

28 October 2026

Dear Shareholder,

PEREGRINE GOLD LIMITED – ANNUAL GENERAL MEETING

Peregrine Gold Limited ACN 644 734 921 (“**Peregrine**” or the “**Company**”) advises the 2026 Annual General Meeting will be held in person at the offices of Automic Pty Ltd, Level 5, 191 St Georges Terrace, Perth WA, 6000, on Friday, 27 November 2025 at 11.00AM (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from Peregrine’s website at <https://peregrinegold.com.au/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: PGD).

Please note, in accordance with section 253RA of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents such as the Notice in hard copy.

If you have any difficulties obtaining a copy of the Notice, please contact the Company’s Share Registry, Automic Registry Services, at meetings@automicgroup.com.au.

Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.

Completed proxy forms must be returned to and received by the Company’s Share Registry, Automic Registry Services, by 11:00AM (AWST) on Wednesday, 25 November 2025, by following the lodgement instructions on the proxy form.

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 2 9299 9690 between 8:30am and 5:00pm (AWST) Monday to Friday or via email at contact@peregrinegold.com.au. Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from Peregrine’s website and the Company’s ASX market announcements platform.

In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and Peregrine’s website.

Yours faithfully,



BRIAN THOMAS
Chairman
PEREGRINE GOLD LIMITED

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PEREGRINE GOLD LIMITED
ACN 644 734 921
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (WST)
DATE: Friday, 27 November 2026
PLACE: Level 5, 191 St Georges Terrace,
PERTH WA 6000

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

This Notice 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.

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

BUSINESS OF THE MEETING

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 Directors' report, the Remuneration Report and the auditor's 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 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."

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GEORGE MERHI

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

"That, for the purpose of articles 7.13 and 7.14 of the Constitution, Listing Rule 14.4 and for all other purposes, George Merhi, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER THE PLACEMENT – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,126,278 Shares and 7,487,349 Options on the terms and conditions set out in the Explanatory Statement."

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

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,848,410 Shares on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO DISCOVERY CAPITAL PARTNERS PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Lead Manager Options to Discovery Capital Partners Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE SECURITIES TO A DIRECTOR – ANEES SABET

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 951,238

Shares and 475,619 Options to Anees Sabet (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES TO A DIRECTOR – GEORGE MERHI

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 740,741 Shares and 370,371 Options to George Merhi (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – ROCKLEA TENEMENT APPLICATION

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 324,510 Shares to unrelated parties on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of 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 otherwise on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER THE PLAN – DONNA KRISTIANOPULOS

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 150,000 Performance Rights to Donna Kristianopulos (or her nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."

Dated: 28 October 2026

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 10 – Approval to issue Performance Rights under the Plan – Donna Kristianopulos	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 3 – Ratification of prior issue of Securities under the Placement – Listing Rule 7.1	A person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Ratification of prior issue of Shares under the Placement – Listing Rule 7.1A	A person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Approval to issue Lead Manager Options to Discovery Capital Partners Pty Ltd	Discovery Capital Partners Pty Ltd (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Securities to a Director – Anees Sabet	Anees Sabet (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Securities to a Director – George Merhi	George Merhi (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Shares – Rocklea Tenement Application	Nearology Pty Ltd and Alexander Chala or any other person who participated in the issue or an associate of that person or those persons.
Resolution 10 – Approval to issue Performance Rights under the Plan – Donna Kristianopulos	Donna Kristianopulos (or her nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or an associate of that person or those persons.

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

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

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, 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.

Voting by proxy

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

The Chair intends to vote all available undirected proxies in favour of each Resolution.

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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 9299 9690.

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.

1. 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.

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 <https://www.peregrinegold.com.au/investors/investors-dashboard/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

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.

2.2 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.

2.3 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 Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GEORGE MERHI

3.1 General

Listing Rule 14.4 and article 7.13 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or last election, or three years, whichever is the longer. Article 7.14 of the Constitution also requires one third of the Directors (rounded down to the nearest whole number) to retire at each annual general meeting, being those Directors who have held office the longest since their last election.

George Merhi, having held office without re-election since 23 November 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Merhi is set out below.

