offering himself for re-election, is re-elected as a Director.”

RESOLUTION 3 - RE-ELECTION OF DIRECTOR - ROGER JACKSON

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

“That for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Roger Jackson, who retires by rotation in accordance with clause 15.2 of the Constitution and, being eligible and offering himself for re-election, is re-elected as a Director.”

RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY

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

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

RESOLUTION 5 - APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO MAURICE FEILICH

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

“That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 50,000,000 Incentive Options to Director Maurice Feilich (or his nominee/s) on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 6 - APPROVAL OF ISSUE OF INCENTIVE OPTIONS TO DANIEL SMITH

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

“That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 50,000,000 Incentive Options to Director Daniel Smith (or his nominee/s) on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 7 - APPROVAL OF ISSUE OF SHARES TO RUSSELL BRADFORD IN LIEU OF DIRECTOR FEES

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

“That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 4,166,750 Shares to Director Russell Bradford (or his nominee/s) at a deemed issue price of \$0.004 per Share, in full satisfaction of \$16,667 of accrued director fees, on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

Resolutions 1, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the KMP 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 for the Company; or
- (b) a Closely Related Party of such a 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 Resolutions 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 of the Company.

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 Resolutions 1, 5, 6 and 7 even though those Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel. The Chair intends to vote all available undirected proxies in favour of all Resolutions.

The Corporations Act further provides that no votes may be cast on the following Resolutions by any of the following persons:

Resolution	Persons excluded from voting
Resolution 1 - Remuneration Report	A member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report, and a Closely Related Party of such a member, except as permitted by section 250R(4) of the Corporations Act.
Resolution 5 - Issue of Incentive Options to Mr Feilich	Maurice Feilich and any associate of Mr Feilich.
Resolution 6 - Issue of Incentive Options to Mr Smith	Daniel Smith and any associate of Mr Smith.
Resolution 7 - Issue of Shares to Mr Bradford in lieu of director fees	Russell Bradford and any associate of Mr Bradford.

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 5 - Issue of Incentive Options to Mr Feilich	Mr Feilich (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue of these Incentive Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
Resolution 6 - Issue of Incentive Options to Mr Smith	Mr Smith (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue of these Incentive Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
Resolution 7 - Issue of Shares to Mr Bradford in lieu of director fees	Mr Bradford (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue of these Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

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.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Daniel Smith', with a stylized flourish at the end.

Daniel Smith
Company Secretary
QX Resources Limited
26 October 2026

QX Resources Limited
ACN 147 106 974

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Ground Floor, 8 St Georges Terrace, Perth, Western Australia 6000, on Thursday, 26 November 2026 at 2.30pm (AWST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Shareholders can attend the Meeting in person or through appointing a proxy. See section 1 for details.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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

This Explanatory Memorandum does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional advisor.

Please contact the Company Secretary on +61 8 9486 4036 or dan.smith@minervacorporate.com.au if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS, INCLUDING ATTENDING THE MEETING

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

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in

accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution. Where a Shareholder appoints the chair of the Meeting (Chair) as their proxy, the Chair will vote all undirected proxies in favour of the relevant Resolution, unless precluded from doing so by law or the Listing Rules

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 2.30pm (AWST) on 24 November 2026. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

Online	At www.investorvote.com.au or; Scan the QR Code on the enclosed Proxy Form and follow the prompts
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By fax	in Australia, 1800 783 447 outside Australia, +61 3 9473 2555
Custodians	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

1.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (Computershare).

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 4.00pm (AWST) 24 November 2026.

2 ANNUAL REPORT

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

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended on 30 June 2026 which is available on the ASX platform at www.asx.com.au; and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (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.

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

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

3 RESOLUTION 1 - REMUNERATION REPORT

3.1 Introduction

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;

- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended on 30 June 2026.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

3.2 Voting consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (**Spill Resolution**).

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 directors of the company when the resolution to make the directors' report considered at the second annual general meeting was passed, 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.