Qualifications, experience and other material directorships	Mr Merhi is a geologist with over 35 years of experience and knowledge gained working in the Pilbara region. Mr Merhi previously held the position of Exploration Manager for both the Creasy Group and Novo Resources Limited and was responsible for identifying significant gold and iron ore occurrences throughout his time with both companies across their Pilbara tenements. Mr Merhi has also been involved in a number of junior exploration mining companies including Thor Mining PLC and Kairos Minerals Limited. Mr Merhi does not currently hold any other material directorships.
Term of office	Mr Merhi has served as a Director since 19 March 2021 and was last re-elected on 23 November 2023.
Independence	If re-elected, the Board does not consider that Mr Merhi will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Merhi that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Merhi since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Merhi) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Merhi will be re-elected to the Board as a non-independent Director.

If this Resolution is not passed, Mr Merhi will not continue in his role as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. BACKGROUND TO RESOLUTIONS 3 TO 7

4.1 Placement

On 2 October 2026, the Company announced it had received commitments to raise \$2,250,000 (before costs) through a placement of Shares to new and existing sophisticated and professional investors at an issue price of \$0.135 per Share with one free attaching listed option (ASX: PGDO) for every two new Shares, exercisable at \$0.25 and expiring 13 December 2027 (**Placement**).

On 9 October 2026, the Company issued an aggregate of 14,974,688 Shares and 7,487,349 Options, comprising:

- (a) 5,126,278 Shares and 7,487,349 Options pursuant to the Company's placement capacity under Listing Rule 7.1 (ratification of which is the subject of Resolution 3); and
- (b) 9,848,410 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (ratification of which is the subject of Resolution 4).

Directors, Anees Sabet and George Merhi, have also agreed to participate in the Placement for up to a total of \$228,417.17 (being 1,691,979 Shares and 845,990 Options), subject to Shareholder approval (the subject of Resolutions 6 and 7).

The Company intends to apply the funds raised from the Placement towards accelerating exploration and drilling at the 100% owned Newman Gold and Iron Ore Project and Mallina Gold Project, both located in the Pilbara region of Western Australia.

Further details of the Placement are set out in the ASX announcement titled 'PGD Secures \$2.25m to Advance Gold & Iron Exploration' dated 2 October 2026.

4.2 Lead Manager

The Company engaged Discovery Capital Partners Pty Ltd (**Lead Manager**) to act as lead manager to the Placement pursuant to a lead manager mandate (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate, in consideration for the provision of services, the Company agreed to:

- (a) pay the Lead Manager a fee of 6% of the gross amount raised under the Placement; and
- (b) subject to Shareholder approval, issue 2,500,000 Options (exercisable at \$0.2025 each on or before the date that is three years after completion of the Placement) (**Lead Manager Options**) at an issue price of \$0.000001 per Lead Manager Option (being \$2.50 in aggregate).

Approval for the issue of 2,500,000 Lead Manager Options to Discovery Capital Partners Pty Ltd is being sought under Resolution 5.

5. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER THE PLACEMENT – LISTING RULES 7.1 AND 7.1A

5.1 General

As set out in Section 4.1, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of:

- (a) 5,126,278 Shares and 7,487,349 Options that were issued pursuant to the Company's capacity under Listing Rule 7.1 (the subject of Resolution 3); and
- (b) 9,848,410 Shares that were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 4).

Further details are set out in Section 4.

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 12 month 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%. The Company obtained this approval at its annual general meeting held on 28 November 2025. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 9 being passed at this Meeting.

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

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 9 being passed at this Meeting.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company. Yandal Investments Pty Ltd (a substantial holder of the Company), was issued 2,368,844 Shares and 1,184,422 Options under the Placement. As a result of this issue, and subject to Shareholder approval being obtained for the Director participation the subject of Resolutions 6 & 7, Yandal Investments Pty Ltd will hold 15.73% of the Company's issued capital. Other than Yandal Investments Pty Ltd, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	An aggregate of 14,974,688 Shares and 7,487,349 Options were issued on the following basis: (a) 5,126,278 Shares and 7,487,349 Options were issued pursuant to the Company's capacity under Listing Rule 7.1 (the subject of Resolution 3); and (b) 9,848,410 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 4).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
	The Options are listed securities (ASX: PGDO) exercisable at \$0.25 per Option, expiring 13 December 2027. The Options will rank equally in all respects from their issue date with the existing issued securities in that class.
Date(s) on or by which the Securities were issued	9 October 2026.
Price or other consideration the Company received for the Securities	\$0.135 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Options were issued for nil cash consideration as free attaching Options on the basis of one Option for every two Shares subscribed for and issued under the Placement. The Company has not and will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which the Company intends to apply in the manner set out in Section 4.
Summary of material terms of agreement to issue	The Shares and Options were issued pursuant to customary placement agreements between each investor and the Company.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

6. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO DISCOVERY CAPITAL PARTNERS PTY LTD

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 2,500,000 Lead Manager Options to the Lead Manager (or its nominee(s)). Further details are set out in Section 4.2.

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue in satisfaction of its obligations under the Lead Manager Mandate. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be required to find alternate means of remunerating the Lead Manager, including using its cash reserves.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Options will be issued	The Lead Manager (or its nominee(s)).
Number of Options and class to be issued	2,500,000 Lead Manager Options will be issued.
Terms of Options	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Options will be issued	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at an issue price of \$0.000001 per Lead Manager Option (being \$2.50 in aggregate) in consideration for lead manager services provided in connection with the Placement. The Company will not receive any other consideration for the issue of the Lead Manager Options (other than in respect of funds received on exercise of the Lead Manager Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to compensate the Lead Manager for services provided in connection with the Placement. The aggregate amount of \$2.50 received for the issue of the Lead Manager Options will be applied towards the use of funds for the Placement set out in Section 4.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 4.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTIONS 6 AND 7 – APPROVAL TO ISSUE SECURITIES TO DIRECTORS

7.1 General

As set out in Section 4, Directors Anees Sabet and George Merhi have agreed to participate in the Placement up to a total of \$228,417.17 (before costs), on the same terms as the unrelated participants in the Placement.

The proposed participation is comprised of:

- (a) Anees Sabet (or their nominee(s)) subscribing for \$128,417.13 worth of Shares, being 951,238 Shares and 475,619 Options (the subject of Resolution 6); and
- (b) George Merhi (or their nominee(s)) subscribing for \$100,000.04 worth of Shares, being 740,741 Shares and 370,371 Options (the subject of Resolution 7).

These Resolutions seek Shareholder approval for the purposes of section 195(4) of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 1,691,979 Shares and 845,990 Options to Anees Sabet and George Merhi (or their nominee(s)) to enable their participation in the Placement.

7.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and each of Anees Sabet and George Merhi is a related party of the Company by virtue of being a Director.

The Directors (other than Anees Sabet who may have a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Anees Sabet (or their nominee(s)) on the same terms as Securities issued to non-related participants in the Placement, and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than George Merhi who may have a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to George Merhi (or their nominee(s)) on the same terms as Securities issued to non-related participants in the Placement, and as such the giving of the financial benefit is on arm's length terms.

7.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all but one of the Directors comprising the Board have a material personal interest in the outcome of these Resolutions. If this were the case, a quorum of Directors without a material personal interest could not be formed at the Board level to consider the matters contemplated by these Resolutions.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for these Resolutions for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

7.4 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), which will enable Anees Sabet and George Merhi to participate in the Placement on the same terms as unrelated participants and raise a further \$228,417.17 to be applied in the manner set out in Section 4. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and will not raise the additional \$228,417.17 from Anees Sabet and George Merhi.

7.6 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Anees Sabet and George Merhi (or their nominee(s)).
Categorisation under Listing Rule 10.11	Each of Anees Sabet and George Merhi falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of Anees Sabet or George Merhi who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 1,691,979 Shares and 845,990 Options will be issued, in the proportions set out in Section 7.1.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options will be issued on the same terms as the Company's existing quoted Options (ASX: PGDO), being exercisable at \$0.25 each on or before 13 December 2027.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.135 per Share, being the same issue price as Shares issued to unrelated participants in the Placement. The Options will be issued for nil cash consideration as free attaching Options on the basis of one Option for every two Shares subscribed for and issued under the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital. Refer to Section 4 for details of the proposed use of funds.