Shareholders approved the Company's Remuneration Report for financial year ended on 30 June 2025, and as a result there is no requirement to vote on a Spill Resolution if 25% or more of the votes cast vote against Resolution 1.

4 RESOLUTION 2 AND 3 - RE-ELECTION OF DIRECTORS

4.1 Introduction

Clause 15.2 of the Constitution and Listing Rule 14.4 both provide 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 15.2 of the Constitution provides that a Director who retires in accordance with Clause 15.2 is eligible for re-election.

Accordingly, Maurice Feilich, who has served as a Director since 1 July 2017 and was re-elected on 21 November 2024, retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election. Mr Jackson, who has served as a Director since 10 September 2020 and was re-elected on 29 November 2023, retires at this Meeting and, being eligible and offering himself for re-election, seeks re-election.

4.2 Resolution 2 - Re-election of Maurice Feilich

Details of Mr Feilich's qualifications and experience are set out in the Company's 2026 Annual Report.

Mr Feilich is not considered to be an independent director as he is an executive of the Company.

4.3 Resolution 3 - Re-election of Roger Jackson

Details of Mr Jackson's qualifications and experience are set out in the Company's 2026 Annual Report.

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

Mr Jackson is considered independent.

4.4 Directors' recommendations

The Board (excluding Mr Feilich) recommends that Shareholders vote in favour of Resolution 2. Mr Feilich does not make any recommendation.

The Board (excluding Mr Jackson) recommends that Shareholders vote in favour of Resolution 3. Mr Jackson does not make any recommendation.

The Chair will vote all undirected proxies that they hold in favour of Resolutions 2 and 3.

5 RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY

5.1 General

The Company seeks Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval (**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 Listing Rule 7.1A.2 (refer to section 5.2(a) below).

Any funds raised will be used towards exploration and development of the Company's projects, potential acquisitions and general working capital. The allocation of funds raised will depend on the timing of fund raising, the development stages of the projects and the Company's circumstances at the time.

Resolution 4 is a special resolution and therefore requires approval of 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).

5.2 Listing Rules 7.1 and 7.1A

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity as its market capitalisation as at 23 September 2026 was approximately \$8.7 million.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in 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.

(a) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$$\text{Number of Equity Securities} = (A \times D) - E$$

"A" the number of fully paid ordinary 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 ordinary shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - 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 ordinary shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - 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 any other fully paid ordinary shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (E) plus the number of partly paid shares that became fully paid in the Relevant Period;
- (F) less the number of fully paid ordinary shares cancelled in the Relevant Period.

“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.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

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

As at 8 October 2026, the Company has:

- (i) the following securities on issue:
 - (A) 2,158,663,368 Shares;

- (B) 573,895,371 Options;
 - (C) 250,000,000 Performance Rights; and
- (ii) assuming no further Shares are issued, the capacity to issue:
 - (D) 323,799,505 Equity Securities under Listing Rule 7.1; and
 - (E) 215,866,337 Equity Securities under Listing Rule 7.1A.
- (b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per security which is 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 by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

5.3 Specific information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

- (c) The approval will be valid for the period commencing on the date of the Meeting and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Meeting;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.
- (d) The Equity Securities will be issued for a cash consideration per security which is 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 by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (e) The issue under Listing Rule 7.1A can only be made for cash consideration. The Company intends to use any funds raised towards exploration and

development of the Company's projects, potential acquisitions and/or general working capital.