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares and Options are being issued under customary placement agreements between the Company and each of Anees Sabet and George Merhi (or their nominee(s)).
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – ROCKLEA TENEMENT APPLICATION

8.1 Background

On 10 December 2025, the Company's subsidiary, Retention Resources Pty Ltd, entered into a short form tenement sale and purchase agreement with Nearology Pty Ltd (**Tenement Sale Agreement**), under which Retention Resources Pty Ltd acquired exploration licence application E47/4282 (**Rocklea Tenement Application**) from Nearology Pty Ltd. The material terms of the Tenement Sale Agreement are as follows:

- (a) the consideration for the Rocklea Tenement Application comprised \$10,000 cash, paid on execution, and \$70,000 worth of Shares at a deemed issue price of \$0.255 per Share, being 274,510 Shares; and
- (b) completion occurred on execution of the Tenement Sale Agreement, at which Nearology Pty Ltd delivered the documents required to transfer the Rocklea Tenement Application, with the Shares to be issued within 5 Business Days of completion.

The Tenement Sale Agreement otherwise contains terms considered standard for an agreement of its nature (including warranties and indemnities).

The Company also issued 50,000 Shares to Alexander Chala as a fee for facilitating the acquisition of the Rocklea Tenement Application. This fee was not agreed under any formal agreement.

8.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 324,510 Shares to unrelated parties on 16 December 2025 as partial consideration for the Rocklea Tenement Application and for services to facilitate that transaction, as announced by the Company on 11 December 2025.

8.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

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

8.4 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

8.5 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Nearology Pty Ltd (274,510 Shares) and Alexander Chala (50,000 Shares). The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	An aggregate of 324,510 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	16 December 2025.
Price or other consideration the Company received for the Securities	The Shares were issued for nil cash consideration, comprising 274,510 Shares issued to Nearology Pty Ltd at a deemed issue price of \$0.255 per Share (being \$70,000) as part consideration for the acquisition of the Rocklea Tenement Application, and 50,000 Shares issued to Alexander Chala at a deemed issue price of \$0.255 per Share (being \$12,750) as a fee for facilitating that transaction.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Tenement Sale Agreement and to remunerate Alexander Chala for facilitating that transaction.
Summary of material terms of agreement to issue	The 274,510 Shares issued to Nearology Pty Ltd were issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Section 8.1. The 50,000 Shares issued to Alexander Chala were not issued under any formal agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

9. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

9.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

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**). An **Eligible Entity** means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is approximately \$15,360,746. The Company is therefore an Eligible Entity.

9.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution 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 this Resolution 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.

9.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration 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: (a) 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 (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the advancement of exploration of the Company's projects, including the Newman Gold and Iron Ore Project and the Mallina Gold Project, business development opportunities and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution 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. 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 number of Equity Securities on issue or proposed to be issued as at 8 October 2026.

REQUIRED INFORMATION		DETAILS																																							
		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.																																							
		<table><tr><th colspan="4">DILUTION</th></tr><tr><td rowspan="4">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</td><td rowspan="4">Shares issued – 10% voting dilution</td><td colspan="3">Issue Price</td></tr><tr><td>\$0.068</td><td>\$0.135</td><td>\$0.203</td></tr><tr><td>50% decrease</td><td>Issue Price</td><td>50% increase</td></tr><tr><td colspan="3">Funds Raised</td></tr><tr><td>Current</td><td>113,783,303 Shares</td><td>11,378,330 Shares</td><td>\$773,726</td><td>\$1,536,075</td><td>\$2,309,801</td></tr><tr><td>50% increase</td><td>170,674,954 Shares</td><td>17,067,495 Shares</td><td>\$1,160,590</td><td>\$2,304,112</td><td>\$3,464,701</td></tr><tr><td>100% increase</td><td>227,566,606 Shares</td><td>22,756,660 Shares</td><td>\$1,547,453</td><td>\$3,072,149</td><td>\$4,619,602</td></tr></table>				DILUTION				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			\$0.068	\$0.135	\$0.203	50% decrease	Issue Price	50% increase	Funds Raised			Current	113,783,303 Shares	11,378,330 Shares	\$773,726	\$1,536,075	\$2,309,801	50% increase	170,674,954 Shares	17,067,495 Shares	\$1,160,590	\$2,304,112	\$3,464,701	100% increase	227,566,606 Shares	22,756,660 Shares	\$1,547,453	\$3,072,149	\$4,619,602
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*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																									
The table above uses the following assumptions:																																									
1. There are currently 113,783,303 Shares on issue as at the date of this Notice. 2. The issue price set out above is the closing market price of the Shares on the ASX on 8 October 2026 (being \$0.135) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. 3. The Company issues the maximum possible number of Equity Securities 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 consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. 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. 6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. 7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 8. 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%. 9. 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.																																									
Shareholders should note that there is a risk that:																																									
(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and																																									