- (f) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than when Shareholders approve the 10% Placement Facility; 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.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

Variable "A" in Listing Rule 7.1A.2		10% Voting Dilution		
		\$0.0015 50% decrease in Issue Price	\$0.003 Issue Price	\$0.0045 50% increase in Issue Price
Current Variable A 2,158,663,368	Shares issued	215,866,337	215,866,337	215,866,337
	Funds Raised	\$323,799.51	\$647,599.01	\$971,398.52
50% increase in current Variable A 3,237,995,052	Shares issued	323,799,505	323,799,505	323,799,505
	Funds Raised	\$485,699.26	\$971,398.52	\$1,457,097.77
100% increase in current Variable A 4,317,326,736	Shares issued	431,732,674	431,732,674	431,732,674
	Funds Raised	\$647,599.01	\$1,295,198.02	\$1,942,797.03

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options have been exercised before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted options, it is assumed that those quoted options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

- (v) The issue price is \$0.003 being the closing price of the Shares on ASX on 8 October 2026.

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 that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities, which requires that, when any securities are issued under Listing Rule 7.1A.4, an entity must:

- (i) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
 - (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each (such list not for release to the market).
- (g) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:
 - (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
 - (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.
 - (iv) Advice from corporate, financial and broking advisers (if applicable).
- (h) 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.	190,766,336 Fully paid ordinary shares (ASX:QXR) Refer Appendix 2A, 13 February 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.	\$0.005 per share, being a NIL 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)	\$953,832 Proceeds will be used towards advance exploration and developmental activities at Madaba throughout 2026 and for general working capital purposes.

- (i) 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.

5.4 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4. This will give the Company flexibility to issue securities and raise funds under Listing Rule 7.1A.

The Chair will vote all undirected proxies that they hold in favour of Resolution 4.

6 RESOLUTIONS 5 AND 6 - APPROVAL OF ISSUE OF INCENTIVE OPTIONS

6.1 Introduction

The Company is proposing, subject to obtaining Shareholder approval, to issue 100,000,000 Options (**Incentive Options**) to the parties, and in the proportions, set out in the table below:

Director	Resolution	\$0.015	\$0.025	Total
Maurice Feilich	5	25,000,000	25,000,000	50,000,000
Daniel Smith	6	25,000,000	25,000,000	50,000,000

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Incentive Options seeks to align the efforts of Mr Maurice Feilich and Mr Daniel Smith (together, the **Recipient Directors**), in seeking to achieve growth of the Share price and in the creation of Shareholder value.

In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer Securities such as the Incentive Options to the Recipient Directors to continue to attract and maintain highly experienced and qualified Board members and employees in a competitive market.

Resolutions 5 and 6 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Incentive Options to the Recipient Directors (or their respective nominee/s).

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Recipient Directors are each a related party of the Company by virtue of being a Director of the Company. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Incentive Options to the Recipient Directors as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Incentive Options to the Recipient Directors (or their respective nominee/s) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of these Incentive Options to the Recipient Directors (or their respective nominee/s) in the proportions set out in Section 6.1.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of these Incentive Options to the Recipient Directors and will consider alternative means of incentivising the Recipient Directors, which may include payment of cash.

6.3 Chapter 2E of the Corporations Act (related party financial benefit)

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless the benefit is given on arm's length terms (section 210) or Shareholders approve the benefit under section 208.

The issue of Incentive Options to the Recipient Directors is a financial benefit to related parties. The Board (excluding the relevant Recipient Director) has considered the number of Incentive Options, the exercise prices of \$0.015 and \$0.025 (being material premiums to the closing price of \$0.003), the two-year and three-year expiries, the absence of a cash outlay by the Company, and the purpose of aligning the Recipient Directors with Share-price growth, and considers that the benefit is reasonable in the circumstances if the Company and the related party were dealing at arm's length, so that Shareholder approval is not required under Chapter 2E.

6.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of these Incentive Options:

- (a) The Incentive Options will be issued to Maurice Feilich (Resolution 5) and Daniel Smith (Resolution 6), or their respective nominees.
- (b) Each Recipient Director is a related party under Listing Rule 10.11.1 by reason of being a Director. A nominee would be an associate of a related party under Listing Rule 10.11.4.

- (c) The maximum number and class of securities is 50,000,000 Incentive Options to Mr Feilich (or nominee) and 50,000,000 Incentive Options to Mr Smith (or nominee), in each case 25,000,000 exercisable at \$0.015 and 25,000,000 exercisable at \$0.025, on the terms in Schedule 2.
- (d) The Incentive Options will be issued as soon as practicable after the Meeting and in any event no later than one month after the Meeting.
- (e) The Incentive Options will be issued for nil cash consideration as part of each Recipient Director's remuneration. No funds will be raised from the issue. Funds raised on exercise (if any) will be applied to working capital.
- (f) The purpose of the issue is to incentivise the Recipient Directors and conserve cash, as set out in section 6.1.
- (g) Current total remuneration package (Listing Rule 10.13.8):

Director	Cash / fees p.a.	Indicative value of Incentive Options	Package if Resolutions pass
Maurice Feilich	\$120,000	\$31,312	\$151,312
Daniel Smith	\$36,000 (plus Minerva fees – see note)	\$31,312	\$67,312

¹ Mr Smith is a director and shareholder of Minerva Corporate, which provides company secretarial and accounting services to the Company for \$7,500 per month and with a 3 months' notice period.

² The value of the Incentive Options was modelled using the following inputs:

- valuation date: 2 October 2026; Share price on that date: \$0.003;
- exercise price: \$0.015 and \$0.025;
- expected life: 2 years (Tranche A) and 3 years (Tranche B);
- volatility: 100%;
- risk-free rate: 4.832% and 4.883%;
- dividend yield: Nil;
- value per option: \$0.000561 (Tranche A) and \$0.000692 (Tranche B); aggregate indicative value: \$31,312 per Recipient Director.

- (h) The existing relevant interests of the Directors is set out below:

Director	Shares	Options	Performance Securities
Maurice Feilich	163,059,139	62,985,367	95,000,000
Daniel Smith	57,000,000	32,796,875	70,000,000

- (i) the Incentive Options are not being issued under an agreement.
- (j) Voting exclusion statements are included in the Notice.

6.5 Directors' recommendation

The Board (excluding Messrs Feilich and Smith) recommend Shareholders vote in favour of Resolutions 5 and 6.

The Chair will vote all undirected proxies that they hold in favour of Resolutions 5 and 6.

7 RESOLUTION 7 - APPROVAL OF ISSUE OF SHARES TO RUSSELL BRADFORD IN LIEU OF DIRECTOR FEES

7.1 Introduction

Mr Russell Bradford was appointed a non-executive Director on 26 August 2025. His director fees accrue at \$3,333.40 per month. Fees of \$16,667, being five months, have accrued and are unpaid.

The Company proposes, subject to Shareholder approval, to satisfy that amount in full by issuing 4,166,750 Shares to Mr Bradford (or his nominee/s) at a deemed issue price of \$0.004 per Share. On issue, the accrued fees of \$16,667 will be extinguished and the Company will have no further obligation in respect of them.

The Board considers settlement in Shares an appropriate way to conserve cash while the Company funds Madaba and its other activities. The deemed price of \$0.004 equals the closing price of the Shares on ASX on 23 September 2026 and is a premium to the closing price of \$0.003 on 2 October 2026. Mr Bradford's cash remuneration is unchanged in amount.

Resolution 7 seeks Shareholder approval under Listing Rule 10.11 for the issue. Approval under Listing Rule 7.1 is not required. The issue will not use the Company's placement capacity under Listing Rule 7.1 or Listing Rule 7.1A.

If Resolution 7 is passed, the Company will issue the Shares and the accrued fees will be satisfied. If Resolution 7 is not passed, the Shares will not be issued and the \$16,667 will remain payable in cash.