REQUIRED INFORMATION	DETAILS								
	(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.								
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).								
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2025 (Previous Approval). During the 12 month period preceding the date of the Meeting, being on and from 27 November 2025, the Company issued 9,848,410 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 7.4% of the total diluted number of Equity Securities on issue in the Company on 27 November 2025, which was 132,478,819. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue: <table border="1" data-bbox="663 1574 1390 2110"> <tr> <td data-bbox="663 1574 874 1659">Date of Issue and Appendix 2A</td><td data-bbox="874 1574 1390 1659">Date of Issue: 9 October 2026 Date of Appendix 2A: 9 October 2026</td></tr> <tr> <td data-bbox="663 1659 874 1767">Number and Class of Equity Securities Issued</td><td data-bbox="874 1659 1390 1767">9,848,410 Shares²</td></tr> <tr> <td data-bbox="663 1767 874 1888">Issue Price and discount to Market Price¹ (if any)</td><td data-bbox="874 1767 1390 1888">\$0.135 per Share (at nil discount to Market Price).</td></tr> <tr> <td data-bbox="663 1888 874 2110">Recipients</td><td data-bbox="874 1888 1390 2110">Professional and sophisticated investors as part of the Placement announced on 2 October 2026. The Placement participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.</td></tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 9 October 2026 Date of Appendix 2A: 9 October 2026	Number and Class of Equity Securities Issued	9,848,410 Shares ²	Issue Price and discount to Market Price¹ (if any)	\$0.135 per Share (at nil discount to Market Price).	Recipients	Professional and sophisticated investors as part of the Placement announced on 2 October 2026. The Placement participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.
Date of Issue and Appendix 2A	Date of Issue: 9 October 2026 Date of Appendix 2A: 9 October 2026								
Number and Class of Equity Securities Issued	9,848,410 Shares ²								
Issue Price and discount to Market Price¹ (if any)	\$0.135 per Share (at nil discount to Market Price).								
Recipients	Professional and sophisticated investors as part of the Placement announced on 2 October 2026. The Placement participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.								

REQUIRED INFORMATION	DETAILS
	None of the participants in the Placement were material investors that are required to be disclosed under ASX Guidance Note 21.
	Total Cash Consideration and Use of Funds Amount raised: \$1,329,535 Amount spent: \$nil Use of funds: N/A Amount remaining: \$1,329,535 Proposed use of remaining funds:³ Exploration and drilling at the Newman Gold and Iron Ore Project and Mallina Gold Project, both located in the Pilbara region of Western Australia, and ongoing working capital.
	Notes: 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company, ASX Code: PGD (terms are set out in the Constitution). 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER THE PLAN – DONNA KRISTIANOPULOS

10.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 150,000 Performance Rights to Donna Kristianopulos (or her nominee(s)) under the Company's employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**), on the terms and conditions set out below.

Ms Kristianopulos is engaged by the Company as a Field Assistant and is the spouse of George Merhi, the Company's Technical Director. Ms Kristianopulos is therefore an associate of Mr Merhi for the purposes of Listing Rule 10.14.2.

Following a review of the remuneration of the Company's field staff, and in order to further align key employees and contractors with the goals and operational activities of the Company, the Board (with Mr Merhi abstaining) has resolved to grant an aggregate of 1,850,000 Performance Rights under the Plan to seven employees and contractors of the Company, including 150,000 Performance Rights to Ms Kristianopulos (subject to Shareholder approval under this Resolution). The Performance Rights proposed to be granted to the other six recipients, none of whom is a related party of the Company or a person referred to in Listing Rule 10.14, will be issued under the Plan, subject to the receipt of an authorised invitation letter, in reliance on Listing Rule 7.2 (Exception 13) and do not require Shareholder approval.