7.2 Listing Rule 10.11

Listing Rule 10.11 provides that, unless an exception in Listing Rule 10.12 applies, a listed company must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. Mr Bradford is a related party under Listing Rule 10.11.1 because he is a Director. A nominee would be an associate of a related party under Listing Rule 10.11.4. None of the exceptions in Listing Rule 10.12 applies. The Shares are not being issued under an employee incentive scheme.

If Resolution 7 is passed, the Company will issue the Shares within one month of the Meeting, as required by Listing Rule 10.13.5. If Resolution 7 is not passed, the Company will not issue the Shares and will satisfy the accrued fees in cash.

7.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless an exception applies, or shareholders approve the benefit under section 208.

The Board (excluding Mr Bradford) has considered the proposal and relies on the reasonable-remuneration exception in section 211. The amount is director fees already accrued at the rate set by the Board, within the aggregate non-executive fee pool of \$300,000 approved by Shareholders. The issue does not increase that amount. It changes the form in which an existing entitlement is met, at a deemed price equal to the closing price on 23 September 2026 and above the closing price on 2 October 2026. Giving the benefit as reasonable remuneration does not require Shareholder approval under Chapter 2E.

The Board (excluding Mr Bradford) is also of the view that the terms would be reasonable if the Company and Mr Bradford were dealing at arm's length, so that section 210 would apply in any event. No cash premium is being paid, no fee is being increased, and the number of Shares is the accrued amount divided by \$0.004.

Shareholder approval under Chapter 2E is not sought.

7.4 Information required by Listing Rule 10.13

The following information is provided for Listing Rule 10.13:

- **Name (Listing Rule 10.13.1):** The Shares will be issued to Russell Bradford, or his nominee/s.
- **Category (Listing Rule 10.13.2):** Mr Bradford is a related party under Listing Rule 10.11.1, being a Director. A nominee would be an associate under Listing Rule 10.11.4.
- **Number and class (Listing Rule 10.13.3):** Up to 4,166,750 fully paid ordinary shares. The Shares will rank equally with existing Shares from issue.
- **Material terms (Listing Rule 10.13.4):** Not applicable. The securities are fully paid ordinary shares.
- **Date of issue (Listing Rule 10.13.5):** As soon as practicable after the Meeting and in any event no later than one month after the Meeting. If not issued by then, the approval lapses.
- **Price (Listing Rule 10.13.6):** Deemed issue price of \$0.004 per Share, satisfied by the extinguishment of \$16,667 of accrued director fees. No cash will be received. The deemed price equals the closing price on 23 September 2026 (\$0.004) and is a premium of \$0.001 (33%) to the closing price on 2 October 2026 (\$0.003).
- **Purpose (Listing Rule 10.13.7):** To satisfy accrued director fees and conserve cash. No funds will be raised. The cash that would otherwise be paid remains available for working capital.

- **Director remuneration (Listing Rule 10.13.8):** Mr Bradford's current total remuneration package is a non-executive director fee of \$40,000 per annum (~\$3,333 per month), with no superannuation and no termination benefit. He holds 30,000,000 performance shares issued on 11 December 2025. The indicative value of those performance shares was recognised in the financial year ended 30 June 2026. This issue does not change the annual fee. It settles \$16,667 already accrued.
- **Agreement (Listing Rule 10.13.9):** The Shares are not being issued under a separate agreement. Settlement is the issue of the Shares in full satisfaction of the accrued fees, conditional on Resolution 7.
- **Voting exclusion (Listing Rule 10.13.10):** A voting exclusion statement is set out in the Notice.

On issue, Mr Bradford's holding increases by 4,166,750 shares, from 6,000,000 to 10,166,750, being about 0.47% of the 2,162,830,118 shares then on issue. Dilution to existing Shareholders is 0.19%.

7.5 Directors recommendation

The Board (excluding Mr Bradford) recommends that Shareholders vote in favour of Resolution 7. Settlement in Shares preserves cash, the amount is fees already accrued, and the deemed price is at or above recent market. Mr Bradford has a material personal interest in Resolution 7 and makes no recommendation.