The Performance Rights proposed to be issued to Ms Kristianopulos will vest subject to Ms Kristianopulos remaining in continuous service with the Company until 31 December 2027 and will expire at 5:00pm (WST) on 28 February 2028. The full terms and conditions of the Performance Rights are set out in Schedule 2.

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.2 above.

The issue of the Performance Rights constitutes giving a financial benefit and Ms Kristianopulos is a related party of the Company by virtue of being the spouse of a Director.

The Directors (other than Mr Merhi, who has a material personal interest in this Resolution by virtue of his relationship with Ms Kristianopulos) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Performance Rights are to be granted to Ms Kristianopulos on the same terms as, and in a quantum determined on the same basis as, the Performance Rights to be granted at the same time to the Company's other field staff who are not related parties of the Company, and as such the giving of the financial benefit is on arm's length terms.

10.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Performance Rights to Ms Kristianopulos falls within Listing Rule 10.14.2 and therefore requires the approval of Shareholders under Listing Rule 10.14.

10.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of Performance Rights to Ms Kristianopulos and may need to consider alternative forms of remuneration to appropriately incentivise and retain Ms Kristianopulos.

10.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Performance Rights will be issued	Donna Kristianopulos (or her nominee(s)).
Categorisation under Listing Rule 10.14	Ms Kristianopulos falls within the category set out in Listing Rule 10.14.2 as she is an associate of George Merhi, a Director, by virtue of being his spouse. Any nominee(s) of Ms Kristianopulos who receive Performance Rights may also constitute 'associates' of Mr Merhi for the purposes of Listing Rule 10.14.2.
Number and class of securities to be issued	150,000 Performance Rights.
Current total remuneration package	As Ms Kristianopulos is an associate of Mr Merhi, a Director, Listing Rule 10.15.4 requires disclosure of Mr Merhi's current total remuneration package. Mr Merhi is engaged as Technical Director under an executive services agreement between the Company and Bann Geological Services Pty Ltd (a company associated with Mr Merhi), under which the Company pays fees of \$180 per hour plus GST, or \$1,800 per

REQUIRED INFORMATION	DETAILS
	day plus GST when field work services are provided, together with reimbursement of reasonable expenses. Mr Merhi does not receive any director fees. Mr Merhi also holds 1,000,000 Performance Rights. Mr Merhi's total remuneration package for the financial year ended 30 June 2026 was \$462,763, comprising fees of \$392,400 paid or payable to Bann Geological Services Pty Ltd for technical field services and share-based payments of \$70,363.
Securities previously issued to the person under the Plan	Ms Kristianopulos has not previously been issued any securities under the Plan.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Consideration of type of Security to be issued	The Board has elected to grant Performance Rights (rather than Shares or cash) for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders, as no Shares will be issued unless and until the Performance Rights vest and are converted; (b) the continuous service vesting condition is designed to retain Ms Kristianopulos through to the end of the 2027 calendar year and to align her interests with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Ms Kristianopulos; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Valuation	The number of Performance Rights to be granted to each recipient (including Ms Kristianopulos) was determined by the Board by reference to a Share price of \$0.135, being the issue price of Shares under the Placement completed in October 2026. The Board has attributed a value of \$0.125 per Performance Right, being the closing price of Shares on ASX on 16 October 2026 (the last trading day before the Board resolved to make the grant), giving a total value of \$18,750 for the 150,000 Performance Rights proposed to be issued to Ms Kristianopulos. As the Performance Rights are exercisable for nil consideration and are subject only to a continuous service condition, the Board considers the prevailing market price of a Share to be an appropriate basis for valuing each Performance Right.
Date(s) on or by which the Performance Rights will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Issue price of Securities	The Performance Rights will be issued at a nil issue price.
Summary of material terms of the Plan	A summary of the material terms of the Plan is set out in Schedule 3.
Material terms of any loan	No loan will be provided by the Company to Ms Kristianopulos in relation to the acquisition of the Performance Rights.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 9.1.

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.