The Chair will vote all undirected proxies that the Chair holds in favour of Resolution 7.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum phrases have the meaning given in the Listing Rules and:

\$	means Australian dollars.
10% Placement Facility	has the meaning in Section 5.1.
10% Placement Period	has the meaning in Section 5.2.
AWST	means Australian Western Standard Time.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the chair of the Meeting.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company or QXR	means QX Resources Limited (ACN 147 106 974).
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Memorandum	means this explanatory memorandum.
Incentive Options	has the meaning given in section 6.1.
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 Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to be issued a Share.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.

Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
VWAP	has the meaning given in the Listing Rules.

SCHEDULE 2 TERMS OF THE INCENTIVE OPTIONS

1. **(Entitlement):** Subject to the terms and conditions set out below, each Incentive Option entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Incentive Options will be issued for nil cash consideration.
3. **(Exercise Price):** The Incentive Options are exercisable at
 - (a) Tranche A: \$0.015 each.
 - (b) Tranche B: \$0.025 each.

4. **(Expiry Date):** The Incentive Options will expire at 5.00pm (AWST) on the date that is 2 years from the date of issue for Tranche A and 3 years from the date of issue for Tranche B, (**Expiry Date**).

An Incentive Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. **(Exercise Period):** The Incentive Options are exercisable at any time and from time to time on or prior to the Expiry Date.
6. **(Notice of Exercise):** The Incentive Options may be exercised 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 Incentive Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Incentive Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Incentive Option being exercised in cleared funds (**Exercise Date**).

7. **(Issue of Shares):** As soon as practicable after the valid exercise of an Incentive Option and, in any event, within the time required under the Listing Rules, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Incentive Options held by the holder;
 - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after

their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

9. **(Ranking):** All Shares issued upon the exercise of Incentive Options will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Options):** The Incentive Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
11. **(Cashless exercise of Options):** The holder of the Incentive Options may elect not to be required to provide payment of the Exercise Price for the number of Incentive Options specified in a Notice of Exercise but that on exercise of those Incentive Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Incentive Options (with the number of Shares rounded down to the nearest whole Share).

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.

12. **(Dividend rights):** An Incentive Option does not entitle the holder to any dividends.
13. **(Voting rights):** An Incentive Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
14. **(Quotation of the Options):** The Company will not apply for quotation of the Incentive Options on any securities exchange.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
16. **(Entitlements and bonus issues):** Subject to the rights under clause 17, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
17. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Incentive Option will be increased by the number of Shares which the Incentive Option holder would have received if the Option holder had exercised the Incentive Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
18. **(Return of capital rights):** The Incentive Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

19. **(Rights on winding up):** The Incentive Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Incentive Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
21. **(No other rights):** An Incentive Option does not give a holder any 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.
22. **(Amendments required by ASX):** The terms of the Incentive Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Constitution):** Upon the issue of the Shares on exercise of the Incentive Options, the holder will be bound by the Company's Constitution.

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 **2.30pm (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: 189277

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 QX 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 QX Resources Limited to be held at Ground Floor, 8 St Georges Terrace, Perth, Western Australia 6000 on Thursday, 26 November 2026 at 2.30pm (AWST) and at any adjournment or postponement of that meeting.

The 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, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6 and 7 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, 5, 6 and 7 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	Remuneration Report (non-binding)	☐	☐	☐
Resolution 2	Re-election of Director - Maurice Feilich	☐	☐	☐
Resolution 3	Re-election of Director - Roger Jackson	☐	☐	☐
Resolution 4	Approval of 10% Placement Facility	☐	☐	☐
Resolution 5	Approval of issue of Incentive Options to Maurice Feilich	☐	☐	☐
Resolution 6	Approval of issue of Incentive Options to Daniel Smith	☐	☐	☐
Resolution 7	Approval of issue of Shares to Russell Bradford in lieu of director fees	☐	☐	☐

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