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 Peregrine Gold Limited (ACN 644 734 921).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Issue Price has the meaning given in Section 9.3.

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.

Lead Manager has the meaning given in Section 4.2.

Lead Manager Mandate has the meaning given in Section 4.2.

Lead Manager Options has the meaning given in Section 4.2.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a performance right issued under the Plan, being a right to acquire one Share (subject to satisfaction of the applicable vesting condition) for nil consideration, on the terms and conditions set out in Schedule 2.

Placement has the meaning given in Section 4.

Plan means the Company's employee incentive scheme titled "Employee Incentive Securities Plan", as approved by Shareholders at the Company's annual general meeting held on 28 November 2025, a summary of the material terms of which is set out in Schedule 3.

Previous Approval has the meaning given in Section 9.3.

Previous Issue has the meaning given in Section 9.3.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' 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.

Rocklea Tenement Application has the meaning given in Section 8.1.

Section means a section of the Explanatory Statement.

Security means a Share, Option, or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Tenement Sale Agreement has the meaning given in Section 8.1.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.2025 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (WST) on 9 October 2029 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	Vesting Condition	Each Performance Right will vest upon the holder remaining in continuous service with the Company (whether as an employee, contractor or officer of the Company or any of its subsidiaries) from the date of issue of the Performance Right until 31 December 2027 (Vesting Condition). The Board may, in its absolute discretion, waive the Vesting Condition in whole or in part in accordance with the Plan.
4.	Expiry Date	The Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (a) the holder ceasing to be an Eligible Participant under the Plan (including by ceasing to be an employee, contractor or officer of the Company or any of its subsidiaries), unless otherwise determined by the Board in its absolute discretion; and (b) 5:00pm (WST) on 28 February 2028, (Expiry Date). If the Vesting Condition has not been satisfied (or waived by the Board) by the Expiry Date, all unvested Performance Rights will automatically lapse on the Expiry Date. For the avoidance of doubt, any vested Performance Rights that have not been converted into Shares by the Expiry Date will also automatically lapse on the Expiry Date.
5.	Notice of vesting	The Company will notify the holder in writing when the Vesting Condition has been satisfied (or waived by the Board).
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.
7.	Conversion	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	Timing of issue of Shares on conversion	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights. If a notice delivered under paragraph 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business

		Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	Shares issued on conversion	Shares issued on conversion of the Performance Rights will rank equally in all respects with the then issued Shares of the Company.
10.	Change of control	Upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and having received acceptances for not less than 50.1% of the Shares on issue and having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, then, to the extent the Performance Rights have not already vested, the Vesting Condition will be deemed to have been satisfied and the Performance Rights will vest and, at the election of the holder, convert into Shares on a one-for-one basis.
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Bonus issues	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder is entitled, upon conversion of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are converted.
13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including any consolidation, subdivision, reduction or return of capital), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or to receive dividends.
15.	Transferability	The Performance Rights are not transferable.
16.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon a winding up.
18.	Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to the extent necessary to ensure compliance with the Listing Rules.
19.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 – SUMMARY OF THE EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Incentive Securities Plan (**Plan**), as approved by Shareholders at the Company's annual general meeting held on 28 November 2025, is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options or Performance Rights (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and

	(d) is not entitled to participate in any new issue of Shares (see "Adjustment of Convertible Securities" below).
Vesting of Convertible Securities	Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Exercise of Convertible Securities and cashless exercise	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restrictions on dealing with Convertible Securities	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.
Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all

	unvested Convertible Securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Adjustment of Convertible Securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Plan Shares	The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board. Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Plan rules.
Rights attaching to Plan Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
Disposal restrictions on Plan Shares	If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

	For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General restrictions on transfer of Plan Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) 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. Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by a holder during the time the holder has such information. Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) will be subject to the terms of the Company's Securities Trading Policy.
Buy-back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee share trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Maximum number of Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 (Exception 13(b))). At the Company's annual general meeting held on 28 November 2025, Shareholders approved the issue of up to 9,848,411 Securities under the Plan for the purposes of Listing Rule 7.2 (Exception 13(b)). Since that approval, the Company has issued 666,666 Performance Rights under the Plan.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is

	terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11:00am (AWST) on Wednesday, 25 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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IN PERSON:

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